

**STRICTLY PRIVATE AND CONFIDENTIAL**

**At Glasgow and within the Board Room of the Royal Conservatoire of Scotland on Friday 5 July 2013 at 10.30am**

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

<b>PRESENT</b>	Mr Matthew Chinn Sir Sandy Crombie Mrs Joyce Goodwin Mr Luke Harris Dr Steve Inch Professor Maggie Kinloch Miss Eileen Mackay	Mr Donald MacRae Mr James Miller Mr Chris Parr Mr Mark Saunders Dr Cindy Sughrue Professor Norman Sharp Professor John Wallace
<b>IN ATTENDANCE</b>	Mr Ewan Hainey Mr Alan Smith Mr Hugh Hodgart Mrs Jackie Russell Mr Havilland Willshire Miss Sarah Buckley Mr Iain Jennison	
<b>IN THE CHAIR</b>	Lord Vallance of Tummel	

Governors congratulated Dr Cindy Sughrue on her award of an OBE in the recent Queen's Birthday Honours List.

**1. APOLOGIES FOR ABSENCE**

Apologies were received from Professor Norman Gillies, Mr John Hylands, Sir Brian McMaster and Mr Gavin Reid. Dr Paul Jourdan participated in the meeting via telephone.

**2. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 26 APRIL 2013**

The minute of the previous meeting was approved as an accurate record.

### **3. MATTERS ARISING FROM THE MINUTE OF THE MEETING OF 26 APRIL 2013**

There were no matters arising not elsewhere on the agenda.

### **4. REPORT FROM THE PRINCIPAL**

The Principal reported that the first year of the new undergraduate curriculum had been successful. From the strategic point of view, the trimester structure was more efficient than the old term structure, the pressure points on the Academic Year were paced better, and there was potential in T3 to grow income streams. However, operationally, there had been some not unexpected teething problems, and in the spirit of continuous improvement, the Principal has asked the Quality and Standards Committee to provide Academic Board with a comprehensive and critically evaluative report on the implementation of the new curriculum and trimesterisation, covering, amongst other things, the effectiveness of choice modules, collaborative practices, learning contracts, transition tutors and the common assessment scale. The report, which will be evidence-based, taking account of staff and student opinion, will be received by Academic Board in August and by the Board of Governors in October.

The Principal reminded Governors that, in the coming year the Conservatoire would continue to implement its Strategic Plan, *Creating the Future for Performance*. The Senior Management Team had three planning weeks over the summer in which it would undertake a detailed review of progress over the last year and create an Operational Plan for 2013/14, both of which would be brought to the Board of Governors in October.

The SFC was content with the Conservatoire's response to last year's Outcome Agreement. In common with other HEIs, the Conservatoire had expressed some concern to the SFC about the Outcome Agreement process and the indications were that the SFC would react positively to those concerns – not least in moving the whole process to a tri-annual, rather than an annual cycle which, from a planning point of view, made much more sense. With the Chairman's agreement, the Principal had invited the Conservatoire's SFC outcome team to attend the Board's October meeting.

Financial Forecasts showed that the Conservatoire's margins remained very tight. However, efficiencies had been achieved year on year and the Principal anticipated that the Financial Sustainability Group would assist in interrogating expenditure and income generation.

The Principal highlighted the issue of student recruitment and the balance of student numbers across Scots/EU, RUK and international.

The Vice Principal was currently working on a student recruitment strategy and an argument would be developed and tested over the summer in respect of a case for the allocation of additional funded number from the SFC.

The Principal noted the level of planned performances at the forthcoming Edinburgh Fringe and reported on preliminary discussions with senior colleagues from the University of Edinburgh about the possibilities of academic collaboration at postgraduate level.

## **5. FELLOWSHIP: NOMINATIONS FOR NOVEMBER 2013**

The Principal proposed that Joyce Deans, Head of Acting, Deborah Richardson-Webb, Head of Performance Pedagogy and Mark Saunders, Head of Classical and Contemporary Text should be awarded Fellowships at the November 2013 ceremony. Governors approved that proposal. The Principal reminded Governors that Andrew Panton, Associate Head of Performance (Musical Theatre) had been offered a Fellowship in the previous year but had been unable to attend. It was agreed therefore that Mr Panton should also be invited to receive a Fellowship in 2013.

## **6. AMENDMENTS TO STATUTORY INSTRUMENTS**

The Secretary reported that there had been little progress in respect of the Scottish Government's consideration of proposed amendments to the Royal Conservatoire's Statutory Instrument. However, he was hopeful that a firm timetable for approval would be agreed over the summer months.

## **7. STRATEGIC PLAN: 2012/15**

### **7.1 Update on progress**

The Principal reported that, as the current Strategic Plan – Creating the Future for Performance – extended to 2015 and had been approved only last year, it was not proposed to engage in a major re-write of the Plan. On that basis, Governors received a brief update in respect of each of the Strategic Objectives included in the Strategic Plan. It was noted that that update would have been more useful if it had been more self-critical, particularly in the identifying challenges and impediments to progress as well as highlighting successes.

The Principal explained that a more detailed and self-critical report would be made to the Board on the basis of the Senior Management Team's review of the Operational Plan planned for the summer months.

## **8. SFC OUTCOME AGREEMENT**

### **8.1 Session 2012/13**

Governors noted the concluding report for the 2012/13 Outcome Agreement. That report has been sent to the Conservatoire's Outcome Agreement team at the SFC. Whilst SFC appeared content with the report, there had been no formal response or sign-off.

### **8.2 Session 2013/14**

Governors noted the commitments made in the 2013/14 Outcome Agreement. The Principal reported that the Senior Management Team would consider progress and implementation in the context of its discussions around the 2013/14 Operational Plan noted at 8 above. The Principal would report on progress to each meeting of the Board and the Conservatoire's SFC Outcome Agreement Team would be invited to attend for part of the Board's next meeting to discuss the future of the Outcome Agreement process generally and, more specifically, the Conservatoire's Outcome Agreement for 2013/14.

### **8.3 Incentivisation Funding**

Governors noted the allocation of SFC Incentivisation Funding to support the pre-HE widening access initiative, Transitions 20/40, and associated conditions of grant. The Principal reported that an approvals process for the programme was in place and that recruitment was encouraging.

Progress reports, which would address the conditions of grant, would be made to each meeting of the Board.

## **9. SCOTTISH DRAMA TRAINING NETWORK**

The quarterly report from the Scottish Drama Training Network was received. Governors noted that issues relating to the financing of the SDTN had now been resolved.

## **10. SCOTTISH GOVERNMENT REVIEW OF HIGHER EDUCATION GOVERNANCE**

### **10.1 Scottish Code of Good Higher Education Governance**

The Chairman reported that the publication of the proposed Scottish Code of Good Higher Education Governance was imminent. From the Conservatoire's perspective, the terms and content of the Code were acceptable.

The Principal reported that the Post-16 Education (Scotland) Bill was passed by the Scottish Parliament on 26 June 2013. Whilst much of the Act was concerned with further education, it included three matters of significance to the higher education sector. Specifically the Act:

- gives the SFC the power to require an HEI 'to comply with any principles of Governance which appear to the Council to constitute good practice in relation to higher education institutions';
- gives the SFC the power to require higher education institutions to comply with a widening access agreement; and
- gives Scottish Ministers the power to impose a cap on the level of RUK fees chargeable by Scottish HEIs.

(the Act can be found at <http://www.scottish.parliament.uk/S4/Bills/Post-16%20Education%20Bill/b18bs4-aspassed.pdf>)

### **10.2 Statement of Primary Responsibilities**

The Chairman reported that a Statement of Primary Responsibilities had been drafted in response to the draft Code discussed immediately above. Governors welcomed the Statement, as it helpfully drew together information from a number of previously separate documents and provisionally agreed that it should be adopted, subject to any minor amendment which may be necessary following the publication of the final version of the Scottish Code of Good Higher Education Governance. Any necessary amendments would be approved through Chairman's action. It was further agreed that the expression in the Statement of the Board's responsibilities towards its staff should be reviewed and that the Secretary should confirm that the Statement would not create any additional legal responsibilities for the Board beyond its statutory obligations.

Once the Statement was confirmed, the Secretary would prepare a schedule indicating how the Board met each of its primary responsibilities.

## **11. REPORT FROM THE ACADEMIC BOARD**

The minute of the meeting of 19 June 2013 was received.

### **11.1 Quality Assurance and Enhancement Report to the Board of Governors**

The Principal reported that a short-life working group comprising of Professor Sharp, the Vice Principal, the Deans and the Academic Registrar would meet to consider the most effective means of reporting on quality assurance and enhancement activity to the Board of Governors. The working group would report to Academic Board's first meeting of next session and the resultant Quality Assurance and Enhancement Report would be received by the Board at its January 2014 meeting.

### **11.2 ELIR 2013**

The confirmed ELIR 2013 reports were received. In noting the very positive terms of those reports, Governors also noted the pivotal role played by Professor Celia Duffy in both the curriculum reform project and the subsequent ELIR and, in her absence, recorded their appreciation to her and sent her their very best wishes.

### **11.3 AEC Guidelines on Establishing Institutional Codes of Good Practice for Professional Teaching Conduct in Conservatoires and CUK Principles of Best Practice in Conservatoire Teaching**

The Principal reported that the Conservatoire had adopted the AEC Guidelines on Establishing Institutional Codes of Good Practice for Professional Teaching Conduct in Conservatoires and had led in the development of CUK Principles of Best Practice in Conservatoire Teaching.

The School of Music had initiated a review of one-to-one teaching and the Conservatoire would host a small AEC conference in January 2014 to share experiences and insights on an international basis.

### **11.4 Review of English language entrance requirements**

Governors noted that Academic Board would conduct a review of English language entrance requirements for applicants whose first language was other than English.

## **11.5 Student Numbers**

The Principal reported that he was currently considering a case for the allocation of additional funded numbers from the Scottish Funding Council, which he would bring to the October meeting of the Board.

## **12. REPORT FROM THE FINANCE COMMITTEE**

The minutes of the meetings of 17 May 2013 and 14 June 2013 were received and Mr Miller highlighted the following:

### **12.1 Pensions Auto Enrolment**

Auto enrolment would become effective in September 2013.

### **12.2 HE Statement of Recommended Practice (HE SORP)**

The implications of the adoption of the most recent HE SORP in terms of accounting for holiday pay, capital grants and leases were noted.

### **12.3 Approval of 2013/14 Budget and Financial Forecasts to 2015/16**

Governors approved the 2013/14 budget and Financial Forecasts to 2015/16, prior to their submission to SFC.

### **12.2 Report on behalf of the FSG**

Mr MacRae reported that the FSG had asked the Conservatoire Senior Management Team to consider how best the Conservatoire might reduce its reliance on SFC funding and, more specifically, how the following income streams might be developed:

- philanthropic giving
- alumni giving
- T3
- research/knowledge exchange
- box office
- student recruitment

In respect of the latter, the FSG would meet with the Vice Principal to discuss the emerging Student Recruitment Strategy. The FSG had also suggested revisions to the previously agreed suite of KPIs, which the Senior Management Team had also been asked to consider. The FSG

was also looking at the Conservatoire's costs in relation to the costs of other similar institutions elsewhere in the UK.

### **13. REPORT FROM THE AUDIT COMMITTEE**

The minutes of the meetings of 6 March 2013 and 14 June 2013 were received and, in Mr Hylands' absence, Miss Mackay highlighted the following:

#### **13.1 Minute of the meeting of 6 March 2013**

The business of the meeting of 6 March 2013 had been reported to the previous meeting of the Board.

#### **13.2 Internal Audit Reports: Compliance with Child Protection and Dignity at Work and Study Policies**

The Audit Committee had not been impressed by the quality of KPMG's initial report of its audit of child protection processes and had therefore requested that it be redrafted. The revised report, which was more useful than the first iteration, confirmed that the Conservatoire had a positive culture in terms of child protection and that there was a high level of awareness of relevant policies amongst staff.

#### **13.3 Review of Risk Management**

The Senior Management Team intended to review the Conservatoire's approach to risk management. Any subsequent recommendations for change would be made through the Risk Management Group, reporting to the Audit Committee.

### **14. REPORT FROM THE HEALTH AND SAFETY COMMITTEE**

The minute of the meeting of 11 June 2013 was received and Mr Parr highlighted the following:

#### **14.1 Annual Report to the Board**

Governors received the Health and Safety Committee's annual report. Mr Parr stated that the report demonstrated significant progress on all fronts but emphasised the need to maintain current momentum and levels of awareness. In particular, Mr Parr highlighted the need to



develop effective approaches to the management of risk at the operational level and he encouraged Governors to conduct regular tours of specific areas of the Conservatoire, not least to help raise awareness of the importance of health and safety. It was noted that the low take-up of e-courses was not, at this stage, a cause for concern as the data reflected a snapshot taken at an early stage in the process.

As this was Mr Parr's last meeting of the Board, the Chairman thanked him for raising awareness of the crucial importance of health and safety and for helping to lead a culture change in that regard.

## **15. REPORT FROM THE BUILDINGS COMMITTEE**

The minute of the meetings of 17 May 2013 and 14 June 2013 were received and Dr Inch highlighted the following:

### **15.1 Speirs Locks**

A cash flow had been prepared to monitor costs of the Stage 2 project and an agreement had been reached with Matthews Foods.

### **15.2 Dunblane Street**

Interest from a prospective purchaser was noted.

## **16. REPORT FROM HUMAN RESOURCES**

### **16.1 Staff Survey**

The outcome of the recent staff survey was received. Governors expressed concern that the response rate to the survey was low, particularly, but not only, amongst part-time staff. It was agreed that results should be analysed on the basis of full-time and part-time staff and academic and support staff. The Senior Management Team would consider the outcome of the survey in detail and prepare an action plan which would be considered by the Consultative Forum and reported to the Board.

The Director of Human Resources reported that the Conservatoire had received a request for papers from the office of the Ombudsman in relation to a student complaint. The Conservatoire had received assurance from independent counsel that the actions that it had taken in respect of the case in question had been appropriate. The same

counsel had also confirmed that the Conservatoire had acted appropriately in the case of the dismissal of a Head of Department.

The Director of Human Resources also reported that the Conservatoire had been made aware of a serious charge against a junior Conservatoire student, which did not involve any member of staff or other student of the Conservatoire. The student was immediately suspended pending an investigation and subsequently withdrew from the Conservatoire.

## **17. STUDENTS' UNION**

### **17.1 President's Report**

The President of the Students' Union final report for the year was received. The Chairman thanked Mr Harris for his efforts over the past year and wished him well for the future. The Chairman also wished Mr Pattison all the best for his year as President.

## **18. AWAY DAY: PURPOSE, FORMAT, LOCATION AND TIMING**

It was agreed that this item should be taken together with Item 19 below.

Feedback received in respect of the last Luss away-day was noted. The Chairman suggested that, in view of the fact that the Conservatoire would have a new Principal in September 2014, it may not be an effective use of Governors' time to attend a strategy away day in January 2014, particularly as the current Strategic Plan extended to 2015. However, an externally facilitated review of the Board's effectiveness, reporting in January 2014 would be timely, particularly in the context of the new Scottish Code of Good Higher Education Governance. The Chairman suggested that Kevin Clarke, recently retired Secretary of the University of Stirling and co-drafter of the new Code would be an effective facilitator of that review process. Governors agreed that Mr Clarke should be invited to undertake the review. It was further agreed that the outcome of the review would be considered at a meeting which would be scheduled for the afternoon following the Board's meeting of 24 January 2014.

## **19. REVIEW OF THE BOARD'S EFFECTIVENESS**

This item was taken together with Item 18 immediately above.

## **20. REPORT FROM THE NOMINATIONS COMMITTEE**

### **20.1 Membership of the Board of Governors**

On the recommendation of the Nominations Committee, Governors agreed that, subject to a satisfactory meeting with the Chairman, Mrs Agnes Robson should be invited to become a Governor.

The Chairman reported that the Nominations Committee would meet immediately following this meeting to consider potential new Governors. Current priorities included addressing the issue of gender balance in the Board's membership and enhancing health and safety expertise. Looking to the future, the Nominations Committee would also need to consider appointing Governors with the potential/capacity to become Chairman.

### **20.2 Appointment of a Senior Independent Governor**

Sir Sandy Crombie reported that he had convened a meeting of the Nominations Committee immediately prior to this meeting in order to formulate a recommendation to the Board in respect of the appointment of a Senior Independent Governor. However, it was not possible to make a recommendation at this time as further discussions were required. A recommendation would be brought to the next meeting of the Board.

### **20.3 The Appointment of a New Principal**

The Chairman asked any Governor who may have an interest in applying for the post of Principal and all staff other than elected Governors, the Secretary and the Director of HR to leave the meeting for this item. Governors noted all arrangements for the selection and appointment of a new Principal. The post would be advertised on the Conservatoire's website on Tuesday 9 July and thereafter in the national press. Details would also be circulated internationally via various networks and associations.

## **21. DATES OF FUTURE MEETINGS**

25 October 2013  
24 January 2014  
25 April 2014  
4 July 2014

**AGM**

11 December 2013

**21.2 Fellowship Ceremony – 14 November 2013**

**22. ANY OTHER COMPETENT BUSINESS**

There was no other competent business.