

**At Glasgow and within the Board Room of
the Royal Conservatoire of Scotland on
Friday 29 April 2016 at 10.30am**

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

PRESENT

Ms Ankna Arockiam	Mr Mark Leishman
Mrs Fiona Ballantyne	Miss Eileen Mackay
Dr Laura Bissell	Dr Shonaig Macpherson
Professor Norman Gillies	Mr Donald MacRae
Mrs Joyce Goodwin	Ms Carol Main
Mr John Hylands	Mr Mark Paris (by phone)
Dr Paul Jourdan	Mr Gavin Reid
Mr Amin Keshmiri	Professor Jeffrey Sharkey
Professor Maggie Kinloch	Professor Norman Sharp

IN ATTENDANCE

Mr Andrew Comrie
Mr Ewan Hainey
Mrs Janette Harkess
Mr Hugh Hodgart
Dr Gordon Munro
Mrs Jackie Russell
Mr Alan Smith

IN THE CHAIR Lord Vallance of Tummel

The meeting began with a presentation from Deborah Richardson-Webb, Head of Performance Pedagogy, about the BA Contemporary Performance Practice programme.

1. APOLOGIES FOR ABSENCE

Apologies for absence were received from Catherine Jackson, Ed Monaghan, Agnes Robson, Jean Sangster and Maria Taylor.

2. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 29 JANUARY 2016

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

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

There were no matters arising not elsewhere on the agenda.

4. REPORT FROM THE PRINCIPAL

The Principal's report was received. The Principal particularly highlighted the outstanding success of *Cabaret*, *New Dreams* and *Dream On!* and the annual Showcase and launch of the International Advisory Board in New York.

5. INTERNATIONAL ADVISORY BOARD

Mr Paris reported on progress in setting up the International Advisory Board (IAB). At the launch event noted immediately above, a number of potentially fruitful contacts had been made in respect of possible membership and a US bank account had been opened. It was anticipated that the IAB would hold its inaugural meeting in August 2016 in New York and that it would meet in Glasgow in the Spring of 2017.

6. QS RANKINGS

Governors congratulated staff and students on the Conservatoire being ranked as 6th in the QS world rankings for the performing arts and noted the paper that set out the methodology behind those rankings. The paper also identified a number of factors that most likely had contributed to that very positive outcome.

7. REPORT FROM THE STUDENTS' UNION

The President of the Students' Union's report was noted.

7.1 Students' Union Constitution

The revised Students' Union Constitution was approved as circulated.

8. STRATEGY AWAY-DAYS

8.1 Summary Outcomes

The summary outcomes arising from the Board's strategy away-days of 17 and 18 March were noted. The Principal and Secretary provided an initial response to each of those recommendations. **It was agreed** that a detailed and prioritised response should be presented to the Board's next meeting.

8.2 Feedback

The generally positive feedback in respect of the away-days was noted.

9. GOVERNANCE

9.1 Review of Scottish Code of Good HE Governance

Governors noted that the process to review the Scottish Code of Good HE Governance had begun. The Secretary would attend meetings of the review committee, which had been set up under the auspices of the Committee of Scottish Chairs, to represent the interests of the three Small Specialist Institutions.

9.2 Higher Education Governance (Scotland) Act

Governors received a paper from Miss Mackay, Vice Chair, which set out the issues that the Conservatoire would need to address in respect of the Higher Education Governance (Scotland) Act. Noting that the Act included a provision for Scottish Ministers to 'exclude a particular institution', **Governors agreed** that the Board should continue to pursue its objective of having the Conservatoire excluded from the Act. **It was further agreed** that the Chairman, Dr Macpherson, the Principal and the Secretary would, on the basis of the Conservatoire's case for exemption from the Bill that preceded the Act, draft a case for the Conservatoire's exemption from the Act.

Governors noted that the Secretary had been invited to join a 'round table' meeting set up by Scottish Government to discuss the implementation of the Act, as a representative of all three Small Specialist Institutions. Whilst the Secretary's inclusion in that meeting was welcomed, it was not what the Conservatoire had expected by way of dialogue with Scottish Government about the impact of the Act on the Conservatoire – a direct discussion with Scottish Government officials had been anticipated. Notwithstanding Scottish Government's 'round table' approach, **it was agreed** that the Conservatoire should seek a meeting with Scottish Government officials at the appropriate time.

Academic Board would consider the implications of the Act in respect of its membership at its next meeting.

10. OUTCOME AGREEMENT: SESSION 2016/17

The Outcome Agreement for session 2016/17, as approved by the Scottish Funding Council, was noted.

11. REPORT FROM THE NOMINATIONS COMMITTEE

The Principal and all attendees left the meeting for this item. The Chairman and any other Governor with a direct interest in the item recused themselves.

Governors received a report from Mr Hylands, Senior Independent Governor, on behalf of the Nominations Committee, on the outcome of the search for a new Chair. Following two rounds of interviews, six long-list, followed by four short-list, the Nominations Committee now recommended to the Board that Professor Nick Kuenssberg be appointed as a Governor and Chair (designate), effective from the Board's meeting of 8 July 2016, to assume the role of Chair at the conclusion of the AGM scheduled for 7 December 2016, which was when Lord Vallance would demit from office. Professor Kuenssberg's appointment would be made for an initial three year term and would be renewable for a maximum of three terms i.e. nine years. Governors **approved** that recommendation. In doing that, Governors noted assurances that had been received from Scottish Government officials that this appointment would be unaffected by the Higher Education Governance (Scotland) Act considered under Item 9.2 above.

Para deleted: matters of confidentiality relating to individuals.

12. REPORT FROM THE ACADEMIC BOARD

Reports from the meetings of 2 March and 20 April 2016 were received.

Governors noted that the Conservatoire's Research Ethics Policy had been developed to reflect the Conservatoire's 'Prevent' duty and that the Conservatoire would be pro-active in responding to the recently published Committee on Widening Access Report.

13. REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

A report from the meeting of 15 April 2016 was received.

Mr MacRae highlighted the impact of FRS 102 on the Conservatoire's reported operating results, together with the Conservatoire's pension liability associated with its participation in the Strathclyde Pension Fund. The extent of the latter was determined by a number of actuarial assumptions which, **it was agreed**, should be reviewed by Mr MacRae, Mr Hylands and Mr Smith. Any proposed changes to those assumptions arising from that review should be considered by the Committee, prior to their consideration by the Board. If eventually approved by the Board, any changes to the assumptions would need to be agreed by the Conservatoire's auditors. In the longer term, the Committee would consider all options in respect of the Conservatoire's involvement with the Strathclyde Pension Fund, and would report its recommendations and conclusions to the Board in due course.

In respect of the impact of FRS 102, **it was agreed** that the Committee should scenario plan for a number of outcomes, including the production of an operating surplus under the terms of FRS 102. The implications of each scenario would then be considered by the Board.

In the meantime, the Board noted that the operating deficit produced as a result of FRS 102 did not indicate an underlying cash problem, and that the SFC did not view the issue as being problematic in terms of its Financial Memorandum. The implications of reporting an operating deficit in respect of administering US Federal Student Loans were noted.

14. REPORT FROM THE AUDIT COMMITTEE

A report from the meeting of 15 April 2016 was received.

15. REPORT FROM THE BUILDINGS COMMITTEE

A report from the meeting of 15 April 2016 was received.

16. REPORT FROM THE HEALTH AND SAFETY COMMITTEE

A report from the meeting of 23 March 2016 was received.

17. DATE OF NEXT MEETING

The next meeting would take place on 8 July 2016.

18. ANY OTHER COMPETENT BUSINESS

The Chairman reported that the triennial SFC Strategic Dialogue would take place on 12 May 2016. Carol Main and Norman Sharp had agreed to participate, together with the Chairman and members of the Senior Management Team.

On the occasion of Miss Mackay's and Mrs Goodwin's last meeting of the Board, the Chairman thanked them both for their immense contributions to the work of the Board and to the wider Conservatoire community.