

The Board of Governors of the Royal Conservatoire of Scotland

Purpose

The Board of Governors of the Royal Conservatoire of Scotland (the “Board”) is unambiguously and collectively responsible for overseeing the activities of Royal Conservatoire of Scotland (the “Conservatoire”), determining its future direction and fostering an environment in which the Conservatoire’s mission is achieved and the potential of all of its students is realised. The Board shall ensure that the Conservatoire complies with the legislative, regulatory and best-practice framework within which Scottish higher education operates.

Governors shall conduct themselves in accordance with accepted standards of behaviour in public life, which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

Primary Responsibilities

To approve the mission, strategic vision and values of the Conservatoire of Scotland, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.

Under the general control and direction of the Board, to delegate authority to the Principal, as chief executive, for the academic, corporate, financial, estate and personnel management of the Conservatoire and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Principal.

To retain strategic responsibility for quality and provide public accountability for all aspects of institutional activities, including quality assurance and enhancement.

To delegate to the Academic Board the function of the Board relating to the overall planning, co-ordination, development and supervision of the academic work of the Conservatoire and such other functions of the Board as may be assigned to the Academic Board by the Board. Under these arrangements, the Board must satisfy itself that there are appropriate processes in place with regard to quality assurance and enhancement of educational provision.

To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, procedures for handling internal grievances, complaints from students/staff and others (including whistleblowing) and for managing conflicts of interest.

To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the Conservatoire against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.

To establish processes to monitor and evaluate the performance and effectiveness of the Board itself.

To establish processes to monitor and evaluate the performance and effectiveness of the Chair of the Board.

To conduct its business in an open and transparent manner and in accordance with the Scottish Code of Good HE Governance, bearing in mind the principle of proportionality and relevance to the nature of the Conservatoire, and with the principles of public life drawn up by the Committee on Standards in Public Life.

To ensure that the Conservatoire meets its commitments to the Scottish Further and Higher Education Funding Council and other funding providers.

To safeguard the good name and values of the Conservatoire.

To appoint the Principal as chief executive, and to put in place suitable arrangements for monitoring her/his performance.

To appoint a Secretary to the Board and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.

To be the employing authority for all staff in the Conservatoire and to be responsible for establishing a human resources strategy.

To be the principal financial and business authority of the Conservatoire, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the Conservatoire's assets, property and estate.

To ensure that public funds are appropriately applied and are properly accounted for and that the Royal Conservatoire delivers value for money.

To be the Conservatoire's legal authority and, as such, to ensure that systems are in place for meeting all of the Conservatoire's legal obligations, including those arising from contracts and other legal commitments made in the Conservatoire's name.

To make such provision as it thinks fit for the general welfare of students, in consultation with the Academic Board.

To act as custodian for any legacy, endowment, bequest or gift made directly to the Conservatoire.

To act as the Board of Directors of the Conservatoire as a Company Limited by Guarantee with a share issue and to manage the business of the Company, exercising all the powers of the Company.

To ensure that the Conservatoire's constitution is followed at all times and that its business is conducted in accordance with its various statutory obligations and that appropriate advice is available to enable this to happen.

To both constructively challenge and support the management of the Conservatoire.

Reserved Powers

The approval of the Conservatoire's Strategic Plan.

The review and approval of the Conservatoire's annual budget, its operating plan and audited financial statements.

The appointment and dismissal of the Chair of the Board.

The appointment and dismissal of the Principal.

The appointment and dismissal of all core and co-opted Governors and the dismissal of elected Governors.

The appointment and dismissal of the Secretary.

The approval of changes to the Conservatoire's Articles of Association and related Statutory Instrument.

The approval of the committee structure of the Board.

The approval of capital projects with a value greater than £500k.

The approval of the Conservatoire's policies in respect of:

- health, safety and wellbeing;
- equality of opportunity;
- human resources; and
- the identification and mitigation of risk.

The approval of the constitution of the Students' Union.

Any matters which might have a significant bearing on the reputation of the Conservatoire.

Any other matters which may be identified by the Scottish Further and Higher Education Funding Council as requiring the approval of the full Board.

Role of the Chair

The Chair is responsible for the leadership of the Board, and is ultimately responsible for its effectiveness. The Chair will ensure that the Conservatoire

is well connected with its stakeholders, including staff and students. The Chair is responsible for ensuring that the Board's agenda includes all of the issues that it needs to discuss in order to meet all of its responsibilities.

As Chair of Board meetings they should promote the Board's wellbeing and efficient operation, ensuring that all Governors work together effectively and have confidence in the procedures laid down for the conduct of business.

The Chair must have a constructive and challenging working relationship with the Principal and will, on behalf of the Board, conduct an annual appraisal of the Principal's performance.

The Chair will convene the Board's Nominations Committee.

Role of the Vice-Chair

A Vice-Chair may deputise for the Chair (possibly at short notice), both in terms of the routine business and in times of crisis. A Vice Chair will also represent the Conservatoire to a range of stakeholders in her/his own capacity as Vice Chair and, in support of the Chair, will provide leadership to the Board in specific and agreed areas. A Vice-Chair will convene the Board's Remuneration Committee.

Role of the Senior Independent Governor

The Board of Governors will appoint a Senior Independent Governor from amongst Lay Governors to act as a sounding board for the Chair and to serve as an intermediary for other Governors who might wish to raise concerns about the Chair. The Senior Independent Governor will convene a meeting of the Board without the Chair present at least annually to appraise the Chair's performance.

Role of Individual Governors

Governors should have regard to the terms of the Scottish Code of Good HE Governance (Draft), the need to comply with the rules relating to the use of public funds as laid down in the Financial Memorandum, all other statutory obligations and act in good faith and in the best interests of the Conservatoire. Governors must neither use information gained for their own personal gain nor seek to use the opportunity of serving as a Governor to promote their private interests. All Governors should ensure that they comply with the Conservatoire's rules on the acceptance of gifts and hospitality.

Conflicts of Interest

All Governors are provided with a copy of the Conservatoire's Order of Council and are made aware of the relevant paragraphs. In addition, revised information is requested annually to update the Register of Business Interests

of Governors. Items in the Register of Business Interests, in addition to Directorships, include the Governor's principal occupation and any personal or business interests which they consider may conflict with their responsibilities as a Governor of Conservatoire. It may not be possible to judge in advance where a conflict may arise and when this happens a Governor should declare an interest or conflict and offer to leave the meeting or whatever action is judged appropriate at that time.

More specifically, individual Governors should:

- act honestly, diligently and in good faith;
- be satisfied that a course of action proposed is in accordance with the Conservatoire's statutes or instruments and articles of government;
- not bind the Conservatoire to a course of action which it cannot carry out;
- ensure that the Conservatoire does not continue to operate if it is insolvent;
- seek to persuade colleagues by open debate, and register dissent if they are concerned that the action would be contrary to any of the above;
- avoid putting themselves in a situation where there is actual or potential conflict between their interests and those of the Conservatoire; and
- act as an ambassador for the Conservatoire and promote its interests whenever possible.

Role of the Principal

Under the general control and direction of the Board, Principal is responsible for:

- executive management;
- day-to-day direction of the Conservatoire;
- implementing the decisions of the Board;
- ensuring that appropriate consultation takes place with the Academic Board concerning the Conservatoire's future development and reporting to the Board accordingly; and
- fulfilling the role of designated officer.

Role of Elected Governors

Elected Governors have precisely the same rights and responsibilities as all other Governors. Elected Governors should not act as if delegated by the group they represent. No Governor may be bound, when speaking or voting, by mandates given to them by others, except when acting under approved arrangements as a proxy for another member of the Board.

Role of the Secretary

The Secretary to the Board shall be responsible for ensuring compliance with all procedures and ensuring that papers are supplied to Governors in a timely manner containing such information, and in such form and of such quality, as is appropriate to enable the Board to discharge its duties. All Governors shall have access to the advice and services of the Secretary, and the appointment and removal of the Secretary shall be a decision of the Board as a whole.