

At Glasgow and within the Board Room of the Royal Conservatoire of Scotland on Friday 25 April 2014 at 10.30am

Being a meeting of the Board of Governors

PRESENT

Mr Matthew Chinn	Miss Eileen Mackay
Professor Norman Gillies	Dr Gordon McPherson
Mr John Hylands	Mr Donald MacRae
Dr Steve Inch	Ms Carol Main
Mr Iain Jennison	Mr Gavin Reid
Dr Paul Jourdan	Mrs Agnes Robson
Professor Maggie Kinloch	Professor Norman Sharp
Mr Mark Leishman	Professor John Wallace

IN ATTENDANCE

Mr Ewan Hailey
Mr Alan Smith
Mr Hugh Hodgart
Mrs Jackie Russell
Professor Aaron Shorr

IN THE CHAIR

Lord Vallance of Tummel

The Chairman welcomed Carol Main to her first meeting of the Board and thanked her for agreeing to join the Health and Safety Committee.

The Chairman welcome Dr Gordon McPherson, Head of Composition, to his first meeting of the Board as Academic Board's appointed member.

Governors noted that Sir Brian McMaster had resigned from the Board and recorded their gratitude to Sir Brian for his efforts on behalf of the Conservatoire.

Governors noted the recent retirement of Professor Celia Duffy and wished her all the best for the future.

1. APOLOGIES FOR ABSENCE

Apologies were received from Sir Sandy Crombie, Mrs Joyce Goodwin and Dr Cindy Sughrue.

2. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 24 JANUARY 2014

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

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

There were no matters arising not elsewhere on the agenda.

4. COMPANION EMERITUS

On the recommendation of the Nominations Committee, Governors agreed that the award of Companion Emeritus should be offered to two individuals whose names appear in the minute book.

5. REPORT FROM THE PRINCIPAL

The Principal's report was received. Professor Wallace highlighted the following:

- The increasingly competitive nature of the conservatoire sector and the compelling need for the Conservatoire to maintain efforts to keep pace with other leading UK conservatoires, particularly in terms of bursaries.
- The removal of the cap on undergraduate recruitment in the English higher education sector and the potential impact that that may have on the Conservatoire's recruitment.
- The need for the Conservatoire to develop its own pool of applicants through its various pre-HE initiatives.
- The need to identify and exploit additional income streams and develop the relationship with the ABRSM.
- The need to increase funded numbers provided by the SFC.
- The need to identify 'angels' to support the production schedule.

The Principal also highlighted the recent and very successful student tour to India and the production of *Merchant of Venice* by year 2 of the BA Acting in Taiwan.

6. AMENDMENT TO STATUTORY INSTRUMENT

The Secretary reported that Scottish Government had now provided a timetable for the approval of the proposed amendments to the Royal

Conservatoire's Statutory Instrument. That timetable proposed a 'coming into force' date for the new Statutory Instrument of 1 September 2014, with which Governors were content. In order to comply with that timetable, it would be necessary to convene an extraordinary meeting of the Board in June 2014, the precise date of which would be confirmed on receipt of the final draft of the Statutory Instrument from Scottish Government.

7. SFC OUTCOME AGREEMENT

7.1 Session 2014/15

Confirmed Outcome Agreement

The confirmed Outcome Agreement for session 2014/15 was noted.

7.2 Session 2013/14

Progress Report

Progress in relation to the Outcome Agreement for the current session was noted. Overall, progress was satisfactory in terms of agreed outcomes and there were no issues of concern.

8. REVIEW OF THE EFFECTIVENESS OF THE CONSERVATOIRE'S GOVERNANCE

8.1 Progress Report

Progress in relation to the action points arising from the review of the effectiveness of the Conservatoire's Governance was noted. All actions were being addressed, with a number of them being dealt with under the report from the Nominations Committee at Item 10 below. Additionally, Governors noted that Board minutes would now be published on the Conservatoire's web-site as part of a newly constructed Governance page.

As agreed through the effectiveness review, summaries of minutes of meetings of the Committees which report to the Board were included with the full minutes of the meetings of those committees in the papers for today's meeting. On that basis, Governors would be asked at the conclusion of this meeting if, in future, they would be content to receive summary records of meetings only.

8.2 Reporting of Critical Incidents to the Board

A protocol for the reporting of critical incidents to the Board was approved.

9. REPORT FROM THE STUDENTS' UNION

The President of the Student Union's report was received. It was agreed to remit the issue of the President's stipend and the number of sabbatical officers to the Principal and the Director of Finance and Estates to discuss with the President of the Students' Union.

10. REPORT FROM THE NOMINATIONS COMMITTEE

10.1 Board Membership

On the recommendation of the Nominations Committee, the Board approved a further period of membership of 3 years for the following Governors:

Dr Steve Inch
Mr Gavin Reid
Professor Norman Sharp
Mr John Hylands
Mr Donald MacRae

10.2 Response to the Scottish Code of Good HE Governance

Governors noted the Nomination Committee's response to those sections of the Scottish Code of Good HE Governance which applied to its work and approved each of the recommendations set out in that response. In doing that, it was agreed that 'periodic' would be a more accurate means of describing the Board's approach to advertising for Lay Governors than 'occasional' as appeared in the Committee's paper.

10.3 Equality and Diversity: Monitoring

Being aware of the requirement under the 2010 Equalities Act for public authorities, of which the Conservatoire was one, to gather and publish data in respect of its employees in terms of the nine protected characteristics identified in the Act, Governors considered whether the Board should monitor its own membership on that same basis.

After discussion, it was agreed that the question should be put to a vote of Lay Governors, the outcome of which was that the Board's membership should be monitored in terms of the nine protected characteristics. Lay Governors would therefore be invited, on a voluntary and confidential basis, to provide the personal data to enable that to be done. The Secretary would formulate a process for the collection, storage and reporting of that data, which would be presented to Governors for approval.

10.4 Draft Statement in Respect of Board Membership

On the recommendation of the Nominations Committee, Governors approved a statement in respect of Board membership in terms of:

- the balance of skills, attributes and experience required by the Board
- the Board's aspirations in respect of equality and diversity
- the personal attributes required of Governors
- the composition and size of the Board
- the monitoring of Board membership in terms of the above

The approved statement would now appear on the governance page of the Conservatoire's website.

10.5 Draft Skills Matrix

On the recommendation of the Nominations Committee, a skills matrix which set out in tabular form those skills which the Board had identified as essential and desirable was approved. The Secretary would invite each Governor to complete the matrix, which would then form part of the Nomination Committee's annual report to the Board.

10.6 Draft Specification for the Role of Governor

On the recommendation of the Nominations Committee, a specification for the role of Governor was approved, subject to the Secretary ensuring that it was entirely consistent with the statement approved under Item 10.4 above and the skills matrix approved under Item 10.5 above. The approved specification would now appear on the governance page of the Conservatoire's website.

10.7 Appointment of Chairman

The Chairman left the meeting for this item.

Miss Mackay, Vice Chair, reported that the Nominations Committee would meet, under her convenorship, in June 2014 to consider arrangements for

the appointment of a Chairman to succeed Lord Vallance, who was scheduled to demit from office on 30 September 2015. On the recommendation of the Nominations Committee, it was agreed that the Chairman's term of office should be extended from 30 September 2015 to 31 December 2015, which would appropriately coincide with the timing of the 2015 Annual General Meeting.

Miss Mackay also reported that, within reasonable limits and with the agreement of the Board, the Chairman had indicated that, dependent upon when his successor was able to assume the role of Chairman, he would be flexible in terms of precisely when he left the Board. Governors expressed their appreciation for that flexibility.

Miss Mackay asked any Lay Governor who wished to be considered for appointment as Chairman to so advise her at the conclusion of this meeting.

The Chairman re-joined the meeting.

11. SCOTTISH CODE OF GOOD HE GOVERNANCE

Governors noted progress in terms of ensuring the Conservatoire's compliance with the principles of the Scottish Code of Good HE Governance, which had been a particular focus of the effectiveness review discussed at Item 8 above. The Board reiterated its intention to demonstrate compliance with all of the Code's principles and the Secretary would provide the Board with a progress report at its next meeting.

It was noted that the SFC's approach to the Code was not entirely clear, particularly in respect of its expectation in respect of compliance with the Code's guidelines (as opposed to its principles) and the Code's specific reference to the SSIs.

12. REPORT FROM THE ACADEMIC BOARD

The minute of the meeting of Academic Board of 5 March 2014 was received.

12.1 Transitions 20/40: Progress Report

Positive progress in respect of Transitions 20/40 was noted. For the future, a more concise report would suffice.

12.2 Quality Assurance and Enhancement Reporting

Governors approved Academic Board's proposals in respect of the annual reporting of quality assurance and enhancement activities.

12.3 Quality Assurance and Enhancement Annual Report to the Board of Governors: 2012/13

The Quality Assurance and Enhancement Annual Report to the Board of Governors: 2012/13 was noted.

13. REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

The minute of the meeting of 21 March 2014 was received.

Mr MacRae reported that a very small surplus was now forecast for the current budget and that next year's budget would produce a surplus of £200k.

The remit for the Finance and General Purposes Committee was approved.

14. REPORT FROM THE AUDIT COMMITTEE

The minute of the meeting of 21 March 2014 was received.

Mr Hylands reported that Scott Moncrieff had been appointed as internal auditors.

A Value for Money Statement, which had been produced in response to the Scottish Code of Good HE Governance, was approved.

15. REPORT FROM THE BUILDINGS COMMITTEE

The minute of the meeting of 21 March 2014 was received.

Dr Inch reported that the Speirs Locks phase 2 development was on time and on budget. The Board congratulated Mr Smith, Director of Finance and Estates, and Mr Brunton, Head of Estates, on this significant achievement.

A proposal in respect of the development of the front of house of the Renfrew Street building would be presented to the next meeting of the Board.

16. REPORT FROM THE HEALTH AND SAFETY COMMITTEE

The minute of the meeting of 26 March 2014 was received.

In Dr Sughrue's absence, Mrs Russell reported that child protection training was being delivered to all staff. The precise level and nature of that training was tailored to the degree of staff contact with children.

16.1 Controlling Noise at Work

It was agreed that the Director of Human Resources would submit a written report to the next meeting of the Board in respect of controlling noise at work, with specific reference to students.

16.2 Health and Safety Standards: External Performances

It was agreed that the Director of Human Resources would submit a written report to the next meeting of the Board in respect of health and safety standards applied to external performances.

17. REPORT FROM HUMAN RESOURCES

The report from the Director of Human Resources was noted.

18. DATE OF NEXT MEETING

The next meeting would take place on 4 July 2014.

19. ANY OTHER COMPETENT BUSINESS

Governors considered the question posed at Item 8.1 above in respect of single page summary records of Committee meetings being included in Board papers, rather than full minutes. It was agreed that single page summaries should indeed replace full minutes in Board papers, always providing that Governors would continue to have access to minutes through the Governors' portal on the Conservatoire's extranet. It was also

agreed that, at the discretion of Committee Convenors (and in consultation with the Secretary), full minutes would still be circulated if the circumstances merited that approach. In any event, items which required Board approval would be appropriately explained/supported by a paper, which could take the form of a full minute of the Committee's discussion of that particular item.

Items for information

Governors noted the following:

Scottish Drama Training Network: Progress Report

Graduate Tracking Study – Conservatoires UK

CUKAS Annual Report

ACTIONS

Agenda Item No.	Person	Action
9	Principal, Director of Finance and Estates, President SU	To consider President's stipend and number of SU sabbaticals.
10.3	Secretary	To formulate a process for the collection, storage and reporting of protected characteristic data.
10.5	Secretary Lay Governors	Circulate and complete skills matrix.
10.6	Secretary	To ensure that all statements referring to Board membership are consistent.
10.7	Lay Governors	To advise Miss Mackay of interest in being considered for the role of Chairman.
11	Secretary	To provide the Board with a progress report in respect of compliance with the Scottish Code of Good HE Governance at its next meeting.
12.1	Deputy Principal	To provide the Board with more concise Transitions 20/40 progress reports.
16.1	Director of HR	To provide the Board with a paper in respect of controlling noise at work, with specific reference to students.
16.2	Director of HR	To provide the Board with a paper in respect of health and safety standards applied to external performances.