

FOUNDED 1860 INCORPORATED BY ROYAL CHARTER 1910

# RINA

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## THE ROYAL INSTITUTION OF NAVAL ARCHITECTS

Chief Executive: Trevor Blakeley CEng FRINA FIMarEST FIMechE



Sec/Board18Jun2018

26 June 2018

The Chairman and members of the Board of Trustees

Dear Trustees,

### **BOARD OF TRUSTEES MEETING – 18 June 2018**

The draft minutes of the Board meeting held on 18 June 2018 are enclosed.

Yours sincerely

A handwritten signature in black ink, appearing to read 'T Blakeley'.

Trevor Blakeley  
Chief Executive

Enclosure:

Minutes of Board meeting held on 18 June 2018

## **Minutes of Board of Trustees meeting held on 18 June 2018**

Present:

R W Birmingham (Chairman)  
N Pattison (Vice Chairman)  
J Frier (Treasurer)  
H F Spencer  
A Pattison  
P Wrobel  
A King  
C Savage  
R Gehling (Telelink)  
T Blakeley (Chief Executive)

### **DECLARATION OF INTERESTS**

1. No pecuniary or conflict of interest with the matters to be discussed were declared.

### **MINUTES OF MEETING 11 April 2018**

2. The minutes were approved as a true record of the meeting.

### **ACTIONS ARISING OR OUTSTANDING FROM PREVIOUS MEETINGS**

3. Action 9/18 (Para 18): R Birmingham to draft a statement by the Board to Council, informing it of the outcome of its consideration of the issues raised by T Boardley during his meeting with P French. **Complete**
4. Action 10/18 (Para 20): The Chief Executive to include Chief Executive Succession Plan in the Policy & Procedures Manual, and make reference to it in the Business Contingency Plan. **Complete**
5. Action 11/18 (Para 21): The Chief Executive to forward the current composition of WGs to members of the Board **Complete**
6. Action 12/18 (Para 21) Board members to recommend non Council members to be invited to serve on the Strategy Review WGs. **Complete**
7. Action 13/18 (Para 25): Chief Executive was actioned to provide all members with a copy of the post Trustees Training points listed by A Pattison. **Complete**
8. Action 14/18 (Para 28): 26. Chief Executive to forward Charity Commission's guidance document "15 Questions Trustees should ask themselves" and Internal Audit check list to C Savage. **Complete**

### **FINANCE**

#### **Departmental Report**

9. The June 2018 Departmental Report was noted.
10. The Chief Executive reported that although publication's income from advertising sales was standing up well, attendance at events of delegates and increasingly speakers was down, reflecting the continuing pressures on the maritime industry and unwillingness to commit to the time of writing papers or time out of office to attend. He stated that he was looking at ways to ameliorate this impact by running one-day

conference, co-organising events with other organisation (to increase promotion) and aligning conferences with other events.

11. In response to a query about advertising sales following their outsourcing, the Chief Executive stated that routine monitoring of sales indicated that there had been no reduction in the expected level of sales, but that he would be making a more detailed comparison at the end of the first full year's operation since the change in advertising sales policy. He was actioned to provide the Board with the results of this comparison.

### **Cashflow and Investments**

12. The Chief Executive reported that cash held in the bank and investments at 15 June 2018 was £675K and the £4.555M. He stated that 4 x £50K had been transferred to investments during the year, and that no further transfers were planned.

## **COUNCIL MATTERS**

### **Resignation of T Boardley**

13. The draft statement to Council was discussed, and amendments proposed. The Chairman was actioned to amend the draft to reflect the comments made during the discussion and agreed amendments.

### **Letter to Charity Commission**

14. Following discussion, it was agreed that the Charity Commission should be informed of T Boardley's resignation and subsequent action by the Board. The Chief Executive was actioned to draft a letter for comment by members of the Board.

## **BOARD MATTERS**

### **Appointment of Trustees**

15. The Chief Executive reported that six members of Council had expressed a willingness to be appointed as Trustees in the forthcoming four vacancies. The Chief Executive was actioned to seek Council's preferences for the appointments.

## **RISK REGISTER**

16. The Risk Register was reviewed and reissued without change.

17. The Chief Executive was actioned to amend the Risk Register to show when routine actions, reviews, etc. were to be conducted in the year.

## **STRATEGIC REVIEW**

18. Disappointment was expressed in the lack of action by Working Groups 1-3 in identifying topics for consideration, noting that such topics would form the basis of the Brief Preliminary Report on intended scope of work plan to be completed in July 2018. The Chief Executive was actioned to request that the Chairman of these Working Groups contact the members of their Working Groups, reminding them of the action upon them.

## **TRUSTEES TRAINING**

19. Notes by A Pattison of the Board training meeting on 25 Jan 2018 were discussed, and the following actions agreed:

## **Register of decisions**

20. The minutes of board meetings should report when decisions were taken, whether or not resulting in an action

## **Induction Checklist**

21. The Chief Executive was actioned to put the links to the Charity Commission Guidance Notes provided to all new Trustees on the Board Forum.

## **Board Calendar**

22. It was agreed that the amendment to the Risk Register to show the month of routine actions would form the basis of a Board Calendar.

## **CHIEF EXECUTIVE'S REPORT**

23. The Chief Executive presented his Report (Enclosed).

24. He briefed members of the Board on the claim of an ex-employee of Constructive Dismissal, alleging discrimination and harassment associated with the ex-employee's disability. He informed the Board that he had instructed the Institution's solicitors to strongly refute the allegation. He was confident that should the claim go to an Industrial Tribunal, the Institution could defend its well documented actions, and this view was supported by the solicitors. However, should the case go to an Industrial Tribunal, the Institution would face significant legal costs, regardless of the outcome, with the risk, albeit very low, of a judgement against the Institution resulting in considerable damages. There would also have been a significant further demand on the time of senior members of the Secretariat, beyond that already experienced.

25. On the advice of the solicitors, the Institution had made an initial business case offer, i.e. without accepting liability, of a settlement significantly below the expected legal costs. The claimant's solicitor had responded with a counter offer which was still significantly below the expected legal costs. The Chief Executive's recommendation that the case be settled at this figure was accepted.

## **DATE OF NEXT MEETING**

26. The next Board meeting will be held at 1400 on 12 July 2018.

## **ACTIONS ARISING/OUTSTANDING**

27. Action 15/18 (Para 11): Chief Executive to advise of results of detailed comparison at the end of the first full year's operation since the change in advertising sales policy.

28. Action 16/18 (Para 13) Chairman to draft statement to Council regarding T Boardley resignation.

29. Action 17/18 (Para 14): The Chief Executive to draft a letter to Charity Commission.

30. Action 18/18 (Para 17): The Chief Executive to amend the Risk Register to show when routine actions, reviews, etc. were to be conducted in the year.

31. Action 19/18(Para 18): The Chief Executive to request that the Chairman of these Working Groups contact the members of their Working Groups.

32. Action 20/18 (Para 21): The Chief Executive to put the links to the Charity Commission Guidance Notes provided to all new Trustees on the Board Forum.

Enclosure: Chief Executive's Report

## **BOARD OF TRUSTEES' MEETING – 18 JUN 2018**

### **CHIEF EXECUTIVE'S REPORT**

This report covers the period 12 April – 17 June 2018

#### **STAFF**

The vacant position of Editorial Assistant/Production Assistant has had to be re-advertised, following the lack of suitable applicants.

#### **IT**

The forthcoming requirement by HMRC to submit VAT Returns online has required a significant upgrade to the Sage accounting software and bespoke software to allow the advertising accounting programme Adman to import into Sage. Some upgrading of the server software will also be required, following the decision of Microsoft to withdraw support for the installed versions. The work will be carried out in the next financial period, and the cost will be of the order £10,000 - £15,000.

Work has commenced on the design and construction of the eNewsletter App (for smartphones and tablets), to be followed by the Events App, using the same platform.

Connection problems with the Denny audio conferencing facility have been resolved and used successfully at meetings.

#### **VISITS REPORT**

##### **Malta**

Whilst on leave, I took the opportunity to meet with the Secretary of the Malta Joint Branch. Although low at present, action is in hand to increase the level of Branch activity.

##### **Athens**

I attended the Posidonia Show, where the Institution had its usual stand. Whilst in Athens, I attended the ABS Workshop on "The Future of LNG/LPG Shipping" and also met with members of the Hellenic Institute of Maritime Technology to discuss the forthcoming joint conference in Athens on "The Design & Construction of LNG/LPG Ships"

#### **DIARY**

I have represented the Institution at the following events since the last Report (in London unless otherwise stated or indicated)

##### **May**

1-3    Confederation of European Maritime Technology Societies Council meeting  
      (Copenhagen)

- 10 Student Awards – Strathclyde University (Glasgow)
- 11 Small Craft Surveyors Forum (Petersfield)
- 21 Malta Joint Branch
- 29 ABS Dinner

## **June**

- 2-6 Posidonia (Athens)