

At Glasgow and within the Board Room of the Royal Conservatoire of Scotland on Friday 3 July 2015 at 10.30am

Being a meeting of the Board of Governors

PRESENT

Miss Ankna Arockiam	Miss Eileen Mackay
Dr Laura Bissell	Ms Carol Main
Sir Sandy Crombie	Mr Gavin Reid
Mrs Joyce Goodwin	Professor Jeffrey Sharkey
Mr John Hylands	Professor Norman Sharp
Mrs Catherine Jackson	Dr Cindy Sughrue
Professor Maggie Kinloch	

IN ATTENDANCE

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

IN THE CHAIR Lord Vallance of Tummel

The Chairman welcomed Dr Laura Bissell to her first meeting as staff Governor elected by academic staff.

1. APOLOGIES FOR ABSENCE

Apologies were received from Professor Norman Gillies, Dr Paul Jourdan, Mr Mark Leishman, Dr Gordon MacPherson, Professor Donald MacRae and Mrs Agnes Robson.

2. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 23 APRIL 2015

The minute of the previous meeting was approved subject to '2106' at Item 10.2 being amended to read '2016'.

3. MATTERS ARISING NOT ELSEWHERE ON THE AGENDA

There were no matters arising not elsewhere on the agenda.

4. THE AWARD OF FELLOWSHIPS

The Chairman invited Governors to pass any suggestions for the award of Fellowship at the forthcoming October Graduation Ceremony to the Secretary.

5. REPORT FROM THE PRINCIPAL

The Principal's report was received. The Principal particularly drew Governors' attention to the Conservatoire's first digital prospectus and to the work that he and the Director of External Relations were engaged in in respect of fundraising.

6. REPORT FROM THE STUDENTS' UNION

Governors congratulated Ms Arockiam on her election as SU President and, in his absence, Amin Keshmiri on his election as SU Vice President.

The outgoing President's report was noted.

6.1 Revised Students' Union Constitution

A draft Students' Union Constitution was received. It was agreed that the SU President should meet with the Director of Finance and Estates and the Secretary to review the draft, with a view to bringing a revised draft to the Board's next meeting.

7. GOVERNANCE

7.1 HE Governance Bill

Governors noted various sectoral and Conservatoire initiatives in respect of the Higher Education Governance (Scotland) Bill. Scottish Parliament's Education and Culture Committee, which would scrutinise the Bill before it was debated by Parliament, had issued a call for evidence to inform that scrutiny. Governors agreed that a working group should be set up to oversee the drafting of the Conservatoire's response to that call for evidence, which would be circulated to Governors prior to its submission to the Committee.

7.2 Board Effectiveness Review

The concluding report of the Board's effectiveness review of January 2014 was received. The outcome of CSMT's work in respect of stakeholder engagement would be reported to the Board when completed.

7.3 Annual Effectiveness Review

The positive outcome of annual effectiveness review survey was noted. No further action was required and it was noted with approval that, in future years, the survey would be extended to include all categories of Governors.

8. REPORT FROM THE REMUNERATION COMMITTEE

8.1 Committee of Scottish Chairs Guidance to Remuneration Committee

Guidance from the Committee of Scottish Chairs to Remuneration Committees in all HEIs was noted.

8.2 Revised Remuneration Policy

The Board approved a revised Remuneration Policy, which had been amended to take account of the guidance noted immediately above.

9. STRATEGIC PLAN: 2012/15 – CONCLUDING REPORT

Governors received the concluding report in respect of the 2012/15 Strategic Plan.

Governors acknowledged that, in the course of the time-frame of that Plan and its predecessor, the Conservatoire had undergone a profound transformation.

10. SFC OUTCOME AGREEMENT: 2014/15 – PROGRESS REPORT

Governors noted progress in respect of the Conservatoire/SFC 2014/15 Outcome Agreement.

The Deputy Principal reminded Governors that the next Outcome Agreement would be of 3 years' duration. On the basis of previous negotiations and current SFC policy, Professor Kinloch anticipated that SFC would wish to see higher targets agreed for SIMD 20/40 recruitment. It was agreed that all of the implications (practical and 'in principle') of that eventuality would be considered by the Board, via Academic Board, at the appropriate time.

11. SUMMARY OF STRATEGIC PLAN: 2015/20

An interim progress report on the development of the 2015/20 Strategic Plan was received. Governors were supportive of the direction of travel as indicated by that report. Governors particularly welcomed the commitment to enhance the quality of the student experience through the professional development of all staff, with an explicit focus on part-time hourly paid teachers. A fully developed plan would, via Academic Board, be brought to the next meeting of the Board for approval.

It was agreed that, in developing the plan, further work should be done to identify the Conservatoire's stakeholders and, on that basis, a stakeholder engagement strategy should be developed. That work should also inform the approach taken to the measurement and demonstration of success – both in absolute and relative terms.

In order to fully realise the Plan's aims, it was acknowledged that current funding would need to be augmented by new sources of funding, which the Principal confirmed was a priority.

12. REPORT FROM THE ACADEMIC BOARD

A report from the meeting of 24 June 2015 was received.

The Chairman reminded Governors of the nature of the relationship between the Board of Governors and the Academic Board, which required the Board of Governors to maintain an oversight of the work of Academic Board, but which precluded (except in the most exceptional of circumstances) the Board of Governors directing the work of Academic Board.

12.1 Academic Board Effectiveness Review: Outcome and Response

Governors noted the outcome of Academic Board's effectiveness review.

12.2 BEd Music and the University of Glasgow

The Principal reported that, together with the Director of Music, he had met with the Principal of the University of Glasgow to discuss future arrangements for the delivery of the BEd Music. Governors confirmed that, if Academic Board concluded that it would enhance the quality of the student experience and be financially viable for the Conservatoire to dissolve the partnership with the University in the delivery of the programme, then the Board would support that development.

12.3 Evaluation Framework

Governors noted the Evaluation Framework that would be used to monitor the effectiveness of the undergraduate curriculum. The Deputy Principal confirmed that the consideration of value for money and financial sustainability would feature significantly in the review of the undergraduate curriculum scheduled for 2015/16. A module costing model had recently been adopted to assist in that process.

13. REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

Reports from the meetings of 15 May and 12 June 2015 were received.

Lay Governors agreed that the current national pay offer of a 1% increase should be applied to Conservatoire staff, effective from 1 August 2015.

Correspondence between the Conservatoire and the Trustees of the Royal Conservatoire of Scotland Endowment Trust in respect of a transfer of funds from the Conservatoire to the Trust was noted.

Governors approved the 2015/16 Budget, which projected a surplus of £205k, with a contingency of £359k.

Governors approved Financial Forecasts 2014/15 – 2017/18 for submission to the SFC.

14. REPORT FROM THE AUDIT COMMITTEE

A report from the meeting of 12 June 2015 was received.

15. REPORT FROM THE HEALTH AND SAFETY COMMITTEE

A report from the meeting of 10 June 2015 was received.

16. REPORT FROM THE NOMINATIONS COMMITTEE

16.1 Appointment of new Governors

On the recommendation of the Nominations Committee, Governors agreed that the following should be invited to join the Board:

Dr Shonaig Macpherson
Ms Fiona Ballantyne
Ms Maria Taylor

It was also agreed that Mr Colin Cuthbert should be invited to join the Buildings Committee.

The Secretary reported that a prospective Convenor of the Buildings Committee has been identified and would be interviewed shortly.

16.2 Equality and Diversity: Recording and Monitoring

The Director of Human Resources would re-circulate the equality and diversity questionnaire inviting Governors, on a voluntary basis, to complete the questionnaire and return it to her.

16.3 Search for and Appointment of a New Chair

The Chairman (and attendees) left the meeting for items 16.3 and 17 and Mr Hylands, Senior Independent Governor, assumed the Chair.

Governors noted that Mr Hylands, as Senior Independent Governor, would convene the Nominations Committee as and when it considered the search for, and appointment of, a new Chair.

On the recommendation of the Nominations Committee, Governors agreed:

- A timeline and format for the search and appointments process
- A role specification
- An advertisement (an edited version of the circulated paper)

Governors noted that all of the above conformed with the requirements of the Scottish Code of Good Higher Education Governance and, in

particular, Principles 7 and 11, which pertained to the role and appointment of the Chair of a governing body.

Governors also agreed with the Committee's recommendation that the Board should not engage the services of a head hunter, on the basis that adequate resource exists within the Conservatoire to effectively manage a search process and that the role should not be remunerated for the reasons already identified by the Board in its submission to the consultation exercise around the Higher Education Governance (Scotland) Bill.

Governors were invited to submit suggestions of potential candidates for the role of Chair to either Mr Hylands or to the Secretary.

17. APPRAISAL OF THE CHAIRMAN'S PERFORMANCE

In the context of the Board's recent review of its effectiveness, Mr Hylands shared feedback received from individual Governors in respect of their perceptions of the Chairman's performance over the past year. On that basis, Governors agreed the collective feedback that Mr Hylands should convey to the Chairman – which was unequivocally and overwhelmingly positive.

18. DATES OF NEXT MEETING

The next meeting would take place on 30 October 2015, at 1030am.

19. ANY OTHER COMPETENT BUSINESS

There was no other business.

ACTIONS ARISING FROM THE MEETING OF THE BOARD OF GOVERNORS OF 3 JULY 2015

Item No.	Person(s)	Action	By/when
4	All Governors	Pass any suggestions for the award of Fellowship at the forthcoming October Graduation Ceremony to the Secretary.	ASAP.
6.1	President of the SU	SU President to meet with the Director of Finance and Estates and the Secretary to review draft Constitution, with a view to bringing a revised draft to the Board's next meeting	In time to report to the Board's meeting of 30 October 2015.
7.1	Chairman/Secretary	Arrange meeting of governance working group, draft response to call for evidence and circulate to Governors.	In time to meet call for evidence deadline of 4 September 2015.
7.2	Principal	Report on CSMT work in respect of stakeholder engagement.	When completed.
11	Principal	Present a fully developed Strategic Plan to the Board for approval.	At the Board's next meeting of 30 October 2015.
13	Principal	Action decision to make 1% pay award to all staff from 1 August 2015.	Immediately.
16.1	Secretary	Action decisions in respect of the appointment of new Governors.	Immediately.
16.2	Director of HR	Re-circulate Equality and Diversity Questionnaire.	Immediately.
16.3	Mr Hylands/Secretary	Action decisions in respect of the search and appointment of a new Chair.	In accordance with the agreed timeline.
16.3	All Governors	Submit suggestions of potential candidates for the role of Chair to either Mr Hylands or to the Secretary.	ASAP.
17	Mr Hylands	Convey annual appraisal feedback to the Chairman.	Immediately.