

## **The Board of Governors of the Royal Conservatoire of Scotland**

### **Purpose**

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

The Board of Governors and individual Governors will 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 Royal 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 Royal 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 Royal Conservatoire and such other functions of the Board of Governors as may be assigned to the Academic Board by the Board of Governors. Under these arrangements, the Board of Governors 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 Royal 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 of Governors itself.

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

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 Royal Conservatoire, and with the principles of public life drawn up by the Committee on Standards in Public Life.

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

To safeguard the good name and values of the Royal 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 of Governors 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 Royal Conservatoire and to be responsible for establishing a human resources strategy.

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

To act as the Board of Directors of the Royal 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 Royal 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 Royal Conservatoire.

### **Reserved Powers**

The approval of the Royal Conservatoire's Strategic Plan.

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

The appointment and dismissal of the Chairman of the Board of Governors.

The appointment and dismissal of the Principal.

The appointment and dismissal of all Lay Governors and the dismissal of elected Governors.

The appointment and dismissal of the Secretary.

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

The approval of the committee structure of the Board of Governors.

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

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

- Health and safety
- Equality of opportunity
- Human resources
- 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 Royal Conservatoire.

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

### **Role of the Chairman**

The Chairman is responsible for the leadership of the Board of Governors, and is ultimately responsible for its effectiveness. The Chairman will ensure that the Royal Conservatoire is well connected with its stakeholders, including staff and students. The Chairman 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 Chairman of Board meetings he/she 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 Chairman must have a constructive and challenging working relationship with the Principal and will, on behalf of the Board of Governors, conduct an annual appraisal of the Principal's performance.

The Chairman will chair the Board's Nominations Committee.

### **Role of the Vice Chairman**

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

### **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 Chairman and to serve as an intermediary for other Governors who might wish to raise concerns about the Chairman. The Senior Independent Governor will convene a meeting of the Board of Governors without the Chairman present at least annually to appraise the Chairman's performance.

### **Role of Individual Governors**

Governors should have regard to the terms of the Scottish Code of Good HE Governance, 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 Royal 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 Royal Conservatoire's rules on the acceptance of gifts and hospitality.

## Conflicts of Interest

All Governors are provided with a copy of the Royal Conservatoire's Memorandum and Articles of Association 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 he/she considers may conflict with his/her responsibilities as a Governor of Royal 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 Royal Conservatoire's statutes or instruments and articles of government;
- not bind the Royal Conservatoire to a course of action which it cannot carry out;
- ensure that the Royal 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 Royal Conservatoire;
- act as an ambassador for the Royal 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 Royal Conservatoire;
- implementing the decisions of the Board;
- ensuring that appropriate consultation takes place with the Academic Board concerning the Royal Conservatoire's future development and reporting to the Board of Governors accordingly;
- 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 him/her by others, except when acting under approved arrangements as a proxy for another member of the Board of Governors.

### **Role of the Secretary**

The Secretary to the Board of Governors will 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 of Governors 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 of Governors as a whole.