

**At Glasgow and within the Board Room of
the Royal Conservatoire of Scotland on
Friday 27 January 2017 at 10.00**

**Being a meeting of the Board of
Governors**

PRESENT

Dr Laura Bissell	Mr Ed Monaghan
Ms Victoria Chen	Mr Mark Paris (by telephone)
Professor Norman Gillies	Mr Gavin Reid
Mr John Hylands	Mrs Agnes Robson
Mrs Catherine Jackson	Ms Jean Sangster
Ms Tari Lang	Professor Jeffrey Sharkey
Mr Mark Leishman	Professor Norman Sharp
Dr Shonaig Macpherson	Mr William Stringer
Mr Donald MacRae	Ms Maria Taylor

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

Professor Nick Keunssberg

Governors welcomed Professor Kuenssberg to his first meeting of the Board as Chairman and noted the adoption of a resolution at the AGM of 7 December 2017, which welcomed his appointment as Chair.

Declarations of Interest

Professor Kuenssberg reported that he was Chair of 'Klik2learn Ltd', which was mentioned in the Principal's Report, to be considered under Item 4.

No other Governor declared an interest.

1. APOLOGIES FOR ABSENCE

Apologies were received from Ms Ballantyne and Ms Main.

**2. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF
GOVERNORS HELD ON 28 OCTOBER 2016**

The minutes of the meeting of 28 October 2016 were approved as an accurate record.

3. **MATTERS ARISING FROM THE MINUTE NOT ELSEWHERE ON THE AGENDA**

There were no matters arising not elsewhere on the agenda. All action points arising from the previous meeting had been progressed appropriately.

4. **REPORT FROM THE PRINCIPAL**

The Principal's report was received, and the following points were highlighted:

- The very recent opening of additional teaching and practice space, which was completed on time, and on budget. The project had been funded through a capital campaign and final efforts were being made to bridge the relatively small funding shortfall of £82K.
- That Mr Reid had recently engaged with the Junior Conservatoire in an advisory capacity.
- That a meeting had been scheduled with the Minister for Further Education, Higher Education and Science to discuss a range of issues, including the growing disparity in funding between the Conservatoire and comparable English conservatoires.
- The stellar achievements of graduates, students and staff, nationally and internationally.
- The extent and quality of international engagement.
- That the Conservatoire would not engage in TEF for next year – that decision would be reviewed on an annual basis.

Noting a number of scheduled meetings with a range of MSPs, **it was agreed** that a strategy for engagement with Scottish Government, opposition parties and MSPs more generally should be developed.

5. **REPORT FROM THE PRESIDENT OF THE STUDENTS' UNION**

The President's report was received. Noting the SU Council's decision to encourage a student boycott of the NSS in the current session, the Principal reported that the Conservatoire would continue to promote and administer the survey as it had done in previous years. The SU Council had cordially agreed to a request from the Principal to attend one of its meetings to discuss the matter further, at which time the Principal would explain why he considered participation in the NSS to be in the overall interests of the Conservatoire and its students.

If it transpired that the Conservatoire was absent from published NSS data for 2016/17, **it was agreed** that efforts should be made to make good that communications deficit through the development of a very positive narrative in respect of the student experience.

6. REPORT OF THE CHAIRMAN'S MEETING WITH THE CHAIR AND (ACTING) CHIEF EXECUTIVE OF THE SCOTTISH FUNDING COUNCIL

A report of a meeting between the Chairman and the Chair and the Acting Chief Executive of SFC was noted. Professor Kuenssberg confirmed that that meeting had been positive in tone and content, with an emphasis on the requirement for additional funding to extend the geographic scope of the Conservatoire's widening access programme.

7. GOVERNANCE

7.1 Higher Education Governance (Scotland) Act 2016

The Minister for Further Education, Higher Education and Science had notified HEIs that the commencement date for the Higher Education Governance (Scotland) Act 2016 was 30 December 2016, and that full compliance with the Act would be required by 30 December 2020. Governors **confirmed** that it remained the Board's intention to seek an exemption from all, or parts, of the Act and noted that the Principal would raise that prospect in the course of his meeting with the Minister noted under Item 4.

It was agreed that a meeting of the working group set up by the Board at its last meeting to advise the Board on its overall approach to the Act as discussions with Scottish Government progressed should be convened to follow the Principal's meeting with the Minister.

8. REPORT FROM THE NOMINATIONS COMMITTEE

8.1 Board Membership

Current Board and Committee membership was noted. **It was agreed** that Mrs Robson should join the Nominations Committee, and that one additional Lay Governor should join the Health, Safety and Wellbeing Committee, who would be identified outwith the meeting.

8.2 Appointment of new Governors

Following interviews by a sub-group of the Nominations Committee, **it was agreed** that the following individuals should be appointed as Governors, effective from the date of the Board's next meeting:

Dr Anne Lorne Gillies

Ms Sharon Mair

Sir Jonathan Mills

Ms Colleen Toomey (Ms Toomey would also be invited to join the International Advisory Board.)

In doing that, Governors noted that, following the addition of these new Governors, the gender balance of Lay Governors would be 47% female and 53% male. An additional four Governors would bring the total number of Lay Governors to 19, which was the upper limit specified by the Conservatoire's Statutory Instrument.

Appointments to the Board would be for terms of three years, with a maximum of three terms, although the Chairman noted that the term of office of new and existing Governors may not necessarily be for the maximum term.

It was also agreed that the following individuals should be appointed to a Committee (given in brackets) of the Board:

Ms Susan Hay (Fair Access)
Mr Andrew McFarlane (Buildings)
Mr Robert Rae (Fair Access)
Ms Caroline Roxburgh (Audit)
Ms Karen Townsend (Fair Access)

Appointments to Board Committees would be for terms of two years, with a maximum of four terms.

Noting that there had been a very positive response to the Conservatoire's advertisement of December 2016 for new Governors, the Chairman reported that whilst several applicants had been unsuccessful, the sub-group of the Nominations Committee had nevertheless agreed that it would be worthwhile to develop a relationship with some of those unsuccessful applicants, relevant to their particular area of expertise.

9. REPORT FROM THE ACADEMIC BOARD

9.1 Summary report of the meeting of 13 January 2017

A report of Academic Board's meeting of 13 January 2017 was received.

9.2 Undergraduate Reviews

Academic Board's decision to re-schedule programme reviews planned for the current session to session 2017/18 was noted. Although supportive of that decision, Staff Governors reported their colleagues' frustration in respect of the management of the review process to date, and requested that a clear timetable be established, and adhered to, for the remainder of the process. Staff Governors also stated that colleagues had invested considerable time and effort in reviewing their programmes, and that it was hoped that the output of that work would not be lost as the review process entered this next phase.

In summary, Staff Governors requested:

- A clear deadline and timetable for the extended period of review.
- Clarity in respect of responsibility and accountability for key decisions in respect of programme design rules, and the effective communication of those decisions.
- A clear structure for the progress of the review process in the forthcoming academic year that would minimise additional staff effort in advance of the final review.
- Support for staff in this next stage of the review, so as to avoid further negative impact on staff morale and to underpin the student experience.

The Principal acknowledged colleagues' concerns, and confirmed that Academic Board had commissioned an evaluation of the process thus far so as to identify lessons to be learned. The Principal also expressed confidence in the Short Life Working Group (SLWG) that Academic Board had set up under the convenorship of Dr Francis Quinault (who had convened the Steering Group for the previous Curriculum Reform project) to take the review process forward in an inclusive and effective way. The Principal would ensure that the SLWG would address the issues highlighted by Staff Governors.

Staff Governors confirmed that they welcomed the creation of the SLWG, and the planned evaluation of the effectiveness of the process to date.

Governors noted the impact that re-scheduling of programme reviews may have on the Conservatoire's capacity to engage in an ELIR in 2017/18. The Board was therefore supportive of the Principal's efforts to ensure that ELIR either dovetailed with the review process, or was scheduled for the year following the conclusion of the process i.e. 2018/19.

9.3 Statement of Primary Responsibilities

A Statement of Primary Responsibilities **was approved**, subject to Academic Board's responsibilities in terms of the approval and monitoring of the Strategic Plan and the Outcome Agreement being limited to academic matters. The Secretary would circulate a revised Statement for final approval.

9.4 Fair Access Committee

The creation of a Fair Access Committee under the convenorship of Professor Sharp **was approved**. The Committee would, as its first task, review the remit and membership as circulated, with a view to submitting a confirmed remit and membership to the next meeting of the Board for approval. Given the advisory nature of the Committee, it was envisaged that two meetings per year would be sufficient for it to fulfil its remit.

9.5 Draft Outcome Agreement: 2017/18

An initial draft of the 2017/18 Outcome Agreement was noted.

9.6 Report on Quality Assurance and Enhancement

The annual Report on Quality Assurance and Enhancement would be made at the Board's forthcoming away-days.

10. REPORT FROM THE FINANCE COMMITTEE AND GENERAL PURPOSES COMMITTEE

10.1 Summary report of the meeting 13 January 2017

A report of the Finance and General Purposes Committee's meeting of 13 January 2017 was received.

10.2 Approval of TRAC Return to SFC

The TRAC return for 2015/16 **was approved** for submission to SFC.

10.3 Management Accounts

Mr MacRae reported that the Conservatoire was on track to achieve the forecast surplus of £150k in the current year. Whilst contingency funds had been exhausted, it was anticipated that theatre tax relief would make a contribution before the year end. Mr MacRae commended effective student recruitment in the current session, and reiterated the need to maintain that positive momentum.

11. REPORT FROM THE HEALTH AND SAFETY COMMITTEE

11.1 Summary report of the meeting of 11 January 2017

A report of the Health and Safety Committee's meeting of 11 January 2017 was received. The positive impact of the appointment of an interim Health, Safety and Wellbeing Manager was noted.

Progress in respect of child protection was noted with approval.

Governors commended the initiative to convene a Mental Health Disability Symposium on 10 May 2017, which the Chairman indicated he would be pleased to attend.

11.2 Proposal to change the name of the Committee to *The Health, Safety and Wellbeing Committee*

A proposal to change the name of the Health and Safety Committee to the Health, Safety and Wellbeing Committee **was approved**.

12. REPORT FROM THE BUILDINGS COMMITTEE

12.1 Summary report of the meeting of 13 January 2017

A report of the Buildings Committee's meeting of 13 January 2017 was received.

Governors recorded their appreciation of the efforts of the Buildings Committee, the Director of Finance and Estates and the Head of Estates in delivering the development of D2/R6 on time and to budget.

Governors noted the publication of a VEAT notice in respect of the student accommodation development planned for Dunblane Street. It was anticipated that the sale of the Dunblane Street site would conclude in May 2017.

Following a presentation from Mr Monaghan that set out plans for the development of the front of house at the Renfrew Street building, Governors **approved** the development of a full design brief to reflect the Conservatoire's future requirements in respect of student numbers, related academic and artistic activities and required space.

It was agreed that effective communication with staff and students was of the utmost importance as this project evolved, particularly in respect of explaining why the project was important to the future of the Conservatoire, and the fact that it would be funded through fund-raising i.e. it would not lead to a diversion of resources away from learning and teaching. Effective communication would be underpinned by extensive consultation with staff and students.

Current thinking was that the project would be the subject of an architectural competition. **It was agreed** that clarity of brief was an absolute pre-requisite for the project's success. **It was also agreed** that contact should be made with other cultural organisations that had recently undertaken similar projects.

The Chairman reiterated the scale of the task ahead in realising this vision, both for management, and for the Board and summarised issues to be addressed/resolved as follows:

- Clarification of the 10 year strategy for student numbers and programmes
- Subsequent definition of space requirements
- The nature of the consultation with staff and students
- The organisation of an architectural competition, which should be international in scope

- Formulating a funding strategy and structure (to include tax considerations)
- Formulating final outline plans, leading to final detailed plans and materials specification
- Arrangements for tender
- Making a planning application
- Implementation

Those objectives would involve both sequential and simultaneous phases, realism on funding potential and the identification of funding and project management teams for a project of potentially £15m.

Further discussion would take place at the Board's forthcoming away-days.

13. REPORT FROM THE INTERNATIONAL ADVISORY BOARD

Mr Paris provided an oral report in respect of progress with the International Advisory Board, and Ms Lang's membership of the Board was welcomed.

14. STRATEGY AWAY-DAYS: THURSDAY 30 AND FRIDAY 31 MARCH 2017

Topics for consideration at the Board's forthcoming away-days were noted. Additionally, a report on progress with undergraduate reviews would be included in presentations; consideration would be given to what the Conservatoire needed to do and/or achieve to further enhance its international reputation; the Conservatoire's Strategic Risk Register would be reviewed and proposed estates developments would be considered further.

15. CHAIRMAN'S RESPONSE TO BOARD'S ANNUAL EFFECTIVENESS REVIEW

The Chairman's response to the Board's 2015/16 Annual Effectiveness Review was received. **It was agreed** that Governors' engagement with the entire Conservatoire community, students and all categories of staff, required further consideration. The Chairman would engage with individual Governors on a one-to-one basis as part of a two-way process to address issues identified in his paper.

16. GOVERNORS' AND TRUSTEES' TICKET PROGRAMME

The ticketing programme was welcomed and would be actioned forthwith.

17. ANY OTHER COMPETENT BUSINESS

The Conservatoire would engage with the Scottish Government's current cultural strategy review.

Professor Sharp would represent the Conservatoire at the next meeting of the Committee of Scottish Chairs.

18. DATES OF FUTURE MEETINGS

Board: Friday 28 April 2017

Board: Friday 30 June 2017

Strategy away-days: Thursday 30 and Friday 31 March 2017

Graduation: Wednesday 5 July 2017

Graduation: 26 October 2017

ACTIONS ARISING FROM THE BOARD OF GOVERNORS' MEETING OF 27 JANUARY 2017

Item No.	Person(s)	Action	By/when
5	Director of External Relations	Develop a very positive narrative in respect of the student experience in the event that the Conservatoire was absent from published NSS data for 2016/17.	In response to the timing of the publication of NSS data.
7.1	Secretary	Arrange a meeting of the working group set up by the Board to advise the Board on its overall approach to the HE Governance Act.	To follow the Principal's meeting with the Minister noted at Item 4 of the minute.
8.1	Secretary	Mrs Robson to join the Nominations Committee, and one additional Lay Governor to join the Health, Safety and Wellbeing Committee.	As of dates of next meetings.
8.2	Secretary	Action decisions in respect of Board and Committee membership.	Immediately.
9.3	Secretary	Circulate an amended Statement of Primary Responsibilities in respect of Academic Board for final approval.	Immediately.
9.4	Convenor of Fair Access Committee	The Fair Access Committee to review its remit and membership, with a view to submitting a confirmed remit and membership to the next meeting of the Board for approval.	In time to report to the Board's next meeting of 28 April 2017.
10.2	Director of Finance and Estates	Submit approved TRAC return for 2015/16 to SFC.	Immediately.
11.2	Convenor of Health and Safety Committee	Change the name of the Health and Safety Committee to the Health, Safety and Wellbeing Committee.	Immediately.
12.1	Buildings Committee	Proceed with the development of a full design brief for Renfrew Street front of house.	Timescales to be agreed by Buildings Committee.
12.1	Director of Finance and Estates/ Director of External Relations	Develop a strategy for effective communication with staff and students, to include extensive consultation with staff and students, in respect of proposed front of house project.	Timescales to be agreed by Buildings Committee.

12.1	Director of Finance and Estates	Make contact with other cultural organisations that had recently undertaken projects similar to front of house proposals.	Timescales to be agreed by Buildings Committee.
14	Secretary	Develop programme for away-days on the basis of confirmed topics.	Immediately.
15	Chairman	Engage with Governors on a one-to-one basis as part of a two-way process to address issues identified in the Chairman's response to the Board's annual effectiveness review.	Beginning now.
16	Director of External Relations	Commence Governors' and Trustees' ticket programme.	Immediately.