

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/Board25Jan2018

27 January 2018

The Chairman and members of the Board of Trustees

Dear Trustees,

### BOARD OF TRUSTEES MEETING – 25 Jan 2018

The draft minutes of the Board meeting held on 25 Jan 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 25 Jan 2018

Copy:

Council

## **THE ROYAL INSTITUTION OF NAVAL ARCHITECTS**

### **Minutes of Board of Trustees meeting held on 25 Jan 2018**

Present:

N Pattison (Vice Chairman)  
J Frier (Treasurer)  
H F Spencer  
A Pattison  
R Birmingham  
C Savage  
R Gehling (Telelink)  
A King (Telelink)  
T Blakeley (Chief Executive)  
J Beard (haysmacintyre) (Part attendance)  
I Blackwood (Finance Director) (Part attendance)

#### **MINUTES OF MEETING 18 Oct 2017**

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

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

2. No actions arose or remain outstanding from previous meetings

#### **FINANCE**

##### **2017-2018 Annual Accounts**

3. Mr J Baird of auditors haysmacintyre presented the Independent Auditors' Report and Financial Statements. Following discussion, the Report and Financial Statements were accepted by the Board.
4. The Letter of Representation and Annual Accounts was signed by the Treasurer on behalf of the Board and forwarded to the Auditors.

##### **Departmental Report**

5. The November 2017 Departmental Report was noted.

##### **Cashflow and Investments**

6. The Chief Executive reported that cash held in the bank at 24 January 2018 was £902K and the value of investments at 24 January 2018 was £4.349M.

#### **COUNCIL MATTERS**

7. The Vice Chairman briefed members of the Board on matters raised at the Council meeting held on 25 January 2018.

##### **Election of the President**

8. He reported that Council had unanimously accepted the Nominations Committee's recommendation that Professor R W Birmingham be nominated for election as the next President of the Institution. The Board congratulated Professor Birmingham on his nomination.

## **Strategic Review.**

9. He reported he had informed Council that the Board had completed Stage 1 of the Strategic Review, to identify the future Objectives of the Institution, and was now embarking upon Phase 2, to determine how these Objectives should be achieved. He had reported that members of Council would be the key players in taking Phase 2 forward.

## **ED&I Policy**

10. He reported that following discussion of the draft ED&I Policy proposed by the PAC, although generally agreed, further minor changes might be proposed. The Chief Executive was actioned to incorporate the final draft into the Policy & Procedures (Governance, Finance & Administration) Manual.

## **Resignation of the President**

11. He reported that he had confirmed to members of Council that Mr T Boardley had resigned as President and Chairman of the Board, citing as his primary reason "a situation where the Trustees seem unwilling to exercise what I consider to be appropriate levels of Governance". He had also reminded members of Council of his email to Council in which he reassured members of Council that all Trustees agree that any suggestion that the Governance of the Institution is inadequate is without substance or foundation. He informed members of Council that the minutes of Board meetings, which are copied to members of Council, contain no mention by Mr Boardley of inadequate governance nor proposals for changes in governance.

12. He reported that there had followed a wide ranging discussion with a number of proposals put by members of Council for consideration by the Board. He informed Council that any future action would be decided by the Board, but undertook to bring the Council's views and proposals to the attention of the Board at its next meeting.

13. Following consideration of the Council discussion and proposals, it was agreed that in the absence of specific examples of inadequate governance, no action would be taken by the Board at this stage with respect to governance. However, if such examples were to be presented, it was agreed that the Board would consider them and if necessary review the governance of the Institution.

14. It was agreed that Mr Peter French would be asked to meet informally with Mr Boardley to give him the opportunity to expand upon his reasons for resigning, and to report the outcome of his meeting to the Board.

## **PRESS & MEDIA POLICY**

15. The draft Press & Media Policy proposed by the Chief Executive in Enclosure 8 to Board25Jan2018 dated 4 Jan 2018 was approved, subject to amendment to delegate authority to Presidents of Divisions to communicate with press and media on national issues. The Chief Executive was actioned to incorporate the amended policy into the Manual.

## **RISK REGISTER**

16. The Risk Register was reviewed and reissued, subject to 4.1.1 being amended to read "A Business Contingency Plan and Succession Plan for the Chief Executive are published and renewed annually". The Chief Executive was actioned to produce a draft Succession Plan.

## **DECLARATION OF INTERESTS**

17. The amendment to the Policy & Procedures (Governance, Finance & Administration Manual) proposed in the Chief Executive's in Enclosure 6 to Board25Jan2018 dated 4 Jan 2018 was approved and the Chief Executive actioned to incorporate it into the Manual.

## **STRATEGIC REVIEW**

18. It was agreed that Stage 1 of the Strategic review, identification of the future Objectives, was complete, and that Phase 2, identification of the means by which the Objectives would be achieved, would be progressed through a number of Working Groups formed from members of Council and others as felt appropriate by the Board, addressing key themes.

19. The Chief Executive and Mr P Wrobel were actioned determine how Stage 2 would be conducted, identifying key themes, and calling for volunteers for the Working Groups, etc. The Chief Executive was actioned to draft a statement to Council describing Stage 2.

20. It was agreed that the future structure of Council should be considered as a theme of Stage 2, when the Chief Executive's Memo forwarded at Enclosure 9 to Board 25 Jan 2018 dated 4 Jan 2018 would be made available to the appropriate Working Group.

21. It was agreed that the Strategic Review should be given a more appropriate title.

*Post meeting note: "The Royal Institution of Naval Architects - 175 Years On" is suggested.*

## **CHIEF EXECUTIVE'S REPORT**

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

## **POST TRAINING DISCUSSION**

23. It was noted that there had been no opportunity to discuss lessons to be learned or actions to be taken from the whole Board trustees training course. It was agreed that time at a future Board meeting should be set aside for such discussion. Mr A Pattison was actioned to produce a list of points he had noted, and to forward to other Board members for them to add their on noted points.

## **CERTIFICATE OF APPRECIATION**

24. Noting that Sarah Watts had attended her last Council meeting, following her resignation as Chairman of the Maritime Safety Committee, some form of recognition was proposed. The Chief Executive stated that Council's Certificate of Appreciation was the usual recognition, made on the recommendation of the Committee. The Chief Executive was actioned to seek Council's Agreement.

## **DATE OF NEXT MEETING**

25. The next Board meeting will be held at 14:00 on 11 April 2018 following the Council meeting.

## **ACTIONS ARISING/OUTSTANDING**

26. Action 1/18 (Para 10): Chief Executive to incorporate ED&I Policy into Policy & Procedures (Governance, Finance & Administration) Manual.

27. Action 2/18 (Para 15) Chief Executive to amend Press & Media Policy to delegate authority to Presidents of Divisions to communicate with press and media on national issues, and to incorporate the amended policy into the Policy & Procedures (Governance, Finance and Administration) Manual.

28. Action 3/18 (Para 16): Chief Executive to produce a draft Succession Plan for inclusion in Business Contingency Plan.

29. Action 4/18 (Para 17): Chief Executive to incorporate Declaration of Interests Policy into the Manual into the Policy & Procedures (Governance, Finance and Administration) Manual when final draft received.

30. Action 5/18 (Para 19): Chief Executive and P Wrobel to determine how to conduct Stage 2.

31. Action 6/18 (Para 19): Chief Executive to draft statement to Council on Stage 2.

32. Action 7/18 (Para 23): Mr A Pattison to forward a list of points he had noted during Trustees Training and other Board members to add their own noted points.

33. Action 8/18 (Para 24): Chief Executive to seek Council's agreement for Certificate of Appreciation to be presented to Sarah Watts.

Enclosure: Chief Executive's Report

Enclosure to minutes of Board meeting 25 Jan 2018

## **BOARD OF TRUSTEES' MEETING – 25 JAN 2018**

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

This report covers the period 19 Oct 2017 – 25 Jan 2018

#### **STAFF**

Appointments have been made to the positions of Editorial Assistant, Technical Manager, Publications Sales Manager and IT Support Officer. Separate non Secretariat appointments as Assistant Editors for the *International Journal of Maritime Engineering* and the *International Journal of Small Craft Technology* have also been made.

It is intended that the vacant Publications Sales Assistant position will become part-time.

#### **IT**

The failure of a key component, triggered by a routine firmware update, resulted in the loss of internet and telephone connection for 36 hours. A second failure of the same component, lasting 72 hours (over Christmas, with no IT support available) was triggered by an external power loss. Automatic changeover of this component to a standby system is being investigated.

#### **VISITS REPORT**

##### **Naples**

I attended the *High Performance Marine Vessels Conference*, organised jointly by the Institution and the University of Naples. Selected papers from the Conference will be published in the *International Journal of Small Craft Technology*.

##### **Dubai**

I was invited by the organisers of the Maritime Academic Conference (MARACAD 2017) in Dubai to present a Keynote Lecture and participate in a Panel Discussion. I presented a paper on *The Role of a Professional Institution on the Education & Professional Development of Engineers in the Maritime Industry*.

##### **Rotterdam**

For the second year, the organisers of Europort invited the Institution to organise a technical conference in association with the Show. The subject chosen - *Power & Propulsion Alternatives for Ships* – attracted 70+ delegates. Some papers presented will be considered for the *International Journal of Maritime Engineering*.

I am discussing similar co-operation with other Europort Shows.

##### **Rome**

I chaired the Council meeting of the Confederation of European Maritime Technology Societies in Rome. Whilst in Rome, I visited the Italian Towing Tank (INSEAN).

## **Glasgow**

The *International Conference on the Design, Construction and Operation of LNG/LPG Ships* attracted 70+ delegates. Selected papers will be considered for the International Journal of Maritime Engineering.

Authors have been invited to re-present their papers at a similar conference to be organised in 2018 in Athens, to be jointly organised by the Institution and the Hellenic Institution of Maritime Technology.

## **Shanghai**

I co-chaired and presented a Keynote Speech on the role of the maritime engineer in utilising innovation in the maritime industry at the *International Workshop on Waterjet Propulsion*, organised jointly for the second year with the Chinese research organisation MARIC.

I later attended Marintec China 2017 as the guest of the Shanghai Society of Naval Architects and Marine Engineers, with whom I discussed further joint publishing opportunities. As in previous years, the Institution had a stand at the Show.

Attendance at Shows and Conferences provide the opportunity to maintain and raise the international profile of the Institution, as well as attracting new members, and developing advertising and editorial leads.

## **DIARY**

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

### **Oct**

23-27: High performance Marine Vessels Conference 2017 (Naples)

29 –

1 Nov: Maritime Academic Conference (MARACAD 2017) (Dubai)

### **Nov**

3: Southern Joint Branch Annual Dinner (Southampton)

4-10: International Conference on Power & Propulsion Alternatives for Ships (Rotterdam)

19-21: Confederation of European Maritime Technology Societies Council Meeting (Rome)

22: President's Invitation Lecture

24: Society of Maritime Industries Annual Dinner

28-30: International Conference on Design & Construction of LNG/LPG Ships (Glasgow)

### **Dec**

3-4: International Workshop On Waterjet Propulsion (Shanghai)

4-7: Marintec China 2017 (Shanghai)

14: RINA-BMT Design Award (Southampton)