



THE ROYAL
INSTITUTION
OF NAVAL
ARCHITECTS

THE ROYAL INSTITUTION OF NAVAL ARCHITECTS

BOARD 2021

MINUTES OF MEETING 20TH JANUARY 2021

Sec/Board 20Jan2021

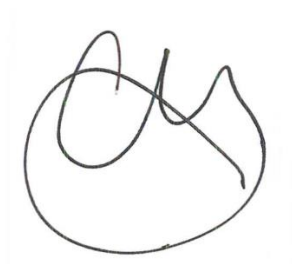
26th January 2021

Dear Board members,

BOARD MEETING – 20th January 2021

The draft minutes of the Board meeting held on 20th January 2021 are enclosed.

Yours sincerely



Chris Boyd

Chief Executive

Enclosure:

Minutes of Board meeting held on 20th Jan 2021.

Chief Executive report

1. ENCLOSURE TO BOARD 20TH JANUARY 2021

Minutes of Board meeting held on 20th January 2021.

Name	initials
M D'Amico	MA
P Wrobel	PW
C Savage	CS
D Monioudis	DM
T Allan	TA
L Santini	LS
R Cripps	RC
J Frier	JF
J Kee Paik	JKP
T Strang	TS
E Pang	EP
C Boyd (Chief Executive)	CE
Ian Blackwood (Finance Director)	IB
T Wilson (Hays MacIntyre)	TW

Table 1 Board attendee list

1.1 Declaration of Interests

1.1.1 No pecuniary or conflicts of interest with the matters to be discussed were declared.

1.2 Minutes of the meeting held on 21st October 2020.

1.2.1 The minutes of the meeting held on 21st October 2020 were approved.

1.3 Actions arising from previous meetings.

1.3.1 Action 1/20 (Para 11): Chief Executive to organise a Board training session.

A trustee training webinar was run by Wilson LLC. focusing on charity law and governance issues and the next session is scheduled for the 4th of February 2021:

- Understanding your charity structure
- The powers and duties of trustees
- The role of the Charity Commission
- Commercial and key financial issues for charities

- 1.3.2 Action 3/20 (Para 25): A Working Group (T Allan, C Savage and J K Paik) to review the structure and content of the Risk Register (Includes Action 2/20: C Savage to propose changes to risk ratings). This will be conducted during week 5 2021.
- 1.3.3 Action 4/20 (Para 11): The Chief Executive to organise a meeting to consider Digital Media Review contract and take subsequent action.

This was undertaken with the working group and the consultant and the contract with Digital First placed 21st January 2021.

1.4 2019-2020 Annual Accounts

- 1.4.1 The CE introduced Ian Blackwood (Finance Director) and Tom Wilson (Hays MacIntyre, senior auditor) who presented the Annual Accounts and Annual Findings Report. The auditor stated that the report contained no items of concern or required no further action and legacy issues have been removed.
- 1.4.2 The auditor made a comment that the audit ran efficiently, and new software was used to enable a remote audit and attest the risk profile.
- 1.4.3 A general comment regarding a noticeable increase in cybercrime was discussed. The Chief Executive stated that we have recently upgraded our systems architecture with regards to cyber and working towards ISO 27001 compliance and a digital study will be conducted looking at all systems architecture. JF commented on the Cyber and that the IT equipment has recently been discussed between the CE and the Treasurer.
- 1.4.4 DM raised a comment regarding the funding independent review which was last conducted in 2017. M&G manage RINA funds and the CE will arrange an investment review for the board before the next meeting.
- 1.4.5 DM commented on the annual accounts (page 7). The FTSE all index was -19% and this was noted by IB and will be rectified in the final report and also be reviewed during the investment review.
- 1.4.6 The Treasurer will sign the Annual Accounts and Letter of Representation on behalf of the Board.

1.4.7 Post Audit presentation. TA raised a question regarding the historical malpractice and embezzlement by a former employee and potential liability exposure. The judicial process was followed 11 years ago and since then financial processes and procedures have been updated and auditing have been carried out with due diligence so that this will not happen again. The CE took this question offline and will review the policy, procedures and management system and report back to the Board.

1.4.8 The proposal for a finance sub committee was made and subsequently the safeguards within the quality management system, relationship and communication with the executive and the treasurer/board and financial audit was deemed acceptable.

1.4.9 Post meeting note: The Audit Findings Report as presented has been forwarded to the Board.

1.4.10 **Cashflow and Investments**

1.4.11 The Finance Director reported that membership renewals were on track with the previous year trend and we normally receive circa £150k during January and this will be a benchmark to understand the impact of COVID.

1.4.12 Membership renewal fee reminder notices have been sent out and we monitor the situation closely. Events have taken a financial hit due the online meetings which increase numbers when free of charge, but we are struggling to receive payments to manage the deficit from live events. The executive will monitor this situation and hopefully we can return to live/hybrid events.

1.4.13 The value of investments was £3,993,000 on 6th January 2021 and IB stated that, given the continuing volatility of the Stock Market, he still did not consider it prudent to transfer from cash to assets at this time, but we may need to consider relinquishing some funds to cover deficit and/or investment.

1.4.14 PW raised the question of whether the executive is considering reforecasting the budget. The executive demonstrated that we are currently monitoring the impact of COVID and carrying out our due diligence. The executive will start the forecasting for 2022 earlier than normal to account for the financial impact of the pandemic. We do not intend to reforecast, as there are too many unknown variables, but work towards a robust 2022 budget and track our monthly actuals verses budget.

1.5 **Risk Register**

1.5.1 The board meeting schedule was adjusted, and the risk register taken offline and will be reviewed by the Board committee (CS, TA and TS).

1.6 Memorandum Changes to the Charter, Object and By-Laws

- 1.6.1 The board meeting schedule was adjusted, and this memorandum was discussed during the council meeting on the 19th of January 2021. The only recommended amendment was to remove the terminology maritime engineer. This will be amended, and the memorandum issued to the privy council.

Advises and assists in the education and professional development of ~~maritime engineers, that is~~ those involved in the design, construction, maintenance and operation of marine vessels and structures.

1.7 RINA Board Jan 2021 issues and suggestions

- 1.7.1 PW discussed the areas of focus including but not limited to the 2021 strategic plan, a review of the secretariat as per WG 21 and the future challenges regarding events and engagement with stakeholders to extend the Institution's standing.
- 1.7.2 A key area to focus on is the digital study and roadmap enacting step change to embrace future challenges.
- 1.7.3 **Chief Executive Strategic Vision**
- 1.7.4 The CE presented the vision incorporating RINA strategic plan and acknowledged that COVID changed the way we work, and that digital transformation has accelerated communication and learning. Culture has changed, and RINA must invest.
- 1.7.5 In Q4 2020 the CE conducted a break down review of the secretariat, market drivers and the competitive landscape, and the presentation provided a snapshot of gaps and potential areas of risk.
- 1.7.6 The CE stated that RINA must modernise and maintain its function providing learning for members, but improvements in digital tools and working practices will enhance the user experience and maintain our position as No. 1, and this will be achieved by Plan, Inform and Review concepts.
- 1.7.7 The 2020/2021 budget estimated a £189k deficit and the executive will conduct a cost benefit analysis of all vertical business lines and look at new ways of generating income.
- 1.7.8 Gaps have been identified within the systems architecture and also staff utilisation is high, and this will be addressed during the digital study and incorporated into the roadmap.

- 1.7.9 RINA fell short of the provisions of International Maritime Organization regulation MSC.428(98), which encourages organisations to “ensure that cyber risks are appropriately addressed” – or International Standards Organization ISO 27001, compliance with which means organisations have documented and adopted controls to address information security. A roadmap was approved, and Fortinet firewalls installed enabling security and campaign focus for Cyber Maritime.
- 1.7.10 Cyber maritime education and learning workshops will be developed by the secretariat and work closely with the standing committees.
- 1.7.11 Membership demographics and benefits will be reviewed to identify gaps and during the digital study we will look at ways to reach out to members, including corporate members.
- 1.7.12 CE to engage with Vice Presidents and provide a communication platform and engagement.
- 1.7.13 Publications will undergo a review within the executive working with the PUBS committee.
- 1.7.14 The events program is changing, and income is significantly reduced. We have to find new ways of communicating effectively.
- 1.7.15 The CE welcomed the digital study and also the chance to discuss the migration of the business management system (HSSEQ) towards the cloud, offering live global administration support.
- 1.7.16 Executive will refresh branding and marketing material and manage member perception.
- 1.8 Chief Executive report**
- 1.8.1 The CE report is included in the enclosure.
- 1.9 Any other business**
- 1.9.1 The CE reported that due to COVID restrictions the Annual Dinner had to be postponed, and we are currently looking at dates later in the year or 2022.
- 1.9.2 The Joint Branch annual grant process is being updated whereby all RINA grants will be allocated directly. The chairman and secretaries will be notified by the executive.

1.10 Date of Next Meeting

- 1.10.1 The next meeting will be held at 11:00 on Wednesday 14 April 2021. The annual Benevolent Fund Committee (all members of the Board of Trustees) meeting will be held directly after the conclusion of the Board meeting.
- 1.10.2 **Action arising or outstanding from the meeting.**
- 1.10.3 Action 01/21 The CE to place the digital study contract with Digital First and work with LS establishing the steering committee and regional working groups for benchmarking during the study.
- 1.10.4 Action 02/21 The CE to review the financial policy and procedures and management system.
- 1.10.5 Action 03/21 CE to set up a RINA funding review meeting.
- 1.10.6 Action 04/21 A Working Group (T Allan, C Savage and J K Paik) to review the structure and content of the Risk Register (Includes Action 2/20: C Savage to propose changes to risk ratings).
- 1.10.7 Action 05/21 The CEO to discuss with WG-21 the structure of the secretariat.
- 1.10.8 Action 06/21 The executive working to review member benefits and communication strategy.
- 1.10.9 Action 07/21 The executive to review the publications and ways to increase numbers, refresh and revamp magazines.
- 1.10.10 Action 08/21 The executive to review online events and look at new education and learning events.
- 1.10.11 Action 09/21 The changes to the Charter, Object and By-Laws as approved by council will be submitted to the Privy Council. The only change in wording was to remove the term maritime engineer in annex B:

Advises and assists in the education and professional development of ~~maritime engineers, that is~~ those involved in the design, construction, maintenance and operation of marine vessels and structures.

1.11 Enclosure Chief Executive Report

1.11.1 This report covers the period 21st Oct 2020 – 20th Jan 2021.

1.12 Headquarters

1.12.1 COVID – As from the 2nd of December 2020, HQ was closed as per the Government instruction requiring all persons who can work effectively from home to do so.

1.12.2 Should it be necessary to gain access to the building there is a key staff rota who can arrange limited access on Tuesdays, Wednesdays, and Thursdays between the hours of 9.30am and 3pm and Ian Blackwood, HSE coordinator should be contacted in advance if it is deemed necessary to visit the office.

1.12.3 The building has an operational security alarm fitted and tested.

1.13 IT

1.13.1 The new membership customer relationship data management system is ready to replace TGS Tribe and we are currently migrating all data and testing. The system will go live on 31st Jan 2021.

1.13.2 Systems architecture vulnerability test and review was carried out by [Cyber Security Managed Services | Infosec Partners](#) a Fortinet approved company. RINA fell short of the provisions of International Maritime Organization regulation MSC.428(98), which encourages organisation to “ensure that cyber risks are appropriately addressed” – or International Standards Organization ISO 27001, compliance with which means organisations have documented and adopted controls to address information security. An IT security roadmap was agreed, and systems equipment upgraded to manage cyber-attack.

1.13.3 The CEO conducted a review of the executive IT equipment and online working conditions. Most of the equipment was found to be greater than 3 years old and staff have been using their own equipment. An IT upgrade analysis was performed, and staff equipment will be replaced. The IT Manager is currently under a lot of pressure working remotely and reactive.

1.13.4 Digital Review meeting was held with the Board and it was agreed that the CEO will review the proposal from Digital First. The CEO completed the executive review and discussed the digital review process with the consultant and the contract will be issued on the 21st of Jan 2021 and start on the 1st of February 2021.

1.14 HSSEQ

- 1.14.1 The executive review and update the risk assessment to ensure that all risk is identified and mitigated and correlates with the COVID policy and procedure which has been issued to all staff.
- 1.14.2 Staff contracts are under review as per UK 2021 labour law and the HR function is now outsourced [Employment Law, HR & Health and Safety Services | Peninsula UK \(peninsulagrouplimited.com\)](https://www.peninsulagrouplimited.com) including 24/7 response, monthly support, labour law issues regarding furlough, redundancy, disciplinary, recruitment, appraisals etc. Includes HR Bright app whereby all staff manage their working plans, time, sickness, holiday etc. and report to line managers for approval.

1.15 Staff

- 1.15.1 Resignation - J McIntosh-Shah Publications Sales Assistant (Part time) due to workload and home-schooling commitments.
- 1.15.2 Tash Greene appointed as Publications Sales Assistant (full-time) starts handover 15th Jan 2021.
- 1.15.3 John Morecroft accepted part-time Advertisement production assistant. This position was vacant, and John brings experience and enthusiasm to the role having previously worked in similar roles and is studying part time.
- 1.15.4 Tasharna Jokatade – Publication/subscriptions manager returns from maternity leave 22nd April 2021.
- 1.15.5 Louisa Ephraim – receptionist/secretary currently furloughed
- 1.15.6 Training – IT Manager Cyber training in accordance with ISO27001 and Fortinet Academy
- 1.15.7 Executive Officer HSSEQ training planned.
- 1.15.8 CEO met with all staff and provided vision for step change. Townhall meeting for all staff planned for week 4 Q1 2021.

1.16 Council Elections

- 1.16.1 The executive managed 2019/20 elections online using Mi-Voice Electoral Management services, and transferred to fully electronic voting, i.e., issue of voting forms, casting of votes and counting, using an independent election management service.

- 1.16.2 Mi-Voice Electoral Management Services will conduct the 2021 election on the Institution's behalf. This company also conducts IStructE and other professional Institution elections. The cost will be £750 and will include two reminders.
- 1.16.3 This enables every member to directly receive a personalised voting form which they can respond to directly and will also serve to foster greater engagement of members in this Institution activity. It will also require significantly less effort by the Secretariat staff.
- 1.16.4 Regional nominations for council members will be extended to 28th Feb 2021 and the voting system launched in March 2021.

1.17 Regions

- 1.17.1 All Vice Presidents of Regions have been provided with members' contact details and group emails created for their use on regional matters. The Vice president programs will be reviewed and migrated to a platform in the cloud for interaction and alignment. CE to reach out to VP's and get feedback on regional activities and support required.

1.18 Branches

- 1.18.1 During 2019/20 it was decided to allocate the RINA joint branch annual grant for 2020/21 directly. The executive is developing templates which will soon be issued to each JB chairman and treasurer to enable them to request their allocated funding through HQ. Funds will be allocated proportionately for RINA members and audited.
- 1.18.2 Branch annual grant requests will follow as per above, but under different forms. The procedure and forms will migrate into a quality management system.

1.19 Visits

- 1.19.1 Due to COVID no visits were undertaken.

1.20 Diary

- 1.20.1 I have represented the Institution at the following online events and meetings since the last report.

Nov

- 2: Intergage – CRM developers
- 10: Southern Joint Branch – Second generation Intact Stability lecture
- 17: UK Hydrographic Office introduction meeting
- 20: Peninsula – HR outsource meeting.
- 23: Marsh Commercial Insurance offering to RINA members
- 24: RINA Board digital media review

- 25: RINA UAE Branch - Installation of Largest Single Module Topside – Design Engineering”
- 26: EAB Virtual Accreditation Workshop
- 26: President’s Invitation lecture
- 26: London Branch MWS lecture
- 30: Cyber security meeting – Infosec Partners – system architecture vulnerability

Dec

- 2: New South Wales Meeting
- 2: Historic Ship conference
- 4: Wind Propulsion + WiSP meeting
- 7: Maritime Skills Commission UK meeting (Dept. International Trade)
- 8: Trustee Charity Commission training
- 8: RINA Treasurer meeting re: Cyber
- 8: University Buckingham Press – IJME kick off meeting.
- 8: NEPC partners exchange meeting (National Engineering Policy Committee)
- 8: Scottish Branch and IESIS Zoom Presentation – Marine Environment
- 10: Maritime Safety Committee
- 10: London branch meeting – autonomous vessels
- 11: VP Asia (Arun Dev) – call
- 11: CEO IMarEST meeting
- 15: Energy Industry Council meeting
- 17: Hays McIntyre Financial Audit meeting
- 18: South Africa Naval Architects & Marine Engineers Society and Nelson Mandela University meeting
- 18-22: Intergage – CRM membership onboarding workshops
- 21: Genoa University meeting

Chris Boyd

CEO 15th January 2021