# At Glasgow and within the Board Room of the Royal Conservatoire of Scotland on Friday 1 February 2019 at 10:00am being a meeting of the Board of Governors

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| **PRESENT** | Professor Norman Gillies (NG)John Hylands (JH) Tari Lang (TL)Professor Donald MacRae (DM)Carol Main (CM) Sharon Mair (SM)Jasmine Munns (President of the Students’ Union)Nicholas Olsen (NO) -elected staff representative | Agnes Robson (AR) Caroline Roxburgh (CR) Jean Sangster (JS) -Academic Board RepresentativeProfessor Jeffrey Sharkey (Principal)Professor Norman Sharp (NS) Maria Taylor (MT)Aidan Teplitzky (AT) VP of the Students’ Union |
| **IN ATTENDANCE** | Dr Lois Fitch Janette HarkessProfessor Hugh Hodgart Helen McVeyDr Gordon Munro Jackie Russell Lindsey Shields Alan Smith | (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) |
| I**N THE CHAIR** | Nick Kuenssberg |  |

1. **APOLOGIES FOR ABSENCE**

Apologies for absence were received from Mark Leishman, Ed Monaghan and Sir Jonathan Mills.

Mark Paris attempted to join meeting by telephone but due to technical difficulties at the Conservatoire was unable to be present.

The Chair recorded congratulations on behalf of the Board to Professor Stephen Broad on his recent appointment as Director of Research and Knowledge Exchange.

# DECLARATIONS OF INTEREST

There were no declarations of interest declared.

# MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 5 DECEMBER 2018

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

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

* + Strategic Plan. The Principal reported on putting key areas into three broad categories and calling these “Three Perspectives”.
	+ The Assistant Principal presented on the Postgraduate Curriculum Review. This is undertaken every five years and that, mindful of the current political and financial and competitive climate, the Conservatoire is aware of the importance of providing a distinctive proposition for the Post Graduate student. Attention was drawn to two aspects in the programmes to (i) show through the revalidation how they facilitate collaboration across disciplines and (ii) develop interdisciplinary routes for students.
	+ NS referred to the general discussion around “masterfulness”, the introduction of the post graduate diploma for study (in study) and the intention to host a symposium including some high profile speakers drawn from a range of commercial backgrounds to show the value of the arts across society.
	+ the Conservatoire is also hosting the CUK biennial conference in October 2019.
	+ the impending visit from the new chief executive of the Scottish Funding Council, Karen Watt, and the Conservatoire’s approach to the discussion.
	+ that the distinctiveness of the student experience at the Conservatoire is something to build on and collaboration is a key component of this.
	+ the archives and the richness of resources. The Assistant Principal referred to the role of the Conservatoire in Scottish and international society for nearly two centuries.

# STUDENTS’ UNION

**6.1 Report from the President of the Students’ Union**

The President of the Students’ Union report was received. The President of the Students’ Union reported on the round table discussion with Scottish Ministers and Student Union Presidents to discuss student mental health, student costs and ensuring equality throughout higher and further education.

It was agreed that the President of the Students’ Union would continue to work with the Director of Human Resources in order to get further information required for the Healthy Body Healthy Mind award.

The Director of Human Resources reported on the Student Mental Health Agreement and how it shows that the Conservatoire is serious about mental health, despite it being a small institution, and that it does this well.

# Students’ Union Constitution

It was noted that, in terms of Clause 11 of the Students’ Union Constitution, the amended Constitution must be passed by a vote at a General Meeting of the Students’ Union. The President of the Students’ Union advised that more time was required to do this and **it was agreed** that the Board approved the Constitution *pro tem*.

DM referred to Schedule Part 4, Section C, Clause 3 of the Constitution which states that books and accounts of the SU will be subject to annual approval of the Board (at the F&GP Committee) and it was noted that this should happen more often than it has in the past.

# REPORT FROM THE ACADEMIC BOARD

The summary report of the meeting of 16 January 2019 was received. The Principal commented on the brevity of the Report and advised that it would be a fuller report in future.

The key areas considered at the meeting were the Post Graduate Teaching Framework, the upcoming REF and the scale of work involved in creating a new research code of practice, which has to be in place by June 2019.

Space is still an issue and this has been reviewed by the Space Utilisation Review Group. The Conservatoire continues to grow and needs to do so to be sustainable which has put pressure on premium space. Consideration is being given to:

1. sharing premium space;
2. how to address the lack of office space and
3. create some ‘thought space’ for students.

NS referred to the Assistant Principal’s report on change and development to the monitoring review arrangements in the Conservatoire and how important this is to the student experience. This has the wide support of Academic Board colleagues and will deliver more effectively appropriate enhancements to student experience and learning. In general, in being a small institution, the Conservatoire’s Students’ Union is exposed to a lack of wider and permanent resource that larger institutions have to support their work (including permanent staff) and this poses real challenges to the Conservatoire’s students. The REF 2021 similarly provides challenges for the Director of Research & Knowledge Exchange and the Conservatoire’s academic staff on account of the Conservatoire’s small, specialist status.

The attraction of a proposed conference highlighting this to Ministers and the public in Scotland and the importance of support and core funding was emphasised.

CM reported on the meeting of the Cross-Party Group on Music at Scottish Parliament and referred to the presentation by John Wallace and the report from the Director of Research & Knowledge Exchange which was well received.

# REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

* 1. **Summary report of the meeting 18 January 2019**

The summary report of the meeting of the Finance and General Purposes Committee meeting held on 18 January 2019 was received.

# Implementation of GDPR

The Finance and General Purposes Committee receives regular reports from the IT Governance Committee and also updates on implementing GDPR. It was noted that the Conservatoire is currently in a very good position in relation to compliance with GDPR.

# TRAC Return

The TRAC Return for 2017/18 was tabled and approved by the Board for onward submission to SFC.

# Management Accounts November 2018

The Management Accounts for the 4 months to November 2018 were received.

It was noted that there will be an increase in costs with regard to uplift in teachers’ pension costs from April 2019. There is an increase in tuition fees which helps to offset this. The Scottish Government draft budget for 2019/20 had been approved. The flat cash settlement for HE together with the increased pension costs presents budgetary challenges for the Conservatoire.

The Director of Finance and Estates reported on the increase in tuition fees for 2019/20. It had been decided to increase the Post Graduate and overseas fees by 5% from September 2019 to address budget challenges. It was noted that some students with limited means may find this increase economically difficult.

# REPORT FROM THE HEALTH, SAFETY AND WELLBEING COMMITTEE

**9.1 Summary report from the meeting of 16 January 2019**

The summary report from the Health, Safety and Wellbeing Committee meeting held on 16 January 2019 was received. It was noted that the Student Mental Health Agreement is in place.

Reference was made to Child Protection for pre- HE students, and the needs of young people and where responsibility lies. It was noted that there is still work to do on online training but progress is being made especially with the Conservatoire’s Health Safety and Wellbeing Manager now in place.

# REPORT FROM THE BUILDINGS COMMITTEE

**10.1 Summary report of the meetings of 23 November 2018 and 18 January 2019**

The summary report of the meeting of 23 November 2018 was received.

The Director of Finance and Estates reported that there had been a site visit to Dunblane Street at the last Buildings Committee and (i) the milestone to have the building wind and watertight by end February 2019; and (ii) that the development is still on track for completion for session 2019/20. It was noted that the top-up payment due from the Developer to the Trust in October 2018 remained outstanding, which was of some concern. It was also noted how impressive the building is and how it will enhance the overall campus facilities.

The Small Works project at the Opera School has commenced and the aim is for it to be complete and in use by mid-February.

The President of the Students’ Union requested to be involved in future meetings with the facilities management provider of the accommodation with a view to agreeing the use of the facilities for Student Union events.

# 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 noted that the Chair’s first three year term as a Governor expires in July 2019 and his appointment as Chair expires in December 2019. At the time he was appointed, the Governors knew that legislation to require election of chairs was in the pipeline but believed that making an appointment at that time meant that having once been appointed, the Chair could be reappointed again. The Nominations Committee has received legal advice in order to interpret the legislation and has studied this very carefully. Some institutions are having an election imminently.

JH reported that having an election this year or next year would be disruptive to the Conservatoire because of political uncertainty, BREXIT, Scottish Government elections.

The recommendation is to reappoint the current Chair as a Governor from July 2019 for three and a half years until December 2022 to coincide with end of appointment as Chair and have an election at this point. The verbal report and recommendation from the Nominations Committee **was approved**.

JH referred to the previous year's appraisal of the Chair and that he intended to meet the Chair to provide feedback. Governors were also invited to provide feedback to him directly.

* 1. **Recruitment of new Governors**

The proposal regarding recruitment of new lay Governors was received and **approved.**

# GOVERNANCE

* 1. **Academic Board Membership**

The Academic Board Membership was received for approval. It was agreed that the words “full-time” should be removed from the academic staff of the School of Music. It was further agreed that the definition of the quorum should specify that this it should comprise of at least two members each of the *elected* and *ex officio* members. Subject to these changes the Board **agreed** the membership of the Academic Board

#  Update on the Conservatoire’s draft Order of Council

The Secretary reported that the previous Secretary is working on the Amendment Order of Council with the input of external legal advice. The Amendment Order of Council is now back with the solicitor at Scottish Government and that comments are awaited. The Secretary and the Chair are involved in this process and it was noted that the amendment to the Articles of Association will be dealt with by the Conservatoire independently.

There was general discussion on the Amendment Order of Council and uncertainty around how the election of the chair is referred to within it. It was noted that the Secretary would revert to the previous Secretary to clarify the transitional provisions pertaining to the election of the Chair in the Amendment Order of Council and report back at the next Board meeting. The Board would then be better placed to agree the timings required in having the Amendment Order of Council approved by Scottish Government and laid before Parliament.

# SFC STRATEGIC DIALOGUE MEETING

The Chair reported that this happens every three or four years. The Principal clarified that the Conservatoire’s Agenda items are not specifically going to relate to the response to the Ministerial letter of guidance to SFC, paragraph 42 but what the Conservatoire would do in (i) seeking to address performing arts and progression in Scotland and how RCS needs to be a sustainable institution to do this; and (ii) continuing to be an internationally innovative conservatoire through collaboration.

It was noted that the Conservatoire required to field Governors, members of CSMT and groups of staff and students at the event.

# RENUNCIATION OF RCS POWER TO APPOINT TRUSTEES TO THE RCS TRUSTS

The Director of Finance and Estates reported that the first Trust was set up in 1980 by the Board as a separate charitable Trust to raise money for scholarships for the Academy (now RCS) with the intention that it be separate and legally unconnected to the RCS. There are now three Trusts (RCS Trust, RCS Endowment Trust and RCS Infrastructure Trust). Under each of the Trust Deeds, the RCS can appoint up to half of the Trustees. The Principal is a Trustee *ex officio* and included within that Conservatoire appointed number. The other half of the Trustees, including the chair, are independent Trustees.

The Trustees reviewed the governance of the Trusts last year and their independence was scrutinised. As a result, and with a view to enhancing the Trusts’ independence, the Trustees decided to request the Conservatoire to renounce its right to appoint Trustees with the exception of the Principal being a Trustee *ex officio.*

The Board acknowledged the Trustees’ concerns and the importance of the Trusts maintaining their independent status. However it was important to maintain a close and fruitful relationship between the RCS and the Trust and the possibility of appointing Governors who understand the strategic priorities and direction of the Conservatoire. Therefore it was suggested that it was still beneficial to retain an element representation on the Trustee body from RCS. After discussion it was decided that it would be appropriate for the Board to retain the power to appoint up to 25% of the Trustees.

**It was agreed** that the Director of Finance and Estates would go back to the Trust to suggest this proposal. The Board requested clarification about the operation of the powers of the Trustees to change the provisions of the Trust deeds and it was agreed that the Director of Finance and Estates DFE would report back on this matter

1. **DATES OF FUTURE MEETINGS**

26 April 2019

28 June 2019

1 November 2019

4 December 2019

AGM:

Wednesday 4 December 2019

Graduations:

Thursday 4 July 2019

Thursday 24 October 2019

Strategy Planning: 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

None.

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

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| **Item No.** | **Person(s)** | **Action** | **By/when** |
| 6.2 | President of the Students’ Union | To confirm that the Students’ Union Constitution has been approved at a Students’ Union General meeting. | To report to the April meeting of the Board. |
| 12.2 | Secretary | To liaise with the previous Secretary on the drafting and reference to the timing of the election of the Chair in the Amendment Order of Council | To report to the April meeting of the Board. |
| 14 | Director of Finance and Estates | To go back to the Trust to propose retaining the power to appoint up to 25% of the Trustees. To report back to the Board with clarification about the operation of the powers of the Trustees to change the provisions of the Trust deeds. | To report to the April meeting of the Board. |