

STRICTLY PRIVATE AND CONFIDENTIAL

At Glasgow and within the Board Room of
the Royal Conservatoire of Scotland on
Wednesday 12 December at 11.30am

Being a meeting of the Board of Governors

PRESENT

Professor Norman Gillies	Mr James Miller
Ms Joyce Goodwin	Mr Philip Oppenheim
Mr Luke Harris	Dr Steven Inch
Mr John Hylands	Mr Gavin Reid
Dr Bridget McConnell	Professor John Wallace

IN ATTENDANCE

- Mr Ewan Hailey
- Mr Hugh Hodgart
- Mrs Jackie Russell
- Mr Alan Smith
- Mr Havilland Willshire

IN THE CHAIR Lord Vallance of Tummel

1. APOLOGIES FOR ABSENCE

Apologies were received from Mr Matthew Chinn, Sir Sandy Crombie, Miss Vicky Featherstone, Mr Tom Gilchrist, Professor Maggie Kinloch, Professor Donald MacRae, Dr Paul Jourdan, Miss Eileen Mackay, Dr Donald Runnicles, and Professor Norman Sharp.

1. QUORUM

- 1.1 The Chairman reported that notice of the meeting had been given to each of the governors in accordance with the articles of association of the Company (the "**Articles**").
- 1.2 The Chairman noted that a quorum of governors was present in terms of the Articles and, accordingly, it was competent to proceed with the business of the meeting.

2. DECLARATION OF INTERESTS

Each of the governors declared or had declared the nature and extent of their interest in the matters to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Articles. In particular, Lord Vallance of Tummel declared the nature and extent of his

interest in these matters as arising by virtue of the proposal that he subscribe for shares in the capital of the Company.

It was noted that, in terms of the Article 92 (c) and Article 93 of the Articles, the governors may vote in respect of any subscription for any shares in the capital of the Company notwithstanding that he may be interested therein and he may be counted in the quorum at any meeting of the governors at which such subscription for shares shall come before the meeting for consideration.

3. PURPOSE OF MEETING

It was noted that the purpose of the meeting was to consider and, if thought fit, approve the allotment of shares in the capital of the Company.

4. WRITTEN RESOLUTIONS

It was noted that a written resolution of the only member of the Company entitled to receive notice of and vote at general meetings of the Company had been passed to give the governors of the Company the authority to allot shares up to an aggregate nominal amount of £300.

5. ALLOTMENTS OF SHARES

- 5.1 It was proposed that the undernoted person (the "**Proposed New Member**") be allotted the undernoted number and class of shares in the capital of the Company for a subscription price of £1 per share, each having the rights and being subject to the restrictions set out in the Articles:-

NAME	NUMBER OF SHARES	CLASS OF SHARE
Lord Vallance of Tummel	300	shares of £1 each

- 5.2 It was noted that arrangements had been made in relation to payment of the subscription monies for the above shares, and it was therefore resolved to allot and issue (credited as fully paid) to the Proposed New Member the number and class of shares as set out in the table above, each having the rights and being subject to the restrictions set out in the Articles.

It was resolved that a share certificate be executed and issued to the Proposed New Member in respect of the shares shown opposite his name in the table above, and that any governor of the Company is authorised to do all such acts and things and agree and execute on behalf of the Company such certificate and all such other documents as may be required in order to allot

and issue the shares.

7. RETURNS

The Chairman undertook to make arrangements for:-

- (a) the Proposed New Member's name to be entered on the register of members of the Company as the holder of the shares allotted to him and make all other necessary and appropriate entries in the books and registers of the Company; and
- (b) procure that all necessary returns be made to the Registrar of Companies to reflect the matters referred to in this minute.

8. COMPANY LIMITED BY GUARANTEE HAVING A SHARE CAPITAL

It was agreed that the nature of a Company Limited by Guarantee having a share capital would be considered at the Board's forthcoming strategy away-days.

9. ANY OTHER COMPETENT BUSINESS

There was no other competent business.

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Chairman