

At Glasgow and via MS Teams of the Royal Conservatoire of Scotland on Friday 24 April 2020 at 10:00am being a meeting of the Board of Governors

PRESENT	Andrew Butcher (AB) Morag Campbell (MC) Stuart Cross (SC) Dr Lois Fitch (LF) (Assistant Principal) John Hylands (JH) Tari Lang (TL) Susan Lee Kidd (SLK) Mark Leishman (ML) Professor Donald MacRae (DM) Sharon Mair (SM) Carol Main (CM) Dorothy Miell (DXM)	Sir Jonathan Mills (SJM) Ed Monaghan (EM) Jasmine Munns (JM) (President SU) Agnes Robson (AR) Philip Rodney (PR) Caroline Roxburgh (CR) Jean Sangster (JS) Professor Jeffrey Sharkey (PJS) (Principal) Maria Taylor (MT) Aidan Teplitzky (AT) (VP SU) Colleen Toomey (CT)
IN ATTENDANCE	Janette Harkess(JXH) Jackie Russell (JR) Lindsey Shields (LS) Alan Smith (AS)	(Director of External Relations) (Director of Human Resources) (Secretary) (Director of Finance and Estates)
IN THE CHAIR	Nick Kuenssberg (NK) (Chair)	

Prior to the meeting, the Chair provided some etiquette regarding the operation of online meetings via MS Teams to assist proceedings e.g. muting, use of chat box and silence to communicated approval. It was acknowledged that the meeting was being recorded as the first online Board meeting using MS Teams.

NK opened the meeting and advised of an additional Agenda item to accommodate the renewal of four current Governors, all of whom have served the Board well and are prepared to continue for another term. On the recommendation of the Nominations Committee, Governors **approved** the renewal of the appointments for a further three years of:

- Sharon Mair;
- Sir Jonathan Mills;
- Colleen Toomey; and
- Carol Main

1. APOLOGIES FOR ABSENCE

No apologies for absence were received.

2. DECLARATIONS OF INTEREST

There were no declarations of interest declared.

3. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 31 JANUARY 2020

The minute was approved as an accurate record. All actions agreed at the last meeting had been actioned or were in hand.

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

There were no other matters arising not elsewhere on the agenda. It was noted that the Board photograph had not yet been received and would be actioned by the Secretary.

5. REPORT FROM THE PRINCIPAL

The report from the Principal was received and noted. The first part of the report addressed the implications of Covid-19 and the Chair acknowledged:

- the extraordinary work of the CSMT in managing the transition to remote and on-line teaching;
- that the Conservatoire had delivered three years' worth of digital strategy in three weeks; and
- the significance of RCS at Home, its contribution to the cultural life of the country and the benefit to students and staff.

The Principal:

- extended thanks to the senior management team, staff and students regarding the swift lockdown at the end of March. It was noted that some staff were working more hours regarding the online environment and dealing with challenging technology. The Academic Board had discussed the amended and well-considered academic framework and the Conservatoire's delivery and assessment models have been adapted. The Principal acknowledged the Higher Education sector's concern over students coming to campus next year and that the Conservatoire is working as hard as possible to attract and be welcoming for students, whilst recognising the change and existential threat to the Conservatoire.
- reported on the First Minister's framework for Scotland and how the Conservatoire was planning around:
 - (i) maximising space whilst operating in a socially distancing environment and keeping staff, students and the public safe when the building opens again; and
 - (ii) being a leading voice in the future of the arts, festivals and theatres and helping through the Innovation Hub and creative producing to keep arts alive.
- advised of the usefulness in sharing of information and practice within Conservatoires UK, Universities Scotland, Associated Board of the Royal Schools of Music and, in the EU, the European Association of Conservatoires and that, as the only Conservatoire in Scotland, it was noted that the Minister for Further Education, Higher Education and Science does not want the Conservatoire to come to any harm.
- congratulated the team effort in the important creation of the online artistic community RCS at Home.

There was general discussion amongst Governors as to the impact of lockdown:

- JS endorsed the extraordinary hard work of staff to help students which, despite pockets of stress and challenge, was going very well due to the use of MS Teams and Zoom; acknowledged that some students were challenged by their home environments and a lack of privacy; and praised the support and communication to staff from the Senior Management Team which had been well received from within the Conservatoire.
- JM referred to the recent Student Council meeting and that students and staff were making the best of the current situation; and acknowledged that communication with Director of Music and the School of Music had been very good and that this would be welcome also with Drama, Dance, Production and Film.
- SJM reassured Governors that this was not a unique predicament and that it was easier to move an institution like the Conservatoire to online teaching than, for example, the much larger University of Melbourne and stressed the need to be engaged with all possible forums and platforms to make the Conservatoire's voice heard.

The Assistant Principal reiterated thanks to the support received from the team and their teams and acknowledged the unprecedented challenges overcome in working with staff and students. It was recognised that the digital capabilities bode well for the Conservatoire's future digital strategy.

6. UPDATE ON STRATEGY PLANNING

The Chair noted that the strategy planning session planned for 23 April 2020 was cancelled in light of

the necessary work for Covid19 and introduced the report from the Assistant Principal. LF acknowledged the importance of keeping the momentum going in this time of uncertainty and that the Senior Management Team would engage with specific Governors in the near future in order to develop the strategy.

DM drew attention to keeping the Conservatoire's focus on the primary role of education and acknowledged that the role of the performing arts as a whole was also important.

7. REPORT FROM THE STUDENTS' UNION

The President SU's report was received and noted. JM drew attention to:

- the recent Students' Council meeting and that, despite a shaky start, they were back on track and having bi-monthly meetings going forward;
- continuing to offer free sports classes using Zoom;
- liaising with Research & Knowledge Exchange to provide careers advice to students online for a week in May;
- working with the National Union of Students in Scotland, in particular with the student safety net campaign and calling on Scottish Government for an increased hardship fund for all students, including international students.

The Chair commended the Students' Union for their work in connection with mental health.

8. REPORT FROM THE ACADEMIC BOARD

The summary reports of the meeting of 11 March and Extraordinary Academic Board meeting of 9 April 2020 were received and noted. The Principal drew attention to the debate of the Academic Framework, with Students' Union representatives' and staff feedback on the development of contingency plans in support of ongoing student learning and assessment during Covid-19. It was noted that this had produced a robust framework to help the Conservatoire in the future.

9. REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

9.1 The summary report of the meeting held on 20 March 2020 was received and noted.

9.2 The Management Accounts to February 2020 were received and noted.

9.3 DM reported that:

- the Audit Committee and the Finance and General Purposes Committee had met jointly to discuss the impact of Covid-19;
- subsequent to this and due to the significant impact of Covid-19, the Scottish Funding Council (SFC) had requested a two-year forecast for submission on 24 April 2020 which required Board approval. DM explained that the return was to describe the need for support from SFC and Scottish Government, provide a realistic and honest appraisal of where the Conservatoire was this year and that it did not have a worst-case scenario.

The draft SFC Return 2020 providing financial forecasts for 2019-20 to 2020-2 was received and DM invited the Director of Finance and Estates to speak to it. AS drew attention to:

- the forecast was requested in order to inform the ongoing discussion with Scottish Government about the scale of the problem and the lack of resilience from institutions to deal with this. It showed a realistic portrayal of business as usual for next year with a key assumption from SFC in a shortfall of overseas recruitment and reflected that prior to the Covid-19 outbreak the Conservatoire was forecasting a breakeven outturn and now all the figures were negative representing the massive swing pre and post Covid-19.
- Universities Scotland were pushing for some indication of a support package by the end of June 2020.
- the collateral impact to student accommodation costs and making provision in the event of voids

- under the lease contract with the core provider.
- funding from the Associated Board of the Royal Schools of Music had stopped for the time being which was relied on by the Conservatoire for scholarships into the future. Another key assumption was to marshal all RCS Trust resources to attempt to finance the scholarships.
- in addition to reducing student numbers there had been discounts to students in lieu of scholarship funding by the RCS Trust and consequently there would be a significant deficit for next year.
- the Conservatoire had decided to put in a pay award and had taken advice from the Higher Education sector to show the damage before any emergency deal out from Government was factored in.
- the assumption that all EU students would still come to the Conservatoire and this being dependent on the consequence of international lockdown and the impact of global economic recession and students being financially in a position to live in Scotland.
- mitigants that the Conservatoire were looking at: (i) pay awards; (ii) the Conservatoire investments, although they have dipped significantly since the market crash, so this would be a last resort; (iii) the furlough scheme – SFC clarified that institutions were to make use of this where they can.
- the need to work closely with the RCS Trust and look at how they deploy some of their capital reserves and how the Conservatoire discounts fees in order to attract top overseas students; and
- the support offered by Government which was around (i) furloughing (a short-term cash flow assistance); and (ii) access to loans, which were extremely challenging to obtain when the systems to finance these were being crushed and raise the fundamental structural issue.

There was general discussion amongst Governors around:

- salvation coming from the maintenance of international students and the need for scholarship funds and/or reduction of fees to order to attract them.
- the hope that the political solution would be a mixture of soft long-term loans and grants given that the next three years would be affected and there was a need for some bridging funding as necessary.
- the letter from NK to Governors on 3 March 2020 in connection with Trusts, Foundations and scholarship funds and the role each Governor played in leveraging connections and expertise to bring ideas to supplement income.
- the Conservatoire's share of the voice and the importance of how the Conservatoire needs to be supported

DM offered reassurance to the Board in the huge amount of work involved in thinking the unthinkable so that the Conservatoire does not end up with a financial year as depicted in year 2 of the SFC submission. Governors **approved** the SFC Return 2020 for signature and onward transmission to SFC.

10. REPORT FROM THE AUDIT COMMITTEE

10.1 A summary report from the meeting held on 20 March 2020 was received and noted. JH drew attention to:

- The recommendation to the Board of the formation of a group comprising the Chairs of the Board, Audit Committee and Remuneration Committee to receive, review and decide how certain information was reported in to the Board. JH noted:
 - (i) that what happened regarding the Contemporary Performance Practice situation was an example; and
 - (ii) the group would have the forum to advise on the necessary communication to the Board if there were, for example, issues of confidentiality to be considered.

The Chair reported that the group was proposed due to the serious infractions of governance at Robert Gordon's University, the University of Aberdeen and the University of Dundee and advised that the Senior Independent Governor should also be included in the group. The Secretary would develop the appropriate role of the group to bring back to the June Board meeting for approval. This was **approved** by the Governors.

- 4.3 of the Summary Report and the Internal Auditor's note that, if the recommendations linked to the Strategic Plan were not closed by the end of the current financial year, the annual report would not be a 'clean' report. JH noted that this was pre Covid-19 and that there may be some accommodation on this.

11. REPORT FROM THE HEALTH, SAFETY AND WELLBEING COMMITTEE

The summary report from the meeting of 18 March 2020 was received and noted. CM invited the Director of Human Resources for comments and it was noted that:

- there had been much contingency and advance planning in terms of arrangements for staff working from home and looking after the mental wellbeing of staff. In addition to information that had been circulated for Wellbeing Wednesdays and the continuation with yoga classes, the focus was on staff working safely from home and the provision of essential equipment to staff for home working.
- the Child Protection Policy had now been developed and fully implemented re the online delivery to Juniors students and was available to staff and parents on the Conservatoire website.

JM commented on the impact that working from home and time in front of a computer had on students' wellbeing and mental health, especially on courses with rehearsals. JR reported on the available advice, which would be circulated again and, in particular, using out of office messages to manage expectations. JR and JM would develop a joint communication for staff and students in relation to expectations and taking care of each other.

12. REPORT FROM THE FAIR ACCESS COMMITTEE

The summary report from the meeting of 11 February 2020 and Fair Access Plan progress update was received and noted. DXM drew attention to:

- the Fair Access Committee Plenary on the 11 February 2020. The fourth plenary focused on poverty and the under-representation of working-class people in the arts.
- the Fair Access Committee on the 11 February 2020 noted:
 - (i) concern about the continued funding for some of this work and the difficulty in securing this;
 - (ii) prioritising the range of activity to make best use of the funding. Since lockdown and changes to work patterns, the team was concentrating on working remotely particularly in connection with transitions and other schemes to make them work in the current environment.

The Chair acknowledged the huge amount of work that goes into Fair Access at the Conservatoire, demonstrating its passion and the belief in it, noting the excellent work carried out and the benefit of new committee eyes.

13. REPORT FROM THE FUNDRAISING AND DEVELOPMENT COMMITTEE

The Chair thanked Governors for the favourable response to the letter of 3 March 2020 and the contribution to the Company of Donors. As a result, the Conservatoire would be able to fund at least two scholarships which should be renewable for the next two years.

The summary report from the meeting of 31 January 2020 was received and noted. TL drew attention to:

- the last meeting being in January, pre Covid-19 so that the context was now very different and more immediate in terms of scholarship.
- the increased necessity, as a result of Covid-19, to step up the Conservatoire's development attitude and thinking into the long term.
- widening the Conservatoire's stakeholder reach in the UK, EU and internationally by being subtle and confident simultaneously and reaching out to new stakeholders.
- maintaining the presence in New York and the US, keeping this alive and building the Conservatoire's fundraising community.
- reminding the world of the Conservatoire's reputation, as Scotland's only Conservatoire, and

with a high global reputation.

There was general discussion around:

- keeping the focus on the Conservatoire and considering ways and mechanisms to do this in the United States.
- keeping the habit of giving alive, however small, and keeping the dialogue open for in-kind contributions.
- the psychology of giving at this particular time, how certain things have taken off on social media by appealing to certain instincts and tapping into this psychology.
- the importance of looking across all the different functional areas of the Conservatoire to keep track of all the moving pieces, from finances to development, management, governance and risk and questioning if there is one point where the Conservatoire converges to ensure it was getting the right message out in terms of communications.
- RCS at Home being a platform for the Conservatoire community of staff and students to come together outwith learning and teaching and a balance being struck by peppering this with 'support the Conservatoire' messages.
- providing a consistent message (and considering the wording of this) amidst a welter of collapsing charities and companies was of critical importance.

It was noted that these points would be considered at the Fundraising and Development meeting that afternoon.

14. GOVERNANCE

The Secretary provided a verbal update on the Amendment Order of Council and Articles of Association. It was noted that the necessary documentation with regard to:

- (i) the Articles of Association were formally registered with Companies House on 26 March 2020; and
- (ii) the Amendment Order of Council was lodged with the Office of the Scottish Charity Regulator at the same time and that confirmation from the registration team was awaited.

15. DATES OF FUTURE MEETINGS

Board

26 June 2020
30 October 2020
9 December 2020 (after AGM)
29 January 2021
23 April 2021
25 June 2021

AGM

Wednesday 4 December 2019
Wednesday 9 December 2020

Graduations

TBA

16. ANY OTHER COMPETENT BUSINESS

There was no other competent business.

17. PAPERS FOR INFORMATION

The Draft Outcome Agreement for 2020-21 was received and noted. The Chair acknowledged the hard work by the Assistant Principal in producing the Agreement and the details in, for example, learner experience, care access and transitions and that there were some gaps to be filled, for example the future

Innovation Hub. NK stressed the fact that this report was a comprehensive review of activities and that although Board approval was not required it should be noted and referred to in future. The Assistant Principal commented that the Agreement did not need specific approval from the Board, once the relevant missing information had been included, it would be approved by the Senior Management Team and sent to SFC the following week. LF also noted that the draft Outcome Agreement had been developed alongside the Covid-19 outbreak.

There was general discussion around including a paragraph on the success and excellence of students' performance at the Conservatoire. LF reported that such reporting was not required in SFC guidance but that there were ways around this, which would be explored. The Board was content that this would be signed off by PJS and LF.

ACTIONS ARISING FROM THE BOARD OF GOVERNORS' MEETING OF 24 APRIL 2020

Item No.	Person(s)	Action	By/when
10.	Secretary	Role of a new group to be brought to the Board	To report to the June Board