



Royal Conservatoire  
*of* Scotland

## **COMMITTEE STRUCTURE OF THE BOARD OF GOVERNORS**

### **ROYAL CONSERVATOIRE OF SCOTLAND (RCS)**

## **ACADEMIC BOARD**

### **Remit**

The Academic Board of the RCS 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 RCS. 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)
- Deputy 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 a 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 the Academic Board)
- Director of Finance & Estates
- A lay member of the Board of Governors
- Director of Fair Access
- Director of Business Development
- RCS Secretary

## **AUDIT AND RISK COMMITTEE REMIT**

### **Scope**

The Committee was established by the Board of Governors to advise and assist on the assurance and control environment of the RCS in respect of:

- proper financial management;
- safeguarding the RCS's assets;
- the economy, efficiency and effectiveness of the RCS's activities;
- corporate governance and the conduct of the RCS's operations;
- risk management and
- counter-fraud and whistleblowing.

### **Duties**

The duties of the Committee include:

- review and advise on the appointment, fees, scope and effectiveness of internal and external auditors;
- receive their reports and discuss appropriate action with senior management and the Board of Governors in relation to the effectiveness of the RCS's financial and other internal control systems and for ensuring that value for money is achieved;
- approve the external audit plan;
- approve the internal audit plan;
- audit needs assessment;
- ensure that risk management systems are in place;
- review reports on risk management arrangements;
- consider and recommend annual audited financial statements to the Board of Governors;
- review reports from relevant bodies including the Scottish Funding Council, Audit Scotland and the National Audit Office; and
- producing an annual report for the governing body, including its opinion on the adequacy and effectiveness of governance arrangements and financial controls.

Annually the Committee meets formally with the external auditor and the internal auditor for independent discussions.

### **Membership**

- A minimum of 3 Lay Governors one of whom may be a member of the Finance and General Purposes Committee
- The Committee as a whole should have recent and relevant financial experience

### **In attendance**

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

- Deputy Director of Finance (Secretary to the Committee)
- Representatives of the internal and external auditors
- Any other member of the RCS invited to attend

## **INFRASTRUCTURE 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**

- Chair of the Board of Governors *ex officio*
- Convenor of the Finance and General Purposes Committee *ex officio*
- 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**

- Director of Finance and Estates
- Head of Estates

## FUNDRAISING COMMITTEE

The aims and objectives of the Fundraising Committee are to:

- Ensure that the Fundraising Committee approves and oversees a fundraising strategy that aligns with and enables the achievement of the RCS strategic plan
- Actively support and challenge the RCS executive in the development of and securing of additional and recurring revenue sources and/or streams to support scholarship, project, campaign, and unrestricted income activity with a target of £1m- plus per annum
- Approve and oversee the strategy for alumni engagement and future giving
- (delegated authority statement to be inserted here)

## Remit

### Core functions of the Committee/Committee members

- On behalf of the Board, maintain oversight and approval of RCS's Fundraising in terms of delivery against the institutional Strategic Plan
- As a member of the Fundraising Committee demonstrate an active commitment to the Committee's work by securing an agreed level of fundraising per annum fulfilled through personal or corporate donations from committee members or through active engagement with their network (if superseded by the proposed manifesto (below), this point may be reworked accordingly)
- To support fundraising in line with the overarching strategic goals of RCS
- Play a key role in widening and cultivating donors, connectors and influencers across Scotland, UK and the rest of the world to achieve RCS's fundraising goals
- Commit to the delivery of a Committee target (as agreed) through personal or corporate donations from committee members and their networks
- To be the formal liaison-point with the International Advisory Board
- To encourage wider Board engagement with fundraising activities
- To nurture opportunities which enhance RCS's ability to cultivate new and existing donors

### Membership

The Committee shall consist of:

a minimum of three Governors (one of whom as Convenor)

the Chair of Board of Governors

the Principal

other Governors may, at the Committee Convenor's request, attend meetings as required

In attendance:

Director of External Relations

Strategic Director of Principal Gifts

Head of Fundraising

Other staff will attend as requested by the Committee Convenor

Appointments shall be reviewed on an annual basis.

(total number of members, including lay members and quorum should be clarified)

Frequency of Meetings

The Committee shall meet formally on a minimum of three occasions per annum and at other times as required. These meetings should be at least 10 days prior to the main Board of Governors meetings to allow updates to be reported by the Chair of the Committee as part of the regular Board agenda of business. Regular exchanges will take place by email and phone throughout the year.

Record of Meetings

The Committee shall ensure that minutes are taken, confirmed by the Chair and that an agreed written record of meetings is forwarded to the Board of Governors. The Head of Fundraising will act as secretariat for the Committee.

## **FAIR ACCESS COMMITTEE**

### **Remit**

The Fair Access Committee is responsible for ensuring that the RCS is resourced effectively to meet our strategic national and institutional fair access and transitions outcomes and targets, as set out in the Scottish Funding Council's (SFC) Outcome and Impact Framework and has effective policies in place to meet relevant legislative obligations.

The Committee shall ensure that the Fair Access strategic priorities and projects are designed to realise relevant objectives in the RCS' Strategic Plan. The Committee shall:

- ensure that the educational offer at RCS is accessible to people from deprived backgrounds and students at all levels are supported through successful pathways and interventions.
- ensure that Government expectations are realised as follows:
  - people from deprived areas have fair access and are supported to succeed.
  - care-experienced people have fair access and are supported to succeed.
  - RCS outlines how they will support the sector's delivery of the COWA targets.
  - prior learning is considered, and students are offered the best pathway for them.
  - transitions and pathways for students are supported and signposted.
  - RCS works with schools, SFC funded programmes and local communities to support successful pathways and effective transitions for students.
- oversee and monitor progress towards attainment of agreed national and institutional strategic success indicators including:
  - total number of Scottish Domiciled Undergraduate Entrants (SDUEs).
  - Scottish domiciled full-time first-degree entrants from SIMD20
  - number of SDUEs with care-experience.
  - The development of Articulation routes offering advanced standing from college level to degree level study.
  - retention, achievement and completion of SIMD20/care experienced undergraduate students
- oversee and monitor progress towards attainment of agreed national and institutional targets including:
  - achievement of target of 18% of SIMD20 Scottish domiciled undergraduate entrants by 2026.



- achievement of target of 20% of SIMD20 Scottish domiciled undergraduate entrants by 2030.
- ensure that RCS has effective policies, risk assessments and practice in place to meet any legislative requirements and mitigate risks relating to specific fair access students/work (e.g., Corporate Parenting, Child Protection and Vulnerable adults and Contextualised Admissions).
- reflect on future trends and recommendations made by the Commissioner for Fair Access to assess the future impact on the RCS and determine future priorities, measures, and resources.
- explore best practice through commissioned research and comparison with other similar organisations to inform future developments.

## **Membership**

Lay-Governor (Convenor), currently Morag Campbell

Lay-Governor(s) appointed by the Board of Governors, currently Matthew Rooke

Director of Fair Access (Andrew Comrie)

Director of Music (Gordon Munro)

Director of Drama, Dance, Production and Film (Gemma Bodinetz)

Director of Business Development (Helen McVey)

Student President

## **In attendance:**

Fair Access Manager (Jesse Paul)

## **Committee Business**

- 3 x Meetings per academic year.
- Requests additional information relating to Fair Access from the Fair Access Operational Committee as required.
- Additional ad-hoc meetings are required during periods of significant change
- Reports to the Board of Governors

## **FINANCE AND GENERAL PURPOSES COMMITTEE**

### **Remit**

The Finance and General Purposes Committee *inter alia* recommends to the Board of Governors the RCS's annual revenue and capital budgets and monitors performance in relation to these approved budgets.

The Committee examines all matters which have major financial implications for the RCS and therefore it is involved in the examination of all aspects of the RCS'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; and
- 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**

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

### **In attendance**

- Convenor of the Audit Committee
- Director of Finance and Estates
- Director of Human Resources
- Deputy Director of Finance (Secretary to the Committee)
- RCS Secretary

## PEOPLE AND CULTURE COMMITTEE

### Remit

The Committee is responsible for the review of people strategies across RCS. This includes both a specific focus on the employee life-cycle and also the strategies and policies relating to the student life-cycle. The Committee will monitor and report on strategic progress and will review related KPIs and data, which will inform future development. The Committee will make recommendations to the audit cycle as and when appropriate. The Committee shall provide a People and Culture report to the Board of Governors which will include Health Safety and Wellbeing, and Equality, Diversity and Inclusion activities.

The Committee shall ensure that the Conservatoire approaches are directed by and consistent with the RCS Strategic Plan:

- aligned with our mission, vision, values,
- facilitative of the inclusive culture to which we aspire
- based on dignity through equality and diversity

The Committee shall:

- act as a sounding board and, where appropriate, provide advice, support, and a degree of challenge, from a breadth of perspectives on key people and culture strategies – including but not limited to
  - Recruitment and Induction
  - Recognition and Reward
  - Learning and Development
  - Health, Safety and Wellbeing
  - Equality, Diversity and Inclusion
  - Student life cycle
- Monitor the current talent pools of staff in the Conservatoire, identify potential future needs and capabilities, and develop systematic approaches to meet the changing workplace
- Monitor student applicant pathways and anticipate potential future barriers and opportunities to entry into arts education
- Regularly review that the Conservatoire has adequate processes and procedures in place to drive transformational change & enhance employee engagement as required
- Monitor the policy portfolio that supports compliance and enhances the student experience, and that where appropriate, staff and student policies interface with a common purpose
- Provide guidance and oversight of the Conservatoire's performance management and reward practices
- Monitor compliance in accordance with the relevant and related legal and regulatory frameworks and ensure the adoption of best practice
- Provide a forum for discussion of key trends in the external environment likely to impact on the Conservatoire and, where appropriate, recommend associated actions

- Monitor the employee relations culture and climate within the Conservatoire, supporting positive engagement/partnership with the recognised Trade Unions
- Oversee and monitor agreed performance indicators in terms of recruitment, development, absences, and staff health, safety and wellbeing – including review of:
  - Occupational injury and ill health statistics and trends (including work related absence)
  - Staff turnover statistics including information from exit interviews
  - EDI statistics and statutory / regulatory reports
  - Dignity at the Conservatoire survey / other staff survey data
  - Health and safety training courses and attendee data (Risk and Audit)
  - Safety audit reports (Risk and Audit)
  - Reports into serious incidents at work
  - Reports arising from inspections and/ or enforcement action by relevant enforcing authorities
  - Reports submitted by recognised employee trades unions and partnership bodies.
  - Occupational Health activity reports
  - Compulsory staff development training courses attendance patterns (Risk and Audit)
- monitor key people risks on behalf of the Board of Governors, referring and or escalating matters as appropriate to appropriate committees (eg. Audit & Risk) as necessary, etc.
- explore best practice from similar organisations

## **Membership**

This Committee will be required to consider and discuss sensitive, and often confidential topics.

### **Members:**

- A Lay Governor appointed by the Board of Governors as Convenor (Sharon Mair)
- A lay Governor appointed by the Board of Governors (David Hare)
- A lay Governor appointed by the Board of Governors (Morag Campbell)
- A lay Governor appointed by the Board of Governors (Jo Buckley)
- A lay Governor appointed by the Board of Governors (Nacim Pak-Shiraz)
- Staff Governor (Professional Services)

(Ruth Calder)

- Staff Governor (Academic Services)  
(Elizabeth Jenkinson)

- Deputy Principal  
(Lois Fitch)

- Director of HR  
(Lydia Demaison)

- Health, Safety and Wellbeing Manager  
(Russell Brown)

**In attendance:**

- Equality, Diversity and Inclusion Officer  
(Roz Caplan / Amadu Khan)

- SU President  
(Ken Fairbrother)

- Trade Union Representative(s)  
(EIS and UNISON)

- PT Teaching Staff Representative  
(Lawrence Gill)

- Serviced by Deputy Director of HR  
(Jacqui Preston)

**Committee Business**

- 1 meeting per term, prior to Board of Governors
- Additional ad hoc meetings as required during periods of significant change
- Receives report from Operational Health, Safety and Wellbeing Committee (attended by Convenor of People and Culture Committee)
- Reports to Board of Governors

## **NOMINATIONS COMMITTEE**

### **Remit**

The Nominations Committee makes recommendations to the Board of Governors on matters relating to its structure, effective governance and membership.

In carrying out its remit the Committee:

- receives and considers proposals for Board of Governors membership from any source and makes recommendations to the Board of Governors;
- monitors the Board of Governors membership and identifies persons who fulfil the agreed criteria (including balance of skills, attributes, equality and diversity) for Lay Governor membership as set out in Article 3(i) of the RCS Amendment Order 2020, normally through advertisement and reports annually to the Board of Governors;
- manages the election and appointments process for the Chair and the appointments process for the Principal;
- recommends to the Board of Governors the membership of the Committees of the Board of Governors;
- oversees regular reviews of the effectiveness of the Board of Governors, its Committees and its members; and
- manages the process for Fellowships of the RCS.

In doing all of the above, the Committee will take account of the Scottish Code of Good Higher Education Governance.

### **Membership**

- |   |                   |
|---|-------------------|
| • Chair of the Board of Governors (Convenor)                | <i>ex officio</i> |
| • Vice Chair/Senior Independent Governor                    | <i>ex officio</i> |
| • Elected Staff Governors                                   | <i>ex officio</i> |
| • Elected Student Governor                                  | <i>ex officio</i> |
| • Principal   | <i>ex officio</i> |
| • Up to 2 Lay Governors appointed by the Board of Governors |                   |

### **In attendance**

- RCS Secretary (Secretary to the Committee)

## **REMUNERATION COMMITTEE**

### **Remit**

The Committee is responsible for:

- formulating, advising on and keeping under review the RCS policy and procedures for remuneration of senior staff, for approval by the Board of Governors;
- reviewing and determining the salary and terms and conditions of members of senior management;
- formulating and advising on the RCS's policy on severance arrangements and approving the terms of any severance or early retirement arrangement for a senior manager;
- determining any issue referred to in by the Board of Governors concerning remuneration and terms and conditions of senior staff; and
- reporting its decisions to 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 Professional Update process, and a transparent reward framework, using appropriate salary benchmarking for the RCS/Public Sector as appropriate and the RCS pay award.

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 of Governors.

### **Membership**

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

### **In attendance**

- Principal\*
- Director of Human Resources\* (Secretary to the Committee)

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

## **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 an systematic process.

The Committee has responsibility for the Strategic Risk Register which is prioritised in terms of the overall net impact each identified risk has on the achievements of the business objectives of the RCS. Operational risk registers are maintained at department level so that risks are properly identified, owned and managed at all levels of the RCS. The Strategic Risk Register is reviewed regularly by the Committee, the Audit Committee and the Board of Governors. The RCS's risk management process is compliant with the terms of the UK Corporate Governance Code.

The Committee monitors the effectiveness of communication to staff and students so as to ensure full compliance by the RCS with current legislation and associated codes of practice.

### **Membership**

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

Department heads regularly attend the Committee to widen the understanding of the risk environment across the RCS management teams.

### **In attendance**

- Deputy Director of Finance (Secretary to the Committee)



## **CONVENORS' GROUP**

The Convenors' Group is for all the convenors of RCS' Board of Governors' related committees. It is convened by the Chair.

The Convenors' Group meets at least yearly to discuss issues affecting Board committees, communicate regarding governance and committee business between committee meetings as necessary, and oversee the current annual evaluation of Board committee effectiveness.

Specifically, it:

- receives and responds to the annual effectiveness of RCS governance committees' review
- proposes the scope and approach for externally facilitated quinquennial governance review
- identifies focussed discussion items for inclusion in Board of Governors' meetings for the year ahead
- operates as an exceptions committee as required
- makes recommendations to BOG related to committee compliance in the light of changes to the Code of Good HE Governance or other legislative agendas that require action in between BOG meetings

### **Membership:**

All Committee Convenors. including the Principal Academic Registrar and Secretary (secretary to the group)

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

COMMITTEE	CONVENOR	FREQUENCY OF MEETINGS	QUORUM	VOTING
<b>Board of Governors</b>	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
<b>Academic Board</b>	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
<b>Audit Committee</b>	Appointed by Board of Governors from external core membership, excluding those on Finance and General Purposes Committee	A minimum of 3 per annum	2 members	Simple majority Convenor has casting vote
<b>Infrastructure Committee</b>	Appointed by Board of Governors from Lay Governors	As required	2 members plus Convenor	Simple majority Convenor has casting vote
<b>Fundraising Committee</b>	Appointed by Board of Governors from Lay Governors	3 per annum	2 members plus Convenor (this should comprise at least 1 member from each of senior management	Simple majority Convenor has casting vote

<b>Fair Access Committee</b>	Appointed by Board of Governors from Lay Governors	3 per annum	and Lay Governors) 2 members plus Convenor	Simple majority Convenor has casting vote
<b>Finance and General Purposes Committee</b>	Appointed by Board of Governors from Lay Governors	6 per annum	2 members plus Convenor	Simple majority Convenor has casting vote
<b>People and Culture Committee</b>	Appointed by Board of Governors from Lay Governors	1 per term	4 members plus Convenor	Simple majority Convenor has casting vote
<b>Nominations Committee</b>	Chair of the Board of Governors	As required	2 members plus Convenor	Simple majority Chair has casting vote
<b>Remunerations Committee</b>	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
<b>Risk Management Committee</b>	Director of Finance and Estates	3 per annum	3 members plus Convenor	Simple majority Convenor has casting vote
<b>Convenors' Group</b>		1 per annum		

