

STRICTLY PRIVATE AND CONFIDENTIAL

At Glasgow and within the Board Room of the Royal Conservatoire of Scotland on Friday 8 March 2013 at 10.30am

Being an Extraordinary meeting of the Board of Governors

PRESENT	Mr Matthew Chinn	Ms Eileen Mackay
	Professor Norman Gillies	Professor Donald MacRae
	Mrs Joyce Goodwin	Mr James Miller
	Mr Luke Harris	Mr Philip Oppenheim
	Dr Steve Inch	Mr Gavin Reid
	Professor Maggie Kinloch	Mr Mark Saunders
	Dr Paul Jourdan (phone)	Professor Norman Sharp
	Dr Bridget McConnell	Professor John Wallace

IN ATTENDANCE Mr Ewan Hainey
Mr Alan Smith
Professor Celia Duffy
Mr Hugh Hodgart
Mrs Jackie Russell
Mr Havilland Willshire
Miss Sarah Buckley

IN THE CHAIR Lord Vallance of Tummel

1. APOLOGIES FOR ABSENCE AND PURPOSE OF EXTRAORDINARY MEETING

Apologies were received from Sir Sandy Crombie, Mr John Hylands, Sir Brian McMaster, Mr Chris Parr and Dr Cindy Sughrue.

The Chairman reminded Governors that this extraordinary meeting had originally been convened to consider for approval the Conservatoire's Outcome Agreement with the Scottish Funding Council for session 2013/14. Subsequently, the approval of a transfer of shares from the Chairman to a number of Governors and the consideration of an initial response to the news emanating from the Royal Northern College of Music and Chetham's School of Music in respect of the teacher/student relationship were placed on the agenda.

2. SFC OUTCOME AGREEMENT

2.1 SFC University Outcome Agreement Guidance for Academic Year 2013/14

Governors noted the *Scottish Funding Council Agreement Guidance for AY 2013-14* and, in particular, paragraph 11 of that guidance which stated that:

The outcome agreement process is intended to support an institution's responsible autonomy. Therefore, achievement of an outcome agreement is the responsibility of a university's court/governing body. SFC has a role to play in supporting the university in its progress.

Governors also noted that that the Outcome Agreement required the explicit approval of the Students' Union.

In terms of the process (this was the second round of Outcome Agreements), the Principal reported that there was general disquiet around the sector regarding the potential that this relatively new process had to undermine institutional autonomy. However, and on the basis of two rounds of negotiations, it appeared that SFC understood the Conservatoire's unique mission and way of doing things and that that understanding was reflected in the draft Outcome Agreement. The Principal also reported that the draft Outcome Agreement had been considered and approved by the Academic Board at its meeting of 6 March 2013.

2.2 Draft RCS/SFC Outcome Agreement: Session 2013/14

Governors received the draft Outcome Agreement for session 2013/14. The Secretary reported that the commitments appearing in the Outcome Agreement had already been approved through the Conservatoire's Strategic Plan.

It was noted that, although the Outcome Agreement would not be considered by the SFC for approval until later in this week, SFC officers had indicated informally that the draft being considered today was generally acceptable. However, SFC had also very recently indicated that it wished to see the Conservatoire commit to achieving the same levels of progression to its HE provision from its new pre-HE activity, which will be focussed on SIMD 20 and SIMD 40 students, as it achieves currently from the Junior Conservatoire of Music.

Governors noted that Academic Board had, in anticipation of such a request from SFC, already considered the issue of setting recruitment targets for the pre-HE initiative and had agreed that such an approach

would, amongst other things, be counter-productive. Governors concurred with that view and therefore it was agreed that the Secretary should draft a form of words for inclusion in the Outcome Agreement which indicated the Conservatoire's intention to monitor closely the success of the pre-HE initiative in terms of student recruitment but which avoided a commitment to setting recruitment targets. The Secretary would circulate such a form of words for Governors' approval later in the day. Otherwise, the Outcome Agreement was, subject to minor presentational amendments which would be approved through Chairman's action, approved for submission to SFC.

The President of the Students' Union confirmed that he had been appropriately consulted in respect of the Outcome Agreement and that it had his approval.

3. REPORT FROM THE AUDIT COMMITTEE - REVIEW OF CURRENT CHILD PROTECTION MEASURES

The Principal set out the context for the extraordinary meeting of the Audit Committee, which had convened on 6 March 2013 to consider the Conservatoire's approach to child protection and, more generally, how the student/staff relationship was managed from a well-being and health and safety perspective. In Mr Hyland's absence, Miss Mackay spoke to the Audit Committee's tabled report, which included nine recommendations to the Board. Governors accepted all of those recommendations subject to the following comments:

Recommendation 4

Governors reiterated the need to review the pedagogical effectiveness of one-to-one teaching in the round and to consider both the benefits and the potential risks associated with that approach.

Recommendation 6

Given corporate responsibility for health and safety, it was agreed that legal advice should be sought in respect a single individual having overall responsibility for 'safeguarding'.

Recommendation 7

Further thought should be given to the role of the non-executive Governor mentioned in this recommendation. Whilst it was agreed that it may be appropriate for a non-executive Governor to assume oversight of this area, it was also agreed that it would be inappropriate to characterise that individual as a 'champion'. It was agreed that the question of the involvement of a non-executive Governor in this area should be referred to the Health and Safety Committee for further consideration and it was suggested that the Convenor of the Health and

Safety Committee may well be the most appropriate non-executive Governor to assume that role. Irrespective of which, if any, non-executive Governor agreed to take oversight of this area, it was emphasised that the primary responsibility for the identification and mitigation of risk lay with the Conservatoire's management.

Recommendation 9

It was agreed that it would be appropriate to identify a non-executive Governor as a point of contact for any student or member of staff who wished to raise an issue but felt unable to do so through established channels.

Governors agreed that all student/staff relationships should be subject to the same policies and regulations, irrespective of whether or not the student was a minor. The Dean of Music reported that he intended to raise issues associated with one-to-one teaching through CUK's Learning and Teaching Forum and indicated that he believed that, in pedagogical terms, the student/staff relationship should be based explicitly on a partnership model rather than on an outmoded master/apprentice model, as was sometimes the case currently.

It was agreed that, alongside pedagogical considerations, the Conservatoire's teaching accommodation should be also reviewed with a view to enhancing physical transparency and visibility.

4. STRUCTURE OF THE COMPANY AND REVISED ARTICLES OF ASSOCIATION

4.1 Quorum

It was noted that notice of the meeting had been given to each of the Governors in accordance with the articles of association of the Company (the "Articles").

It was noted that a quorum of Governors was present in terms of the Articles and, accordingly, it was competent to proceed with this item of business.

4.2 Declaration of Interests

It was noted that each of the Governors declared or had declared the nature and extent of their interest in the matters to be considered under this item of business in accordance with the requirements of section 177 of the Companies Act 2006 and the Articles.

It was noted that, in terms of the Article 92 (c) and Article 93 of the

Articles, Governors may vote in respect of any subscription for any shares in the capital of the Company notwithstanding that s/he may be interested therein and s/he may be counted in the quorum at any meeting of the Board at which such subscription for shares shall come before the meeting for consideration.

4.3 Purpose of this Item of Business

It was noted that the purpose of this item of business was to note the adoption of new articles of association of the Company (the "New Articles") and to consider and, if thought fit, approve the transfer of shares in the capital of the Company registered in the name of Lord Vallance of Tummel.

4.4 Written Resolutions

It was noted that at a meeting of the Board of 25 January 2013 it was resolved that the following members' resolution be circulated to the members of the Company together with a draft of the New Articles (in substantially the same form as those reviewed by governors at the meeting on 25 January 2013) (the "Resolution"):-

SPECIAL RESOLUTION

"THAT the regulations in the form of the document circulated with this resolution be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company, and in particular, that those paragraphs of the memorandum of association of the Company which would otherwise, by operation of section 28 of the Companies Act 2006, be treated as part of the articles of association of the Company, are hereby deleted and shall no longer form part of the articles of association of the Company."

It was reported that the Resolution had been duly circulated to the members and that it had been passed by the requisite majority of members (specifically, by Lord Vallance of Tummel and Dr Helen Cargill-Thompson) and the New Articles adopted accordingly.

4.5 Transfer of Shares

It was noted that the New Articles contained provisions necessitating that 240 of the shares of £1.00 each in the capital of the Company registered in the name of Lord Vallance of Tummel be transferred to certain other members of the Board of Governors. Accordingly, the

Chairman tabled stock transfer forms in respect of the undernoted transfers, at nil consideration, of shares in the capital of the Company:-

Name and address of transferor	Name and address of transferee	Number and class of shares transferred
Lord Vallance of Tummel	Professor John Wallace	60 shares of £1.00 each
Lord Vallance of Tummel	Mr Luke Harris	60 shares of £1.00 each
Lord Vallance of Tummel	Mr Mark Saunders	60 shares of £1.00 each
Lord Vallance of Tummel	Mr Matthew Chinn	60 shares of £1.00 each

It was resolved that the above noted transfers be approved for registration, without fee, the Company's statutory books be written up accordingly and share certificates be executed and issued as appropriate.

4.6 Returns

It was resolved to make arrangements for:

The transferees' names to be entered on the register of members of the Company as the holder of the shares transferred to them and make all other necessary and appropriate entries in the books and registers of the Company; and

Procure that all necessary returns be made to the Registrar of Companies to reflect the matters referred to in this minute.

5. ANY OTHER BUSINESS

There was no other business.

5. DATE OF NEXT MEETING: FRIDAY, 26 APRIL 2013