# At Glasgow and within the Board Room of the Royal Conservatoire of Scotland on Friday 26 April 2019 at 10:00am being a meeting of the Board of Governors

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| **PRESENT** | Prof Norman Gillies (NG)John Hylands (JH) Mark Leishman (ML)Prof Donald MacRae (DM)Carol Main (CM) Sharon Mair (SM)Ed Monaghan (EM)Jasmine Munns (President of the Students’ Union)Sir Jonathan Mills (JM) | Nicholas Olsen (NO) -elected staff representativeAgnes Robson (AR) Caroline Roxburgh (CR) Jean Sangster (JS) -Academic Board RepresentativeProf Jeffrey Sharkey (Principal)Prof Norman Sharp (NS) Maria Taylor (MT)Aidan Teplitzky (AT) VP of the Students’ Union |
| **IN ATTENDANCE** | Prof Stephen BroadDr Lois Fitch Janette HarkessProfessor Hugh Hodgart Helen McVeyDr Gordon Munro Jackie Russell Lindsey Shields Alan Smith | (Director of Research & Knowledge Exchange)(Assistant Principal)(Director of External Relations) (Director of Drama, Dance, Production and Film) (Director of Business Development)(Director of Music)(Director of Human Resources) (Secretary)(Director of Finance and Estates) |
| **OBSERVER**I**N THE CHAIR** | Anne BonnarNick Kuenssberg |  |

The Chair opened the meeting by introducing Anne Bonnar (attending as an observer) as the Board’s facilitator at the forthcoming strategy session on 27 June 2019. Congratulations were given to the President of the Students’ Union and AT on their re-election to the Students’ Union for a further year. The Chair acknowledged that it was the last Board meeting for Mark Paris and paid tribute to his work on the IAB.

The meeting commenced with a very useful slide presentation from Steve McIntosh, an external adviser on Cyber Security from HEFESTIS Ltd. Mr McIntosh highlighted the following:

* the Governors’ personal obligation to comply with cyber security;
* the rise of “hacktivists” and cyber-attacks e.g. UCL and Edinburgh University; and
* the risks being reputational, financial and operational.

The Chair stressed the personal liability of Governors and there was a helpful general discussion around safeguards and Cyber Essentials.

1. **APOLOGIES FOR ABSENCE**

 Apologies for absence were received from Tari Lang, Colleen Toomey and Mark Paris.

# DECLARATIONS OF INTEREST

 There were no declarations of interest declared.

# MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 1 FEBRUARY 2019

 The minutes of the previous meeting **were approved** as an accurate record. All actions agreed at the last meeting had been actioned or were in hand.

# MATTERS ARISING FROM THE MINUTE NOT ELSEWHERE ON THE AGENDA

 None

# REPORT FROM THE PRINCIPAL

**5.1** The report from the Principal was received and the following points were highlighted:

* meeting with Karen Watt the new chief executive of the Scottish Funding Council. The Principal and Assistant Principal’s meeting with Karen Watt, was very productive. The Principal hopes, as the nation’s only Conservatoire, to continue to make its special case with Karen Watt and is confident that she understands the importance of the performing arts.
* budget forecast. The Principal noted that Higher Education may receive, at best, flat funding from the Government over the next few years. Against this prospect, the Conservatoire continues to argue for more parity with sister competitor institutions in England. In addition the Conservatoire is striving to generate more income through short courses and is seeking to identify innovative efficiencies through the Post Graduate curricular review which is underway.
* meeting with Susan Aitken, leader of Glasgow City Council. The Principal, Assistant Principal and the Director of External Relations met with Susan Aitken. The Principal noted that (i) Renfrew Street is the next target after Sauchiehall Street for improvement in changing traffic patterns and making it more pedestrian friendly; (ii) in terms of the RCS building, although the Savoy Bridge is owned by the Savoy Centre, the City Council was happy to assist with any negotiations to have it removed; (iii) Glasgow City Council are applying for Sustrans and TIF funds and may be able to support the Conservatoire with capital projects if these are successful.
* students and staff continue to perform an international level and win competitions and recruitment is good in both Schools.
	1. **Strategic Plan Consultation Presentation and Discussion**

The Principal reported that the consultation process has been tested with the Senior Management Team, Academic Management, the President and the Vice President of the Students’ Union and has met with approval. The Principal commented that the Strategic Plan provides a guide to where the Conservatoire wants to go in a shifting landscape; however thoughtful management decisions along the way are similarly important. The Principal and Assistant Principal gave a slide presentation in order to provide a sense check to the Board of Governors:

* The Assistant Principal reported that the Conservatoire currently fulfils the aspirations in the present Strategic Plan. Information from other UK competitor conservatoires, for example Royal College of Music, Royal Academy of Music and the Royal Northern College of Music and their mission/vision statements were compared and the Assistant Principal drew attention to these being wordy and focused on the past and themselves rather than the world. The Assistant Principal commented on other companies’ briefer mission statements and that a successful mission statement should be action orientated and more direct. It was proposed by the Principal that the mission statement should be simpler and a draft was presented as a starting point with an invitation to governors to submit comments outside the meeting.
* The Assistant Principal commented on the Conservatoire’s strategic aims and the three perspectives in the Strategic Plan:
1. our people (staff, alumni, students), the excellence in what the Conservatoire does, the world leading opportunities and the creative collaboration and interdisciplinary approach at the heart of the curriculum;
2. our place (civic, national and international role of the Conservatoire) the importance of platforms, learning technologies, extending partnerships and developing audiences;
3. our future, being inspired by our heritage, embedding sustainability and the opportunity to develop events around the Conservatoire’s 175th anniversary.
* The Principal proposed that the strategic aims are delivered by a more streamlined committee structure. The Assistant Principal highlighted that the (i) Delivery Strategy runs alongside the strategic plan and is mapped to a more efficient committee structure which also has a lifespan of five years; and (ii) KPIs are fewer but highest level and devolved into strategic areas: research, learning and technology, our people, our artistic strategy, international, recruitment and fundraising/development strategy which means that everyone can subscribe to them but also understand their locus and not be excluded.
* The Principal reported that efforts have been made to streamline, be aspirational and different from other UK conservatoires.

The Chair suggested that the slides are distributed to the Governors and that thoughts are shared over the next 10 days.

Governors discussed the presentation at length and specific comments were received from JM on how it was important to (i) not just provide a better vision but prove it too and state this in the vision (ii) question the challenge of artistic leadership and provide interdisciplinary experience (iii) show what the Conservatoires is doing about it. **It was agreed** that the presentation outlined the headlines and that more time would be provided for a fuller discussion by the Board at the Strategy Planning session at the end of June. ML requested that the Royal Academy of Music’s mission/vision statement is circulated along with the presentation to compare the use of language. DM commented that the vision has to (i) apply to the Conservatoire and (ii) tell people what business the Conservatoire is in. MT commented on the use of words and whether “value” should to be used to address the financial constraints.

**5.3** **SFC Strategic Dialogue draft**

The Chair introduced the SFC Strategic Dialogue briefing paper in connection with the meeting to be held on 16th May. It was noted that this meeting would involve the Principal, the Assistant Principal and a selection of staff and students. The Board will be represented by AR, CR and the Chair. The paper is an introduction which responds to key questions asked by the SFC and it is intended to go further than the agenda for the meeting. The Chair referenced the innovative thinking included in the Outcome Agreement which would supplement the paper. MT commented that the briefing paper should highlight also how the Conservatoire works outwardly and should make reference to all the other organisations it works with and aimed to work with in the future.

1. **REPORT FROM THE PRESIDENT OF THE STUDENTS’ UNION**

 The President of the Students’ Union’s report was received. The President of the Students’ Union reported on:

* The Student Union elections in March 2019. The elections resulted in the President of the Students’ Union and AT being re-elected and Zweyla Mitchell Dos Santos being the first Vice President for Drama, Design, Production and Film. The Student Union now has a Treasurer and a Secretary.
* Mental Health Awareness week. Over the next year the Student Union looks forward to working with VOX (Voices of Experience, funded by Scottish Government) and the development coordinator who is especially interested in Mental Health in performing arts and working with focus groups in the Conservatoire.

 The SU President reported that the Student Union Financial accounts for the prior year would be completed in time for the next Board meeting.

# OUTCOME AGREEMENT 2019-20

 The Outcome Agreement 2019-20 was received. The Assistant Principal acknowledged the contribution from many colleagues and it being a richer document for it. The Assistant Principal referred to the Scottish Government five priorities and the Conservatoire response to each being more self-reflective and self-critical this time round. Paragraph 42 in the Minister’s Guidance to SFC was noted as being so important it was made a preface to the Agreement. It was noted the deadline for Board approval was the end of April before it is submitted to the SFC.

 Governors discussed the Outcome Agreement. MT commented that, in the current climate of little money, is there a way to demonstrate the value and justify some of the statements with hard data in the Outcome Agreement. The Assistant Principal clarified the template aspect of the Agreement, how difficult it is to be flexible with its format and that the response to Paragraph 42 is an attempt to show how different the Conservatoire is from other institutions. NS acknowledged the huge benefit of having wider discussions with staff and it being a diverse document for it. The President of the Student Union commented on the education aspect and that reference to education should be included in the “student’s experience” on page 28 of the Agreement. The Director of Finance and Estates commented that one of the main issues the sector has with the Outcome Agreement process is that (i) Scottish Funding Council request a three year Outcome Agreement with commitments but funding is only committed for one year. At the moment the financial outlook is gloomy and institutions struggle with how to present this horizon; and (ii) it is driven by specific Scottish Government priorities. There was general discussion around the preamble and how it fitted into Paragraph 42 and the highly prescribed nature of documents that do not allow for the Conservatoire’s own narrative. However it was the feeling of the meeting that the distinctive position of the Consevatoire and the contribution it makes to Team Scotland were well worth highlighting in this document. The Principal referred to the funding discrepancy in Scotland compared to English Conservatoires on page 3.

# DEVELOPMENT STRATEGY PRESENTATION

The Principal introduced the presentation by Julie Reynolds, Head of Fundraising at the Conservatoire on the RCS Fundraising Strategy. Julie Reynolds drew attention to:

* The RCS Fundraising strategy in the last 10 years;
* The forecast for the year ahead: i) the biggest pot is scholarships with 70% of all income; (ii) IAB is fundraising for a new musical theatre scholarship; (iii) working with alumni; and (iv) the unrestricted income target which goes to the Conservatoire’s bottom line: this is a much harder sell than project specific income.
* Targets and future ambitions: the fundraising team want to have discussions around capital, project specific income, widening access from a donor perspective and overseas development.
* Team effort: the fundraising team want to build a bigger network of donors, as the prospect pipeline is underdeveloped, and need new people to speak to: Individuals, companies and trusts and foundations. The fundraising team are looking for champions to open doors and will steward Governors’ contacts very carefully.
* It’s personal: there is an amazing resource at RCS and it’s easy to demonstrate the benefit of a gift. The fundraising team can arrange for ad hoc visits and tours if people are interested in, for example, seeing an opera rehearsal.

The Chair acknowledged the difficulty in asking people for money; however the fundraising team is only asking for an introduction to people and they will do the rest. A paper by Julie Reynolds on “Working together” with all the contact details and further information was circulated and it was noted that she is more than happy to meet with individual Governors to discuss it further.

The Governors discussed the presentation and CM used the example of Health, Safety and Wellbeing at the Conservatoire and how this led to further support. It was noted that, in the current financial climate if significantly higher sums are to be raised in future, (i) the Conservatoire should be looking wider and approaching people it does not already know in London, New York and Edinburgh; (ii) the Conservatoire needs to do something major and to have a different strategy; (iii) this should be programme led (iv) the Conservatoire should have a presence at the International Festival in Edinburgh; and (v) fundraising is one of the most important aspects of the meeting and it was suggested that a couple of sentences be developed as the Conservatoire’s mission statement on fundraising to build a network and bigger relationship. It was noted that the Conservatoire already has specific sponsorship in, for example, the jazz programme, Christmas show, opera and symphony work, Mondays at One, and Fridays at One;

# REPORT FROM THE ACADEMIC BOARD

# 9.1 The summary report of the meeting of 13 March 2019 was received and noted.

# 9.2 The REF/Code of Practice and Workload model paper was received and it was noted that due to time restraints the presentation by Stephen Broad, Director of Research and Knowledge Exchange would be rescheduled to the June board.

# REPORT FROM THE FAIR ACCESS COMMITTEE

#  The summary report of the meeting of 19 February 2019 and Corporate Parenting Plan were received and the Chair acknowledged the work on the Corporate Parenting Plan. NS highlighted the following:

# the last meeting’s new format, with guests MCR and Who Cares? Scotland, was a success. The next meeting will focus on diversity and drama and the one in October will look at the bigger area of social disadvantage;

# there is a lack of data on progress on tracking students through transition to the Conservatoire and the world outside and work is underway to remedy this; and

# the Corporate Parenting Plan Update (January 2019) was approved and will go on the Conservatoire website alongside the original plan.

# REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

# 11.1 The summary report of the meeting of 22 March 2019 was received and noted.

# 11.2 DM outlined the philosophy behind the reserves policy and the paper leading to the development of reserves policy was approved.

# 11.3 The management accounts were received and DM highlighted the following:

# the Conservatoire is forecasting a modest surplus of £185,000 and may even have £242,000 contingency to add to this;

# the budget for 2019/20 and reference to a significant operating budget deficit has resulted in a serious review of all costs going forward, this being undertaken by the Principal with the CSMT.

# the UK government is going to pay for half of the increase in pension costs for the teachers’ pension scheme which is a welcome development. However the Conservatoire still needs to address the remaining deficit.

# REPORT FROM THE AUDIT COMMITTEE

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# 12.1 The summary report of the meeting of 22 March 2019 was received and noted.

# 12.2 The Strategic Risk Register was received

 JH drew the Governors’ attention to the proposal to re-appoint Chiene and Tait as external and Scott Moncrieff as internal auditors. These recommendations were endorsed.

1. **REPORT FROM THE HEALTH SAFETY AND WELLBEING COMMITTEE**

 The Summary report from the meeting of 20 March 2019 was received.

 The Governors discussed the recent Royal Opera House hearing damage case and CM reported that:

* the Conservatoire is well advanced in dealing with the health and safety aspects of noise at work by conducting hearing tests as appropriate and it was noted that affected staff and students wear ear plugs.
* artistic planning in the Conservatoire will be reviewed more closely.
* SM commented that there are people in her workplace who could help on the legalities of this.

# REPORT FROM THE BUILDINGS COMMITTEE

 The summary report of the meeting of Summary report of the meeting of 22 March 2019 was received. EM reported on the site visit to Dunblane Street. The development was on schedule to be completed on time and would provide significantly improved accommodation and facilities for the Conservatoire students.

# RECOMMENDATIONS FROM THE NOMINATIONS COMMITTEE

* 1. **Election/re-appointment of the Chair**

 The Chair recused himself from the meeting and the Governors received a verbal report from JH, Senior Independent Governor, on behalf of the Nominations Committee. It was reported that a number of institutions across Scotland are re-appointing their Chairs without elections. It has already been reported that an election at this stage in the Conservatoire would be disruptive. The University of Dundee had an election process this year but the turnout was very small (2.2%) for the size of the electorate.

 The Nominations Committee unanimously recommended that the Conservatoire reappoints the Chair under the Conservatoire’s current Order of Council as Governor and Chair until July 2022 and to hold an election in July 2022.

 The recommendation to reappoint the current Chair as a Governor and as Chair of the Board until 8 July 2022 **was approved** and the Chair returned to the meeting. The Chair thanked the Governors for their confidence in him and his re-appointment.

* 1. **Recruitment of new Governors**

The advertisement and proposal regarding recruitment of new lay Governors was received and the Chair reported that to date 8 notes of interest and 2 applications had been received. The Chair reported that up to five new governors would be recruited over the next six months to cover forthcoming retirements. The Nominations Committee will meet on 17 May to agree the shortlist with interviews on 17-18 June leading to recommendations to be approved at the June Board.

# GOVERNANCE

16.1 The Secretary reported that the timeline on the Conservatoire’s amendment Order of Council has been receivedand that 1 November 2019 is the proposed date to bring the amendment Order of Council into force (the first Board meeting of the next session). It was noted that the Scottish Government solicitor has confirmed that the amendment Order of Council would need to be laid in Parliament by 20th September to allow for 40 laying days before 1 November. The amendment Order of Council would need to be finalised and approved by the Board of Governors at the June Board.

**16.2** The Secretary provided a verbal update on the External Effectiveness Review: it was noted (i) the survey launch date of 26 April is open to Governors and the Senior Management Team; and (ii) the deadline for completion of the survey of 10 May. The external reviewer, Alastair Work, will attend the next Board meeting on 28 June to observe proceedings and give an interim report.

1. **DATES OF FUTURE MEETINGS**

 Dates of Future Meetings

 **Board**

Friday 28 June 2019

 Friday 1 November 2019

 Wednesday 4 December 2019

 **AGM**

 Wednesday 4 December 2019

 **Graduations**

 Thursday 4 July 2019

 Thursday 24 October 2019

 **Strategy Planning**

 Thursday 27 June 2019:

 17:30 to 19:00 Board and CSMT meet for facilitated session to ‘sense-check’ the plan;

 19:00 to 19:30 drinks; and 19:30 onwards dinner.

# ANY OTHER COMPETENT BUSINESS

SM reported on working with the Director of Music and the success of the workshop in February with Masters students on going into different parts of the industry and how they are happy to deliver more workshops in the future involving the Research & Knowledge Exchange team.

ML reported on the lunch in March with governors and students and how this was interesting and helpful. The Governors noted comments from students that (i) whilst the placements throughout courses are good, it would be really helpful to be able to build more contacts and relationships out with the Conservatoire when courses come to an end; and (ii) they don’t think that the Conservatoire is well enough known and that can the Board do something to help increase external awareness.

The Governors discussed whether the Conservatoire is well enough known and the external awareness of its existence even locally within Glasgow. CR suggested looking at public relations with regard to strategic examination which goes hand and hand with the culture of fundraising.

# ACTIONS ARISING FROM THE BOARD OF GOVERNORS’ MEETING OF 1 FEBRUARY 2019

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| **Item No.** | **Person(s)** | **Action** | **By/when** |
| 9.2 | Stephen Broad, Director of Research and Knowledge Exchange | REF/Code of Practice and Workload model paper presentation  | Strategy evening session on 27 June |
| 15.2 | Chair | Recruitment and approval of new Governors | To report to the June meeting of the Board. |
| 16.1 | Secretary | Finalised Amendment Order of Council | To report to the June meeting of the Board. |
| 16.2 | Alastair Work, external reviewer | Interim Report re the Board Effectiveness Review | June meeting of the Board |