

At Glasgow and within the Board Room of the Royal Conservatoire of Scotland on Friday 28 October 2016 at 10.30am

Being a meeting of the Board of Governors

PRESENT

Ms Fiona Ballantyne	Dr Shonaig Macpherson
Professor Norman Gillies	Mr Donald MacRae
Mr John Hylands	Mr Mark Paris
Dr Paul Jourdan	Mr Gavin Reid
Professor Nick Kuenssberg	Professor Jeffrey Sharkey
Mrs Agnes Robson	Professor Norman Sharp
Ms Tari Lang	Mr William Stringer
Ms Carol Main	Ms Maria Taylor
Mr Ed Monaghan	

IN ATTENDANCE

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

IN THE CHAIR Lord Vallance of Tummel

On the occasion of their last meeting of the Board, the Chairman thanked Dr Paul Jourdan and (in his absence), Mr Amin Keshmeri for their valued contributions to the work of the Board.

1. APOLOGIES FOR ABSENCE

Apologies were received from Mr Leishman.

2. STATUTORY ACCOUNTS 2015/16 (REPORT FROM THE EXTERNAL AUDITORS AND ANNUAL STATUTORY ACCOUNTS: FOR APPROVAL)

The previously circulated draft accounts and report from the external auditors, Chiene and Tait, were noted.

The Chairman welcomed Mr Jeremy Chittleburgh from Chiene and Tait to the meeting, and invited him to present his report and opinion on the accounts. Mr Chittleburgh confirmed that he was content to sign an unqualified audit report.

Mr Hylands presented the Audit Committee's Annual Report to the Board, which was taken as read. The report concluded with an assurance that, in the opinion of the Audit Committee, the Board's responsibilities as described in the Responsibilities Statement in the Annual Report had been satisfactorily discharged. Mr Hylands confirmed that neither the Board nor any member of the Executive had received *pro-bono* advice from either the internal or external auditors.

Mr MacRae, Chairman of the Finance and General Purposes Committee, drew Governors' attention to the minutes of the meetings of the Finance and General Purposes Committee of 16 September and 14 October 2016 in respect of the Statutory Accounts for 2015/16. Mr MacRae reported that no Governors received remuneration in their capacity as Governors, other than out of pocket expenses, with the exception that Directors' and Officers' Liability Insurance cover is provided for all Governors.

It was agreed to adopt the Accounts and to lay them before members at the Annual General Meeting to be held on 7 December 2016. In particular, Governors **confirmed** that they were content with the Report of the Governors.

Subsequent to the meeting, the accounts were signed by the Chairman, the Principal and the Director of Finance and Estates on behalf of the Board of Governors.

Commission on Widening Access

*The Board received a presentation from the Director of Academic Innovation in respect of A Blueprint for Fairness, the final report from the Scottish Government's Commission on Widening Access. **It was agreed** that the implications of that report for the Conservatoire should be considered further at the Board's next away-days.*

3. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 8 JULY 2016

The minute of the previous meeting was approved as an accurate record, subject to Ms Ballantyne being included in the list of apologies.

4. MATTERS ARISING FROM THE MINUTE NOT ELSEWHERE ON THE AGENDA

It was noted that the Senior Management Team had decided not to proceed with a *Creative Arts Education in Scotland* annual report.

5. ANNUAL EFFECTIVENESS REVIEW

The outcome of the 2015/16 review of the Board's effectiveness was received. Acknowledging that that review had not raised any issues that required immediate attention, **it was agreed** that the Chair-designate should consider the outcome of the review in consultation with other Governors and the Secretary as appropriate, and report back to the Board's next meeting.

6. REPORT FROM THE PRINCIPAL

The Principal's report was received.

7. REPORT FROM THE PRESIDENT OF THE STUDENTS' UNION

The President's report was received. **It was agreed** that the level of financial and administrative support available to the Students' Union should be reviewed, with reference to other HEIs, and that a report would subsequently be made to the Finance and General Purposes Committee. **It was also agreed** that the Director of Finance and Estates should prepare a briefing paper that set out the Conservatoire's income and expenditure, to include the amount distributed through scholarship and bursary support, so that students might achieve a better understanding of the Conservatoire's financial position and its spending priorities.

Mr Stringer reported that the Students' Union intended to create a Strategic Plan, and he invited any Governor willing to assist in drafting that plan to contact him.

8. GOVERNANCE

8.1 Review of the Scottish Code of Good Higher Education Governance

The submission to the Code Review Committee set up to review the Scottish Code of Good Higher Education Governance made by the Conservatoire, the Glasgow School of Art and Scotland's Rural University College was noted.

The consultant employed by Code Review Committee to gather stakeholder opinion had met with a range of Governors and staff and, on that basis, had formed a very clear view that the Conservatoire community did not wish to see significant changes made to the current Code.

8.2 Higher Education Governance Act (Scotland) 2016

Whilst it remained the Board's intention to seek an exemption from the Higher Education Governance Act (Scotland) 2016, **it was agreed** that the Board should nevertheless also plan for its implementation. Accordingly, the Board **approved** plans to both seek exemption and to implement the Act, should that

prove necessary. **It was also agreed** to set up a working group to advise the Board as discussions with Scottish Government progressed.

8.3 Draft Resolution: Appointment of Chair

A resolution to be put to the AGM in respect of the appointment of a new Chair was **approved** as circulated.

Secretary's note: It was subsequently confirmed that the resolution was 'ordinary' in nature.

9. SFC OUTCOME AGREEMENT

9.1 University Outcome Agreement Guidance 2016/17

SFC Outcome Agreement Guidance for 2016/17 was noted.

9.2 Outcome Agreement 2015/16: Self-Evaluation

The Conservatoire's self-evaluation in respect of the 2015/16 Outcome Agreement was noted.

10. REPORT FROM THE INCOME GENERATION GROUP

A concluding report from the Income Generation Group was received. Recommendations would be taken forward by the Senior Management Team. How Governors might contribute to income generation efforts would be considered at the Board's next away-days.

11. ANNUAL REPORT FROM THE NOMINATIONS COMMITTEE

The Nomination Committee's annual report for session 2015/16 was received.

12. ANNUAL REPORT FROM THE REMUNERATION COMMITTEE

The Remuneration Committee's annual report for session 2015/16 was received.

12.1 Remuneration Committee Remit

A revised remit for the Remuneration Committee was **approved** as circulated.

13. REPORT FROM THE ACADEMIC BOARD

Reports from Academic Board's meetings of 31 August and 12 October 2016 were received.

13.1 Membership of Academic Board in terms of the Higher Education Governance (Scotland) Act 2016

Governors **approved** a proposal to amend the membership of Academic Board so that it accorded with the requirements of the Higher Education Governance (Scotland) Act 2016. Noting that Scottish Government had stated that it expected all Higher Education Institutions to be compliant with the Act by 2020, **it was agreed** that the adoption of the revised membership should await the outcome of the discussions referred to at Item 8.2 above.

13.2 NSS: 2015/16 – Initial Responses

Full responses to 2015/16 NSS results were currently being developed. A full report and presentation would be made to the Board's next meeting. More generally, means of gathering and responding to student feedback would be considered at the Board's next away-days.

13.3 Institution-Led Review of Quality: Annual Report to SFC – 2015/16

The annual Institution-Led Review of Quality report was retrospectively **approved**, having been previously approved by the Finance and General Purposes Committee prior to its submission to the SFC. In approving the report, Governors also endorsed SFC's *pro forma* statement of assurance in respect of the Conservatoire's arrangements for the maintenance of standards and the enhancement of quality.

14. REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

Reports from the Finance and General Purposes Committee's meetings of 16 September and 14 October 2016 were received.

Mr MacRae highlighted this year's positive performance in terms of student recruitment and the welcome prospect of the Conservatoire benefiting from Theatre Tax Relief.

15. REPORT FROM THE AUDIT COMMITTEE

A report from the Audit Committee's meeting of 14 October 2016 was received (the report from the joint meeting of the Audit Committee and the Finance and General Purposes Committee of 14 October 2016 was taken under Item 2).

16. HEALTH AND SAFETY COMMITTEE

A report from the Health and Safety Committee's meeting of 5 October 2016 was received.

16.1 Annual Report

The Health and Safety Committee's annual report for session 2015/16 was received.

16.2 Mental Health

The reports commissioned by the Committee dealing with mental health in the student community would be considered at the Board's next away-days.

17. BUILDINGS COMMITTEE

A report from the Building Committee's meeting of 16 September 2016 was received.

18. REPORT FROM THE INTERNATIONAL ADVISORY BOARD

Mr Paris reported on progress in terms of IAB membership and priorities – the first of which was to raise awareness of the Conservatoire in the United States. All IAB members would make a donation to the Conservatoire and, individually and collectively, would facilitate the development of partnerships and networks for the Conservatoire in the US. Conservatoire graduates based in the US would be invited to assist in those efforts.

The IAB would meet 3 times annually – in New York, in Glasgow and in a location yet to be determined.

19. STRATEGY AWAY DAYS

19.1 Response to Recommendations Arising from the Away-Days 2015/16

Governors noted progress in respect of recommendations made at the Board's 2015/16 away-days.

19.2 Arrangements for 2016/17

The Secretary was currently canvassing for dates for the 2016/17 Board away-days. In addition to those identified at today's meeting, Governors were invited to propose topics for discussion to the Secretary.

20. AGM: 7 DECEMBER 2016 AT 11AM

The date and time of the forthcoming AGM was noted.

21. ANY OTHER COMPETENT BUSINESS

On the occasion of his last meeting, Governors and staff thanked Lord Vallance for his outstanding service to the Conservatoire as Chairman of the Board over the last ten years.

22. DATE OF NEXT MEETING

The next meeting would take place on Friday 27 January 2017.

ACTIONS ARISING FROM THE BOARD OF GOVERNORS' MEETING OF 28 OCTOBER 2016

Item No.	Person(s)	Action	By/when
2	Secretary	Lay adopted accounts before members at the AGM to be held on 7 December 2016.	As per schedule for AGM.
5	Chair-designate	Consider the outcome of the Board's effectiveness review in consultation with other Governors and the Secretary as appropriate, and report back to the Board's next meeting.	In time to report to the Board's meeting of 27 January 2017.
7	Director of Finance and Estates/ SU President	Review the level of financial and administrative support available to the Students' Union and report to the Finance and General Purposes Committee.	In time to report to the Board's meeting of 27 January 2017.
7	Director of Finance and Estates	Prepare a briefing paper setting out the Conservatoire's income and expenditure, to include the amount distributed through scholarship and bursary support, for distribution to students.	Immediately.
7	All Governors	To consider assisting the SU to draft a Strategic Plan.	Immediately.
8.2	Secretary	Implement agreed approach to the HE Governance (Scotland) Act 2016.	In accordance with approved plan.
8.3	Secretary	Put agreed resolution to members at the AGM to be held on 7 December 2016.	As per schedule for AGM.
10	CSMT	Consider the outcome of the work of the IGG.	To report to the Board's next away-days.
13.1	Academic Board	Adopt revised membership at an appropriate point.	To be determined.
13.2	Principal	Report on progress in responding to NSS.	In time to report to the Board's meeting of 27 January 2017.
13.3	Secretary	Confirm approval of Institution-Led Review of Quality report to SFC and provide statement of assurance.	Immediately.
19.2	All Governors	Propose topics for discussion at next away-days.	By 20 December 2016.