

At Glasgow and via MS Teams of the Royal Conservatoire of Scotland on Friday 23 April 2021 at 10:00am being a meeting of the Board of Governors

PRESENT

Andrew Butcher (AB)	Ed Monaghan (EM)
Morag Campbell (MC)	Agnes Robson (AR)
John Craig (JC) (President SU)	Philip Rodney (PR)
Stuart Cross (SC)	Caroline Roxburgh (CR)
Dr Lois Fitch (LF) (Assistant Principal)	Jean Sangster (JS)
Susan Lee Kidd (SLK)	Professor Jeffrey Sharkey (PJS) (Principal)
Professor Donald MacRae (DM)	Maria Taylor (MT)
Sharon Mair (SM)	
Carol Main (CM)	
Professor Dorothy Miell (DXM)	

IN ATTENDANCE

Janette Harkess (JH)	(Director of External Relations)
Jackie Russell (JR)	(Director of Human Resources)
Alan Smith (AS)	(Director of Finance and Estates and Acting Secretary)
Stephen Broad (SB)	(Director of Research and Knowledge Exchange)
Helen McVey (HM)	(Director of Business Development and Interim Director of Drama, Dance, Production and Film)
Gordon Munro (GM)	(Director of Music)
Julie Reynolds (JRe)	(Head of Fundraising) (Item 14.2)
Nick Kuenssberg (NK)	

IN THE CHAIR

1. APOLOGIES FOR ABSENCE

Apologies were noted from Zweyla Mitchell Dos Santos.

1.1 CHAIRMAN'S OPENING REMARKS

Despite the various challenges facing RCS at the moment the Chairman was pleased to report positive news:

- RCS had been ranked No 3 in the QS World Rankings;
- All of the main political parties had made a commitment in their manifestos for the forthcoming Scottish Parliamentary elections to the provision of free instrumental music tuition in schools;
- The Academic Continuity Group was working effectively in support of student attainment and progression; and
- The Home from Home Team was undertaking a useful social and practical function in support of students.

1.2 DEPUTY PRINCIPAL

The Principal reported that the Nominations Committee and the Remuneration Committee had agreed with the proposal to change the job title of the Assistant Principal to Deputy Principal which reflected more accurately the role and was more in line with the rest of the sector. This was **approved**.

2. DECLARATIONS OF INTEREST

It was noted that Carol Main had been appointed to the Board of Creative Scotland. The Board

offered its congratulations on this appointment. There were no other declarations of interest.

3. CONFIRMATION OF THE MINUTES OF THE MEETINGS OF THE BOARD OF GOVERNORS HELD ON 29 JANUARY AND 4 MARCH 2021

The Minutes of the previous meetings **were approved** as an accurate record. All actions agreed at the last meeting formal meeting had been actioned or were in hand. The suggestions noted from the informal meeting of 4 March 2021 would be taken forward as part of the strategic planning development as appropriate.

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

There were no other matters arising not elsewhere on the agenda.

5. REPORT FROM THE NOMINATIONS COMMITTEE

5.1 Summary report of the meeting held on 1 March 2021

The summary report from the meeting held on 1 March 2021 was received and noted.

5.2 Draft procedure and rules for the election and appointment of the Chair of the Board

A draft procedure and rules for the election and appointment of the Chair of the Board was received and considered for approval.

The Chairman drew out the main points of the procedure:

- The process would be the responsibility of an Appointing Committee chaired by the Senior Independent Governor, consisting of a majority of lay governors and at least one student and one member of staff;
- The names of final applicants will be sent to the Board of Governors for final approval;
- Existing lay governors are able to apply as are former staff and students after a period of four years away from RCS;
- The electorate will consist of members of the Board, students who are matriculated at the time the electoral roll is closed and staff of the RCS defined as any individual who has a permanent or fixed-term or salaried contract of employment at the time the electoral roll is closed.
- The Secretary to the Board shall act as Returning Officer.
- The period from announcement of candidates to close of voting will not exceed 15 days.
- The Chair shall be appointed for a period of three years. The appointment may be extended by two further periods of three years by agreement of the Board on the recommendation of the Nominations Committee without recourse to a further election.

The Board discussed the potential merits and drawbacks of permitting candidates to provide video material in their election statement and/or campaign material. Although it was recognised that there may be issues around consistency of approach between candidates and moderation of content, it was also acknowledged that this could be an effective means of allowing the electorate access to candidates who may not be able to attend the open hustings meeting and the material could be pre-screened. **It was agreed** that the procedure would be re-drafted to allow a certain amount of video material to be provided.

In light of current circumstances, the possibility of conducting virtual interviews was also discussed. It was acknowledged that this may be necessary on occasion but that it was important to have in-person meetings wherever possible.

It was agreed that the procedure and rules should be subject to external legal review to ensure that it complied with the Higher Education Governance (Scotland) Act 2016.

5.3 Recommendations for appointment as governors

Referring to the note of the meeting on 1 March 2021, the Chairman noted that by the end of the calendar year there will be 11 lay governors in post in comparison with the maximum number of 19.

The recent recruitment process had been very successful with an impressive number of high quality applicants. The Nominations Committee had carefully considered and balanced selection criteria of the skills needs of the Board, gender mix and diversity and proposed that 6 individuals be invited to become governors. Curriculum vitae and personal statements for each had been circulated to the Board. The individuals were:

Dr Jo Buckley
Dr David Hare
Professor Mark O'Thomas
Professor Nacim Paz-Shiraz
Professor Matthew Rooke
Dr John Taylor

The Board unanimously **approved** these appointments with effect from 25 June 2021.

The Chairman sought volunteers from the governors to act as buddies for them, explained that they would undergo an induction process as a group before their first board meeting and said that he would consult with committee convenors before the Nominations Committee recommended their allocation to committees to the Board.

The following appointment approvals were also noted:

- Dorothy Miell - Vice-Chair
- Agnes Robson - Senior Independent Governor
- Stuart Cross – Nominations Committee
- Morag Campbell – Board Champion for equality, diversity and inclusion
- Andrew Butcher Convenor of the Finance and General Purposes Committee with effect from 9 December 2021.

6. REPORT FROM THE PRINCIPAL

The report from the Principal was received and noted. The Principal drew attention specifically to:

- encouraging signs of a carefully managed increase in student activity and performances on campus;
- involvement of RCS in the Music for Scotland Campaign being a critical factor in securing the commitment from all the main political parties towards the provision of free instrumental music provision in schools; that this development provided an opportunity for RCS in the CPD space and was crucial for the sustainability of quality pathways to progression in music education and future student recruitment;
- concerns shared across the sector about the continuing uncertainty around planning assumptions for next session and what the policy position will be in relation to quarantine requirements and vaccinations for new and returning students.

There followed a discussion about the general morale amongst staff in the context of the challenging operating environment ahead. Staff governors reported that they felt supported but there is undoubtedly physical, mental and emotional fatigue. It was also noted that a return to a pre-pandemic operational environment carried its own challenges in terms of staff well-being. SM reported that the Scottish Music Industry Association was running a resilience summit for people working in the performing arts in the summer and that RCS might wish to participate.

The Chairman commended the section of the Principal's report relating to RKE and the REF submission and requested that the Principal convey the appreciation of the Board to all staff concerned.

It was noted that students, alumni and staff continued to perform despite the difficulties of

lockdown and had won a myriad of awards.

7. STRATEGIC PLANNING UPDATE

The Principal and Deputy Principal updated governors on the progress made so far.

The Principal reported that strategic planning had to take into account the changes that were likely to impact post-pandemic on future careers in the performing arts including within the digital realm. There were three key aspects to the work underway:

- Fundraising
- Business Development
- Efficiencies

The Deputy Principal stated that more organisations were adopting a strategic framework approach rather than a fixed term planning period as it was more flexible in an uncertain and fast-changing environment. Work would include the development of an RCS 'world view' articulated across the whole operation which would drive the change narrative. In terms of timeline it was recognised that the next two years were emergency ones and that the initial stage was to develop and implement transition/transformation plans which would lead into the longer term vision. CR noted that the Audit and Risk Committee had discussed this at its recent meeting and was supportive of the CSMT deploying external support as necessary to assist it with the processes, controls and mechanisms necessary to deliver the plans.

The Principal **agreed** to provide a written progress report in June and **it was further agreed** that the Board should have a single item agenda/Away Day in the autumn which would also involve the new Board members.

8. REPORT FROM THE STUDENTS' UNION

The President of the Students' Union report was received and noted.

The President reported that he had met with a range of cohorts across the Conservatoire at the start of term 2 to gather feedback from students to pass on to staff on the management and delivery of activity under the continuing Covid restrictions. This had played an important part in maintaining the student experience as had the work undertaken by the SU working with the Home form Home Team to support, and put on a range of activities for, students.

Despite disruptions the SU was still managing to deliver on its goals for the session.

The Board thanked JC for the support of the SU during difficult circumstances and congratulated him on his re-election as President of the Students' Union and fellow students on their re-election and election.

9. REPORT FROM THE ACADEMIC BOARD

The summary report of the meeting of 10 March 2021 was received and noted. The Principal noted that the Academic Board had given formal approval to the 2021 REF submission.

10. REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

10.1 Summary report of the meeting held on 19 March 2021

The summary report of the meeting held on 19 March 2021 was received and noted. DM reported and noted that the Committee had had a useful session with the Head of IT on the cyber resilience and endorsed further investment to improve defences. Completion rates for cyber security training had increased but there was still room for improvement.

In response to a question about preparedness to deal with a successful cyber-attack, it was noted that a workshop had already been run on this topic for IT staff and that a similar exercise would soon be run for CSMT and a small group of governors.

10.2 Management Accounts to 31 January 2021

The management accounts for the half-year to 31 January 2021 were received and noted. DM noted that since the management accounts had been produced, SFC had announced additional funding support for the HE sector and this had amounted to £860K for RCS, the bulk of which could be used to mitigate the effect of lost income and additional costs arising from the pandemic. This had resulted in a revised forecast deficit of £1,473K compared with an original budget deficit of £2,060K and the likelihood of a small cash surplus for the year. A reasonable contingency against student drop out remained.

10.3 Strategic Plan re-forecast return

SFC had requested an updated forecast for 2020-21. This now reflected the additional in-year SFC recurrent grant noted above.

The Board **approved** the return for onward submission to SFC.

11. REPORT FROM THE AUDIT AND RISK COMMITTEE

The summary report from the meeting of 26 March 2021 was received and noted. CR drew attention specifically to risk management and noted the two new risk/opportunity areas that had been identified, namely licencing for live or subsequently streamed performances and COP26. The development of a new strategic event risk management plan as a tool for CSMT was also noted.

12. REPORT FROM THE HEALTH, SAFETY AND WELLBEING COMMITTEE

The summary report from the meeting of 17 March 2021 was received and noted. CM reported that the Committee was pleased to note the various initiatives which were in place to support student and staff well-being. Since the meeting it was noted that regular asymptomatic testing for students and staff was now available via the partner institution RCS had teamed up with.

In response to a question whether RCS would be participating in the 'Everybody's Invited' initiative it was noted that RCS would instead be using anonymised reporting and its complaints handling processes to try to get early notification of any issues.

13. REPORT FROM THE FAIR ACCESS COMMITTEE

The summary report from the meeting of 9 February 2021 was received and noted. DXM reported that the meeting had been preceded by a plenary session which had focused on the challenges of digital learning for widening access students. It was also noted that notification of continuation of funding for the Transitions programme was awaited from SFC.

14. REPORT FROM THE DEVELOPMENT AND FUNDRAISING COMMITTEE

14.1 Summary report of the meeting held on 23 March 2021

The summary report from the meeting held on 23 March 2021 was received and noted.

14.2 Presentation on the report by the More Partnership

PR introduced a presentation of the key findings of a report which had been commissioned through a competitive tendering process from the More Partnership, a specialist consultant in fundraising which had considerable experience in HE including in the conservatoire sector. The report is entitled '*Understanding your philanthropic potential: a report for the Royal Conservatoire of Scotland*'. PR invited the Principal to comment.

The Principal stated that increasing the scale of success of the fundraising effort was a very important part of delivering RCS' future plans and that it was crucial to be able to follow up effectively on the effort that went into cultivation of prospective donors.

PR noted that the DFC was not looking at fundraising in the abstract. Efforts were entirely focused on supporting the work of students and staff. Although RCS was enjoying a reputational high at the moment this was against the backdrop of a once in a generation set

of challenges due to Brexit, the sudden and sustained loss of income from ABRSM and post-pandemic uncertainty.

Philanthropy needs to play a much bigger part within RCS. It needs to become embedded and requires sustained commitment over the long term.

More's view is that, to transform RCS into a philanthropic institution capable of consistently raising funds to support its mission, four elements are required:

- A compelling story
- A pool of donors
- Committed leadership
- A proper infrastructure

They found four factors that needed to be addressed if RCS is to fulfil its potential:

1. Fundraising requires to be embedded across the organisation;
2. An institutional fundraising strategy is required;
3. There is currently an insufficient pool of prospective donors;
4. There is a lack of capacity to deliver it.

The report concluded that investment in the fundraising operation would lead to a sustained increase in fundraising income several multiples more than the investment.

The key recommendation was to invest in two new posts: A Chief Fundraising Officer (working title) with the initial task of developing a fundraising strategy and a Prospects and Stewardship Manager together with redefining the existing post of Alumni Relations Officer.

The Governors were supportive of the proposal and **endorsed** the recommendations from the Development and Fundraising Committee.

15. DATES OF FUTURE MEETINGS

Board of Governors

25 June 2021

Graduations

Thursday 1 July 2021 online

Thursday 28 October 2021 tbc

AY 2021/22:

29 October 2021

8 December 2021* (10.45am)

28 January 2022

22 April 2022

24 June 2022

AGM

Wednesday 8 December 2021

Graduations

Thursday 17 July 2022

Thursday 27 October 2021 tbc

16. MARIA TAYLOR

The Chairman had reported that, as a consequence of increased work and family commitments, Maria Taylor would be stepping down as a Governor. He offered Maria sincere thanks on behalf of the Board for the significant contribution she had made to the work of the Board and the various committees and working groups on which she had served for six years.

17. PAPER FOR INFORMATION

The 2021-22 Outcome Agreement was received for information and the Chairman commended it to Governors as a key summary of the current and planned work of the RCS.

There being no further business the Chairman closed the meeting.

ACTIONS ARISING FROM THE BOARD OF GOVERNORS' MEETING OF 23 APRIL 2021

Item No.	Person(s)	Action	By/when
5.2	Nominations Committee	The procedure and rules for the appointment of Chair would be re-drafted to allow a certain amount of video material to be provided.	Immediately
5.2	Secretary	The procedure and rules for the appointment of Chair should be subject to external legal review to ensure that it complied with the Higher Education Governance (Scotland) Act 2016.	End May
5.3	Chairman/DHR	New governors to be notified of appointment and a buddies identified	Immediately
7	Principal	Provide a written progress report on strategic planning	June meeting
7	Principal	Arrange a Strategy Away Day in the autumn	October
10.3	DFE	Submit updated financial forecast for 2020-21 to SFC	Immediately