

COMMITTEE STRUCTURE OF THE BOARD OF GOVERNORS

ACADEMIC BOARD

Remit

The Academic Board of the Royal Conservatoire of Scotland is responsible to the Board of Governors for the overall planning, co-ordination, development and supervision of the academic work and for Quality Assurance and Quality Enhancement within the Conservatoire. In particular, the Academic Board is responsible for all matters concerning the validation and review of courses, for the maintenance of academic standards and, in relation to academic needs, for the assessment and prioritisation of resources. In relation to strategic planning, the Academic Board considers and ultimately recommends the Strategic Plan to the Board of Governors for its approval.

Membership

Ex Officio (6):

- Principal (Convenor)
- Assistant Principal
- Director of Music
- Director of Drama, Dance, Production and Film
- Head of Information Services
- Director of Research and Knowledge Exchange

Elected (8):

- President of the Students' Union
- A member elected by the academic staff from the academic staff of the School of Music.
- A member elected by the academic staff from the academic staff of the School of Drama, Dance, Production and Screen.
- A student representative (appointed by the Students' Union and who will normally be the Vice President of the Students' Union)
- A student representative (normally PGR)
- Three elected internal members from academic directorates

Co-opted (1):

- A member co-opted from another academic institution

In Attendance:

- Academic Registrar (Secretary to Academic Board)
- Director of Finance & Estates
- A lay member of the Board of Governors
- Director of Fair Access
- Director of Business Development
- Secretary to the Board of Governors

AUDIT COMMITTEE

Remit

The Committee was established by the Board of Governors to ensure the effective discharge of its duties in respect of:

- proper financial management
- the effectiveness of the internal control and management systems
- safeguarding the Conservatoire's assets
- the economy, efficiency and effectiveness of the Conservatoire's activities
- corporate governance and the conduct of the Conservatoire's operations
- the audit needs analysis

It is responsible for reviewing and advising on the appointment, fees, scope and effectiveness of internal and external auditors; receiving their reports and where necessary, discussing appropriate action in relation to the effectiveness of the Conservatoire's financial and other control systems, specifically to detect fraud or other irregularities with senior management. It also reviews relevant reports from the Scottish Funding Council, Audit Scotland and the National Audit Office (NAO) and advises the Board of Governors on its compliance with corporate governance requirements and good practice guidance.

Membership

- 2 Lay Governors who are not members of the Finance and General Purposes Committee (one of whom is elected Convenor)
- 1 Lay Governor who is a member of the Finance and General Purposes Committee but not the Convenor of the Finance and General Purposes Committee

In attendance

- The Convenor of the Finance and General Purposes Committee
- The Director of Finance and Estates

BUILDINGS COMMITTEE

Remit

The Committee has delegated responsibility for the control of major capital works in accordance with the terms of the guidelines and directions issued by the Scottish Funding Council and Government, always observing the principles and procedures set down in the *Procedure Notes for Capital Projects and Equipment*. It receives, considers and ultimately recommends the Estate Strategy to the Board of Governors.

Membership

- The Chair of the Board of Governors *ex officio*
- The Convenor of the Finance and General Purposes Committee *ex officio*
- The Principal *ex officio*
- Up to 3 Lay Governors appointed by the Board of Governors

The Convenor is elected from within the membership of the Committee and must be Lay Governor.

In attendance

- The Director of Finance and Estates
- The Head of Estates

DEVELOPMENT AND FUNDRAISING COMMITTEE

Remit

The Committee was established to ensure integrated operation of senior management within the Conservatoire and the Board of Governors to achieve revenue and capital targets outwith routine revenue streams.

Its duties are to:

- support actively the delivery of revenue sources and income streams to provide scholarship;
- support actively the achievement of unrestricted income; and
- support actively the delivery of capital projects covering both Renfrew Street and Speirs Lock.

The Committee shall:

- be the liaison with the current International Advisory Board (to be renamed in due course);
- develop relevant processes, projects, budgets and timescales; and
- report quarterly to the Board of Governors. The relevant report will be generated by Director of External Relations working with the Head of Fundraising and introduced by the Convenor. The report will include funds raised via the RCS Trusts, legacies, endowments, sponsorship, Company of Donors, commercial activities, consultancy activity and projects.

Membership

- The Principal
- The Chair of the Board of Governors
- The Director of External Relations
- The Director of Business Development
- The Head of Fundraising
- Up to 4 Lay Governors appointed by the Board of Governors (one of whom is elected Convenor)

Additional members may be appointed by the committee on an ad hoc or full-term basis.

FAIR ACCESS COMMITTEE

Remit

To raise awareness of the importance of widening access and inclusivity in all of its aspects throughout the Conservatoire community and, in particular, to stimulate discussion of related issues at the Board of Governors.

To assist in advocating the Conservatoire's approach and commitment to the promotion of access and inclusivity to a range of stakeholders, including Scottish Government.

To help promote an ethos of equality and inclusivity throughout the Conservatoire.

To make recommendations to Academic Board and to the Board of Governors as the Committee sees fit.

Membership

- A Lay Governor appointed by the Board of Governors as Convenor
- Up to 2 additional Lay Governors appointed by the Board of Governors
- External membership as approved by the Nominations Committee
- Academic Directors
- Equality and Diversity Officer
- Student representatives
- School/Academic Innovation representatives

FINANCE AND GENERAL PURPOSES COMMITTEE

Remit

The Finance and General Purposes Committee examines all matters which have major financial implications for the Conservatoire and therefore it is involved in the examination of all aspects of the Conservatoire's planning and budgetary processes. The scope of the Committee's remit may, from time to time, include the examination of issues which extend beyond financial, but which are nevertheless of strategic importance. In carrying out its broad remit, the Committee will:

- Scrutinise draft budgets and forward financial forecasts and make recommendations to the Board of Governors for approval of those draft budgets and forecasts.
- Scrutinise monthly management accounts.
- Monitor and examine key performance indicators.
- Scrutinise draft statutory accounts prior to audit and thereafter consider and finally recommend audited accounts to the Board of Governors for adoption.
- Monitor treasury management activities and, in particular:
 - appoint/re-appoint investment managers
 - set the parameters of investment policy within which investment managers will operate
 - monitor the performance of investment managers
- Scrutinise proposals for material alterations to staff contractual arrangements, including pensions provision, and make recommendations to the Board of Governors accordingly.
- Prior to its submission to the full Board, receive and comment upon the annual report in respect of progress in relation to the Strategic Plan and the Outcome Agreement.

Membership

- The Chair of the Board of Governors *ex officio*
- The Principal (Assistant Principal as depute) *ex officio*
- 5 Lay Governors appointed by the Board of Governors (one of whom is elected Convenor)

In attendance

- The Convenor of the Audit Committee
- The Director of Finance and Estates
- The Director of Human Resources
- The Deputy Director of Finance
- The Secretary

THE HEALTH, SAFETY AND WELLBEING COMMITTEE

Remit

In particular the Health, Safety and Wellbeing Committee will:

- Present an annual report to the Board of Governors which includes certification that the institution has discharged its duties and responsibilities in relation to health, safety and wellbeing
- Set the strategic direction of health, safety and wellbeing and Child Protection within the institution and monitor progress
- Receive and consider recommendations on the implementation and monitoring of PREVENT legislation across the Conservatoire
- Raise awareness of Health and Safety across the Conservatoire and promote a culture of continuous improvement
- Promote a culture of wellbeing within the Conservatoire
- Receive and consider recommendations to improve the health, safety and wellbeing environment and practice
- Receive and consider recommendations to improve the health and wellbeing of staff and students, including those pertaining to Dignity at Work and Study.
- Receive departmental health, safety and wellbeing action group reports from across the Conservatoire and monitor progress, which will include operational procedures and the delivery of appropriate training to staff and students
- Receive reports on health, safety and wellbeing expenditure and to ensure that adequate resources are allocated for this purpose.
- Consider accident reports and statistics and seek to reduce the number of incidents through proactive management of the data

Membership

- A Lay Governor appointed by the Board of Governors as Convenor
- The Conservatoire's Senior Management Team
- Students' Union President
- Up to 2 additional Lay Governors appointed by the Board of Governors
- Elected staff representative from the academic staff and academic support staff
- Elected health and safety representative from the academic trade union

In Attendance

- Health, Safety and Wellbeing Manager (as Secretary)
- Head of Junior Conservatoire (Music)
- Associate Head of Junior Conservatoire (Music)
- Academic Registrar
- Deputy Director of HR
- Head of Technical Production
- Member of Academic Staff
- Head of Estates

- Head of Artistic Planning
- Health and Safety Administrator

NOMINATIONS COMMITTEE

Remit

The Nominations Committee receives and considers proposals from any source and makes recommendations to the Board of Governors for membership of the Board of Governors. The Committee also manages the appointments process for the Chair and for the Principal. In doing all of that, the Committee will take account of the Scottish Code of Good HE Governance.

Membership

- The Chair of the Board of Governors (Convenor) *ex officio*
- The Vice Chair/Senior Independent Governor *ex officio*
- Elected Staff Governors *ex officio*
- Elected Student Governor *ex officio*
- The Principal *ex officio*
- Up to 2 Lay Governors appointed by the Board of Governors

In attendance

- The Secretary

RISK MANAGEMENT COMMITTEE

Remit

The committee is responsible to the Audit Committee for identification of risk and ensuring that all identified risks are assessed adequately, addressed in policies and regularly reviewed and up-dated in a systematic process. The committee monitors the effectiveness of communication to staff and students so as to ensure full compliance by Royal Conservatoire of Scotland with current legislation and associated codes of practice.

Membership

- The Conservatoire's Senior Management Team
- A Lay Governor, appointed by the Board of Governors (attends every second meeting)

In attendance

- The Deputy Director of Finance

REMUNERATION COMMITTEE

Remit

The Committee is responsible for reviewing and advising on remuneration levels and terms and conditions for senior management and the differential scales employed throughout the Conservatoire to denote responsibility, in accordance with policies and processes determined by the Board of Governors.

The Board of Governors and the Committee will ensure that approved salary and severance arrangements take account of all relevant external requirements, including those of the Scottish Funding Council, the Scottish Code of Good Higher Education Governance and the Committee of Scottish Chairs' Guidance Note on the Operation of Remuneration Committees in Scottish Higher Education.

The Committee will ensure that all salaries and conditions are determined by the use of performance management systems, such as the Career Review process, and a transparent reward framework, using Hay evaluation points and appropriate salary benchmarking.

The Committee will report annually to the Board of Governors, confirming that decisions taken have been in accordance with agreed policies and processes. Any exceptions will require the approval of the full Board.

Membership

- A Lay Governor appointed by the Board of Governors as Convenor
- The Chair of the Board of Governors (*ex officio*)
- The Convenor of the Finance and General Purposes Committee (*ex officio*)
- An additional Lay Governor appointed by the Board of Governors

In attendance

- The Principal*
- The Director of Human Resources*

*Neither will attend when their own remuneration levels and terms and conditions are being considered.

STANDING ORDERS FOR THE BOARD OF GOVERNORS AND ITS SUB-COMMITTEES

COMMITTEE	CONVENOR	FREQUENCY OF MEETINGS	QUORUM	VOTING
Board of Governors	Elected from external core membership, as are Vice-Chairs	4 per annum (1 in December following AGM)	4 members plus Chair	Simple majority Chair has casting vote
Academic Board	Principal	5 per annum	5 members plus Convenor (this should comprise at least 2 members each of the elected and <i>ex officio</i> members)	Simple majority Convenor has casting vote
Audit Committee	Appointed by Board of Governors from external core membership, excluding those on Finance and General Purposes Committee	4 per annum	1 member plus Convenor	Simple majority Convenor has casting vote
Buildings Committee	Appointed by Board of Governors from Lay Governors	As required	2 members plus Convenor	Simple majority Convenor has casting vote
Development and Fundraising Committee	Appointed by Board of Governors from Lay Governors	4 per annum	2 members plus Convenor (this should comprise at least 1 member from each of senior management	Simple majority Convenor has casting vote

			and Lay Governors)	
Fair Access Committee	Appointed by Board of Governors from Lay Governors	As required (at least 2 per annum)	2 members plus Convenor	Simple majority Convenor has casting vote
Finance and General Purposes Committee	Appointed by Board of Governors from Lay Governors	6 per annum	2 members plus Convenor	Simple majority Convenor has casting vote

COMMITTEE	CONVENOR	FREQUENCY OF MEETINGS	QUORUM	VOTING
Health, Safety and Wellbeing Committee	Appointed by Board of Governors from Lay Governors	4 per annum	4 members plus Convenor	Simple majority Convenor has casting vote
Nominations Committee	Chair of the Board of Governors	As required	2 members plus Convenor	Simple majority Chair has casting vote
Risk Management Committee	The Director of Finance and Estates	3 per annum	3 members plus Convenor	Simple majority Convenor has casting vote
Remunerations Committee	Appointed by Board of Governors from Lay Governors	As required (at least 1 per annum)	2 members plus Convenor	Simple majority Convenor has casting vote

