

STRICTLY PRIVATE AND CONFIDENTIAL

**At Glasgow and within the Board Room
of the Royal Conservatoire of Scotland
on Friday 25 January 2013 at 10.30 am**

**Being a meeting of the Board of
Governors**

PRESENT

Mr Matthew Chinn	Dr Paul Jourdan
Sir Sandy Crombie	Professor Donald MacRae
Professor Norman Gillies	Mr James Miller
Mr Tom Gilchrist	Miss Eileen McKay
Ms Joyce Goodwin	Mr Philip Oppenheim
Mr Luke Harris	Mr Chris Parr
Mr John Hylands	Professor Norman Sharp
Dr Steven Inch	Dr Cindy Sughrue
	Professor John Wallace

IN ATTENDANCE

Miss Sarah Buckley
Mr Hugh Hodgart
Mr Ian Mills
Mrs Jackie Russell
Mr Alan Smith
Mr Havilland Willshire

IN THE CHAIR

Lord Vallance of Tummel

The Chairman welcomed Dr Cindy Sughrue, Chief Executive/Executive Producer of Scottish Ballet to her first meeting.

1. APOLOGIES FOR ABSENCE

Apologies for absence were received from Professor Maggie Kinloch, Dr Bridget McConnell, Sir Brian McMaster, Mr Gavin Reid and Mr Mark Saunders.

2. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 26 OCTOBER 2012 AND THE EXTRAORDINARY MEETING HELD ON 12 DECEMBER 2012

The minutes of the meetings of 26 October 2012 and 12 December 2012 were approved as an accurate record.

3. MATTERS ARISING FROM THE MINUTES NOT ELSEWHERE ON THE AGENDA.

There were no matters arising not elsewhere on the agenda.

4. REPORT FROM THE STRATEGY AWAY DAYS

The report summarising the discussions which took place during the Strategy Away Days on 10 and 11 January 2013 was noted. A questionnaire would be circulated to those who had attended to seek views on the effectiveness of the event.

5. MEMBERSHIP AND REPORT FROM THE NOMINATIONS COMMITTEE

The report from the Nominations Committee was received. The Board approved the recommendations that:

- a) Miss Eileen Mackay should assume the role of Vice Chair from 30 March 2013 following the departure of Dr Bridget McConnell.
- b) Mr Gavin Reid should become a member of the Buildings Committee and the Finance Committee
- c) Professor Donald MacRae should become a member of the Buildings Committee in December when he would also assume the Convenorship of the Finance Committee on the retirement of Mr James Miller.
- d) Dr Cindy Sughrue should become a member of the Health and Safety Committee
- e) Mr Tom Gilchrist should remain as a member of the Buildings Committee, in his capacity as a Trustee, upon his retirement from the Board of Governors.

The Board also agreed that the Strategy Committee be disbanded.

The Chairman expressed the appreciation of the Board to Mr Gilchrist and Mr Oppenheim who were attending their last meeting.

6. REPORT FROM THE PRINCIPAL

The Principal's report was received. Professor Wallace also reported on meetings he had attended during the past week at Scotland House in Brussels and at the Association of British Orchestra's (ABO) conference in Leeds.

7. REPORT FROM THE STUDENTS' UNION

The President of the Students' Union's report was received. The Principal commented on the positive contribution which the current SU President Luke Harris and his predecessor Rachael Brimley had made during the ABO conference

8. AMENDMENT TO STATUTORY INSTRUMENT AND STRUCTURE OF THE COMPANY

The Chairman referred to the minute of the Board's extraordinary meeting on 12 December 2012 and the subsequent discussion during the Strategy Away Days. A paper setting out draft Articles of Association was tabled. Following discussion, and noting that certain matters awaited Privy Council approval, it was remitted to the Chairman and Secretary to correspond with MacRoberts solicitors to agree outstanding minor changes and to request their confirmation that, in their view, the outcome provided an acceptable governance structure; at which point the formalities could be completed. It was further agreed that Dr Helen Cargill – Thompson be kept informed of developments.

9. REVIEW OF HE GOVERNANCE

The following papers were received:

- a) Post-16 Education (Scotland) Bill – Submission from the Committee of Scottish Chairs (CSC)
- b) Post -16 Education (Scotland) Bill – Universities Scotland Views and proposals for amendment

A response to the consultation on the Bill was awaited from the Cabinet Secretary for Education and Lifelong Learning. Meanwhile, work on drafting the new Code of Governance was progressing to plan.

10. SCOTTISH DRAMA TRAINING NETWORK

The Director's report was received. The Principal reported his concerns following recent discussions between himself and the Principals of Queen Margaret University and Edinburgh Napier University to review the structure, operation and financing of the network. Professor Wallace has subsequently shared his concerns with senior figures in the Scottish Funding Council and also highlighted the likelihood of having to consider an alternative strategy for the Network should current arrangements prove unsustainable.

11. SFC OUTCOME AGREEMENT AND INCENTIVISATION SCHEME

The Principal reported that discussions were progressing on the 2013-14 SFC Outcome Agreement. A response was awaited on the Conservatoire's submission for Postgraduate Taught Degree places and additional pre HE places.

12. REPORT FROM THE ACADEMIC BOARD

The minutes of the extraordinary meeting of 11 December 2012 and the meeting of 16 January 2013 were received. It was noted that the final Review Report of the Undergraduate Programmes had been received. It was agreed that the Chairman write to the co-convenors Professor Jan McDonald and Dr Francis Quinault thanking them for the work they had undertaken during the Curriculum Review process.

12.1 Relationship with the University of Edinburgh and the Edinburgh International Festival

Governors noted the outcome of the Academic Board's discussions. The Principal outlined revised proposals for engaging with the Edinburgh International Festival and Edinburgh University.

13. REPORT FROM THE FINANCE COMMITTEE

The minute of the meeting of 11 January 2013 was received. Mr Miller and Mr Smith highlighted matters arising from the implementation of the Pensions Auto Enrolment Scheme and provided information on the income and expenditure figures contained in the October 2012 Management accounts.

Reference was made to the Financial Sustainability Group which had previously provided useful support to the Conservatoire Management team. It was agreed that consideration be given to establishing a similar group, under the Finance Committee, to offer advice on issues which could impact on the preparation of the 2013-14 budget.

13.1 TRAC return to SFC

The annual TRAC return for 2011-12 was noted and confirmed.

14. REPORT FROM THE HEALTH AND SAFETY COMMITTEE

The minutes of the meetings of 22 November 2012 and 17 January 2013 were received. Mr Parr expressed satisfaction with current progress in implementing Health and Safety procedures and the associated reporting arrangements.

15. REPORT FROM THE BUILDINGS COMMITTEE

The minutes of the pre - meeting of 9 January 2013 and the meeting of 11 January 2013 were received. Mr Gilchrist reported that work should commence on the Phase 2 developments at Speirs Locks by April 2013. Dr Inch provided further information on discussions taking place with Glasgow City Council on the development of what is now referred to as the 'Northern Quarter' and which includes the Avenue of the Arts.

Mr Gilchrist thanked members of the Committee for their support during his time as Convenor and commended Mr Smith and Mr Brunton in particular.

16. REPORT FROM HUMAN RESOURCES

The Director of Human Resources report was received.

17. ANY OTHER COMPETENT BUSINESS

There was no other competent business

18. DATES OF FUTURE MEETINGS

26 April 2013
12 July 2013