

**At Glasgow and within the Main Auditorium of the
National Piping Centre on Friday 29 October 2021 at
10:00am being a meeting of the Board of Governors**

PRESENT	Dr Jo Buckley (JB) Andrew Butcher (AB) John Craig (JC) (President SU) Ken Fairbrother (KF) (DVP Music) Dr Lois Fitch (LF) (Deputy Principal) Dr David Hare (DH) Elizabeth Jenkinson (EJ) Professor Donald MacRae (DM) Carol Main (CM) Sharon Mair (SM) Ruth McGowan (RM) Professor Dorothy Miell (DXM) (Vice Chair)	Ed Monaghan (EM) Professor Mark O'Thomas (MOT) Professor Nacim Pak-Shiraz (NPS) Agnes Robson (AR) (Vice Chair) Professor Matthew Rooke (MR) Caroline Roxburgh (CR) Jean Sangster (JS) Professor Jeffrey Sharkey (PJS) (Principal) Dr John Taylor (JT)
IN ATTENDANCE	Lydia Demaison (LD) Vicky Gunn (VG) Janette Harkess (JH) Alan Smith (AS) Jeremy Chittleburgh (JC) Professor Stephen Broad (SB) Helen McVey (HM) Dr Gordon Munro (GM)	(Director of Human Resources) (Secretary) (Director of External Relations) (Director of Finance and Estates) Chiene + Tait (Agenda item 3) (Director of Research and Knowledge Exchange) (Director of Business Development and Interim Director of Drama, Dance, Production and Film) (Director of Music)
IN THE CHAIR	Nick Kuenssberg (NK)	

1. WELCOME AND APOLOGIES FOR ABSENCE

The Chair opened the meeting by welcoming JC as the external auditor as well as the two new staff Governors, Elizabeth Jenkinson and Ruth McGowan, to their first meeting of the Board. The Chair also noted the Board's collective pleasure at being in person once again following pandemic restrictions on gatherings.

The Board noted with sadness the passing of both the former Governor John Hylands and second year BA Acting student, Tim Chiwaula. The Board held a minute silence out of respect for Tim Chiwaula and his family.

Apologies were noted from Stuart Cross (SC) and Philip Rodney (PR).

2. DECLARATIONS OF INTEREST

There were no new declarations of interest reported.

3. STATUTORY ACCOUNTS 2020-21

The 2020-21 Statutory Accounts and Audit Summary Report from the external auditors, Chiene + Tait, were received.

3.1 Report from the External Auditors

JC presented the External Audit Summary Report and confirmed that he was happy to sign off the Statutory Accounts. JC advised that no major issues were raised as a result of the audit. He considered that controls and procedures were continuing to be appropriately adopted and adapted to the specific circumstances presented by the pandemic.

The auditor noted that there were no reservations regarding the outcome of the audit and that he had confidence in the RCS budget for the next 12 months and that consideration of RCS as a going concern was appropriate.

3.2 Letter of Representation

The Board **approved** signature of the Letter of Representation by the Principal and the Chair. CR extended thanks on behalf of the Board to the Finance team and to JC for the production of the accounts.

3.3 Formal Recommendation of Accounts to AGM

The Board **agreed** to adopt the Statutory Accounts and to lay them before members at the Annual General Meeting on 8 December 2021. SC and PR had both indicated their support previously.

Subsequent to the meeting the Statutory Accounts were signed by the Chair, the Principal and AS and the Letter of Representation was signed by the Chair.

Post meeting note: it was 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' and that Governors were content with that statement.

Following the meeting, the Statutory Accounts will be signed by the Chair, the Principal and AS and the letter of Representation was signed by the Chair.

4. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 25 JUNE 2021

The minute of the previous meeting **was approved** as an accurate record and it was confirmed that all of the actions agreed at the last meeting had been actioned or were in hand.

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

5.1 DONALD MACRAE FELLOWSHIP

It was confirmed that this Fellowship would now be conferred at the graduation ceremony in October 2022

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

6. REPORT FROM THE PRINCIPAL

The report from the Principal was received and noted. The Principal highlighted the recent Honorary Award conferred upon Alan Cummings and noted that key areas he wished the Committee to consider more fully were to be covered under agenda item 8 [Report from the Academic Board, 20.09.21]

The Principal drew specific attention to three current themes of activity noted within his report:

- Funding: The continued threat to funding in the creative and performing arts at a government level;
- Pipelines: The need to address student pipeline considerations as a matter of urgency and the role of both curriculum review [Item 8.2 on the agenda] and specific relationships with specialist schools within this; and,
- Climate change and sustainability: The immediate opportunities and risks related to the COP26

event occurring in Glasgow during the first two weeks of November 2021. In terms of identified opportunities, the Principal noted the importance of the recently reconvened RCS Sustainability Committee which would now report directly to the Academic Board.

In response, members of the Board acknowledged the importance of RCS expanding the pool of talent it was intending to recruit from and welcomed the potential of growing the RCS relationship with the USA. The end of both EU student funding and the Erasmus exchange scheme was reflected upon, recognizing that the loss of SG funding of EU students and ease of movement from Europe to Scotland (which had been of particular benefit to the RCS) would now require more international recruitment activity beyond Europe.

A specific question was raised regarding the student housing crisis that had occurred across the central belt of Scotland at the beginning of the academic session and the impact this had on RCS students. The convener of the Buildings Committee noted that this was a broader private rental property availability issue affecting the central belt of Scotland and that COP26 accommodation needs played an explicit role. The Principal noted the constructive role played by the DVPM.

7. REPORT FROM THE STUDENTS' UNION

The President of the Students' Union report was received and noted. The SUP drew particular attention to the:

- Close collaboration between the SU and RCS staff, noting the role that the Deputy Principal played in maintaining this;
- DVPM for their leadership and support of students re accommodation;
- Work undertaken by the Black Union and the general engagement in Equality and Diversity work across RCS;
- Students leading on COP26 activity.
- A successful Welcome Week; DH explicitly acknowledged the quality of the Welcome Week video.

8. REPORT FROM THE ACADEMIC BOARD

8.1 The summary report of the meeting of 20 October was received and noted. The Chair reported that SC regarded the richness and quality of discussion that occurred at this Academic Board as noteworthy. The Principal introduced the ambition of the curriculum review and invited the Deputy Principal to present on the strategic plan and curriculum review.

8.2 The Deputy Principal's presentation underscored the scope of the strategic planning process and the associated main principles for curriculum review as well as the implications of the exercise and its outcomes for the two Schools. Board discussion focussed on the reorientation of the curriculum to facilitate collaboration, the potential balance of physical and digital learning opportunities in the light of lessons learned during the pandemic, the international reach achieved virtually and the importance of RCS articulating clearly the value proposition of its educational offer.

MOT raised a question regarding market intelligence in the light of the suggestion that RCS develop a creative producing programme that brings production and film closer together and suggested that more be undertaken in this area.

It was noted by the Board that the timescale for curriculum review was ambitious. DXM raised the point that a revalidated curricular structure being in place for new cohorts starting at RCS in September 2023 was challenging. It was noted that this was especially the case in terms of risks to recruitment and the need to ensure prospective students have enough information to make a judgement regarding their applications to programmes of study, but also in terms of time to outline the future shape and size of RCS that needs to occur as part of the longer term strategic planning agenda and the relevant staff skills. The Deputy Principal noted that initial conversations regarding the process were going well but acknowledged the pressure to complete.

The committee endorsed the approach outlined by the Deputy Principal but requested that market intelligence is provided for the possible new 'hybrid' programmes to ensure that these are designed for

implementation at the most appropriate SCQF level.

[ACTION: LOIS FITCH / JANETTE HARKESS to commission market intelligence regarding the possible programmes related to Creative Production and report the findings to the Board of Governors on 28th January 2022 as part of an update on progress regarding the Strategic Plan and the Curriculum Review]

- 8.3 The Annual Quality Report for 2020-21 was received and noted.
- 8.4 The Annual Complaints report for 2020-21 was received and noted. It was considered too difficult and of little relevance to seek comparative statistics from other HEIs.
- 8.5 An update on the Innovations Studio compiled by the Director of Research and Knowledge Exchange was received and noted. DXM commented that this represented an exciting opportunity for RCS, particularly the mutual synergies that could emerge between the Innovation Studio and curriculum review. The Board noted the importance of a clear approach to IP as part of the development of the pilot in addition to the potential impact of the pilot as it was rolled out in future.

[ACTION: STEPHEN BROAD to prepare a short policy on managing IP for the Innovation Studio.]

9. GDPR REPORT

The Board received and noted the report presented which provided an update on EU GDPR since its implementation in 2018 and the work of the RCS Data Protection Team to ensure compliance and document instances and accountability.

10. REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

- 10.1 The summary report of the meetings held on 17 September and 15 October 2021 was received and noted. DM highlighted that the budget had benefitted from additional financial support from the SFC as part of the government COVID19 response. He emphasized, however, that the projected deficit had grown substantially, acknowledging not just a pandemic effect but also additional costs being incurred in terms of pension adjustments, pay awards, and recruitment of staff in key areas. The Board noted that savings were being identified.
- 10.2 The management accounts to end July 2021 were received and noted. DM confirmed that the Statutory Accounts now replace the Management Accounts from July 2021.
- 10.3 The budget for 2021-22 was received **and approved**.

11. REPORT FROM THE AUDIT AND RISK COMMITTEE

11.1 Summary report of the meeting of 15 October 2021

The summary report of the meeting of 15 October 2021 was received and noted.

- 11.2 The Audit and Risk Committee's Annual Report was received and noted. The Convenor of the Audit & Risk Committee noted that much of the relevant material to be highlighted had already been touched on earlier in agenda item 3.10.)
- 11.3 The Internal Audit Annual Report from Azets was received and noted.
- 11.4 The Strategic Risk Register and annual report to the Committee from the Risk Management Group were received and noted. JT commended the use of the risk register as a tool for managing by anticipating mitigations that might become necessary. This was particularly pertinent in terms of the financial liabilities and budgetary restraint concerns that assail the sector.

The Complaints Audit was one area of risk raised by DH. The Academic Registrar and Secretary noted that a report regarding a strategic approach to enhancing the complaints process (required by the audit) would be completed by end of November 2021 and would be noted at the January 2022 Board of Governors.

[ACTION: VICKY GUNN to complete complaints' audit response by 26th November.]

12. REPORT FROM THE FAIR ACCESS COMMITTEE

The summary report from the Committee, which incorporated the Fair Access Annual Report and an update on the Fair Access strategy and operational plan for 2021-22 was received and noted. DXM drew attention to the Annual Report and the Transitions' activity and AR proposed that the exceptional Transitions work be given wider circulation and specifically to SFC and SG.

The Board commended the work that had been undertaken and recognized the vulnerability of this work given the time limited funding attached to it by the SFC. The Board asked that the RCS consider ways to improve awareness externally of the work being done.

13. REPORT FROM THE HEALTH, SAFETY AND WELLBEING COMMITTEE

The annual report from the Committee and the October summary report were received and noted. The Convenor of the Health, Safety and Wellbeing Committee congratulated Lydia Demaison on her promotion to Head of HR and Ruth McGowan on her election to the Board of Governors. The Convenor recommended item 6 within the annual report on the next steps and going forward to the Board, highlighting the proactive development that is occurring.

DH noted concern regarding the compliance completion rate regarding part-time staff and H&S training.

The Chair highlighted the excellent work of the Welcome Home team.

14. REPORT FROM THE BUILDINGS COMMITTEE

The summary report of the meetings of 17 September and 15 October 2021 was received and noted. The Convenor of the Buildings Committee commended the securely, professionally, and protocol driven, effective reopening of the buildings following a significant period of restricted access. Opportunities presented by the removal of the Savoy Bridge for an expansion in the footprint of the RCS were highlighted.

15. REPORT FROM THE DEVELOPMENT AND FUNDRAISING COMMITTEE

The annual report from the Committee and the September summary report were received and noted. The Principal and the Director of External Relations (on behalf of the Convenor) asked the Board to note that an Alumni Manager would be starting at RCS in December; that the appointment of a Strategic Director of Principle Gifts was nearly completed, and that the International Advisory Board in New York was focused and active.

The Chair commended the heightened level of activity now progressing through the Development Team and anticipated beneficial results as a consequence of PR's energy and commitment and the appointments in process.

16. REPORT FROM THE NOMINATIONS COMMITTEE

The annual report from the Committee was received and noted, in particular, the appointment of new staff governors Ruth McGowan (Professional Services) and Elizabeth Jenkinson (Academic).

The Board heard a recommendation from the Nominations Committee that, following the completion of her first term as a Governor, CR be invited to stay on as a governor for a second three year term.

The Board **approved** the nomination of Caroline Roxburgh for a second term of office.

17. REPORT FROM THE REMUNERATIONS COMMITTEE

The Senior Management Team as well as those in attendance left the Board room. The annual report was received and noted. [See Reserved Minute]

18. GOVERNANCE

The Senior Management Team as well as those in attendance returned to the Board room. The latest draft of the procedures and rules for the Election and Appointment of the Chair of the Board of Governors were received and **approved** by the Board. The need to progress with the next stage of the election of the Chair was noted.

[ACTION: AGNES ROBSON to establish the Appointing Committee and report back to a Nominations Committee by 17th December]

19. DATES OF FUTURE MEETINGS

Board of Governors

AY 2021/22:

8 December 2021 (10.45am)

28 January 2022

22 April 2022

24 June 2022

AGM

Wednesday 8 December 2021

Graduations

Thursday 7 July 2022

Thursday 27 October 2022

20. ANY OTHER COMPETENT BUSINESS

- SFC Outcome Agreement 2020-21: Self Evaluation Report
The Deputy Principal provided a verbal update on the process which had been affected by a change to the SFC timetable.
- The Chair gave formal thanks to Donald McRae for all the work that he has undertaken as a Board member.

There being no further business the Chairman closed the meeting