

At Glasgow and within the Board Room of the Royal Conservatoire of Scotland on Friday 27 October 2017 at 10.00am being a meeting of the Board of Governors

PRESENT

Dr Laura Bissell	Ms Sharon Mair
Mrs Fiona Ballantyne	Mr Mark Paris (by telephone)
Professor Norman Gillies	Mr Gavin Reid
Mr John Hylands	Mrs Agnes Robson
Mrs Catherine Jackson	Professor Jeffrey Sharkey
Ms Tari Lang	Professor Norman Sharp
Mr Mark Leishman	Mr Will Stringer
Mr Donald MacRae	Ms Maria Taylor
Ms Carol Main	Mr Aidan Teplitzky
	Ms Colleen Toomey

IN ATTENDANCE

Professor Stephen Broad (for the presentation following Item 2)
Mr Jeremy Chittleburgh (for item 3)
Mr Ewan Hainey
Mrs Janette Harkess
Ms Helen McVey
Dr Gordon Munro
Mrs Jackie Russell
Mr Alan Smith

IN THE CHAIR

Mr Nick Kuenssberg

The Chair welcomed Mr Aidan Teplitzky to his first meeting of the Board.

1. APOLOGIES FOR ABSENCE

Apologies for absence were received from Dr Anne Lorne Gillies, Sir Jonathon Mills and Mr Ed Monaghan.

2. DECLARATIONS OF INTEREST

There were no declarations of interest declared

3. STATUTORY ACCOUNTS 2016/17

The previously circulated draft accounts and report from the external auditors, Chiene and Tait, were noted.

The Chairman welcomed Mr Jeremy Chittleburgh from Chiene and Tait to the meeting, and invited him to present his report and opinion

on the accounts. Mr Chittleburgh confirmed that he was content to sign an unqualified audit report.

Mr Hylands presented the Audit Committee's Annual Report to the Board, which was taken as read. The report concluded with an assurance that, in the opinion of the Audit Committee, the Board's responsibilities as described in the Responsibilities Statement in the Annual Report had been satisfactorily discharged. Mr Hylands confirmed that neither the Board nor any member of the Executive had received *pro-bono* advice from either the internal or external auditors.

Mr MacRae, Chairman of the Finance and General Purposes Committee, drew Governors' attention to the minutes of the meetings of the Finance and General Purposes Committee of 15 September and 13 October 2017 in respect of the Statutory Accounts for 2016/17. Mr MacRae 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.

It was agreed to adopt the Accounts and to lay them before members at the Annual General Meeting to be held on 6 December 2017. In particular, Governors **confirmed** that they were content with the Report of the Governors.

Subsequent to the meeting, the accounts were signed by the Chairman, the Principal and the Director of Finance and Estates on behalf of the Board of Governors.

Professor Stephen Broad, Head of Research and Knowledge Exchange, delivered a presentation on research and knowledge exchange at the Conservatoire.

4. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 30 JUNE 2017 AND PROGRESS IN RESPECT OF PREVIOUSLY AGREED ACTIONS

The minute of the previous meeting was approved as an accurate record. 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

The Chairman reported that Fellowship had been conferred upon Mr Scott Mitchell at the previous evening's Fellowship and Graduation Ceremony.

6. REPORT FROM THE PRINCIPAL

The Principal's report was received. Professor Sharkey reported on two recent international contacts that offered the prospect of significant and fruitful collaboration. The Board's approval would be sought to proceed in the event that either prospect developed into a substantive proposal.

Progress in respect of discussions with Scottish Government was noted. It was confirmed that orchestral tax relief would be sought as well as theatre tax relief.

7. REPORT FROM THE ACADEMIC BOARD

7.1 Summary report from the meeting of 30 August 2017

A summary report from Academic Board's meeting of 30 August 2017 was received.

7.2 League Tables and the NSS

An analysis of the Conservatoire's rankings in the 2018 Guardian League Tables was received. On a related matter, the President of the Student Union reported that the Student Union would consider participation in NSS 2017/18 at its next meeting.

7.3 SFC Guidance to HE Institutions on Quality from August 2017/22

Governors noted the most recent SFC guidance on quality. An assessment of where the Conservatoire stood in terms of compliance would be submitted to the Board's next meeting.

7.4 Institution-Led Review of Quality: Annual Report to SFC – 2016/17

The annual Institution-Led Review of Quality report **was retrospectively approved**, having been previously approved by the Finance and General Purposes Committee prior to its submission the Scottish Funding Council. In approving the report, Governors also endorsed SFC's *pro forma* statement of assurance in respect of the Conservatoire's arrangements for the maintenance of standards and the enhancement of quality.

7.5 Outcome Agreement – 2016/17 Self-Evaluation

The self-evaluation of the 2016/17 Outcome Agreement was noted – the Principal was required to approve the report on behalf of the Board of Governors prior to its submission to the SFC.

8. REPORT FROM THE PRESIDENT OF THE STUDENTS' UNION

The President's report was received. Issues identified in respect of the booking of space for student union events would be investigated.

Mr Stringer was thanked and congratulated for his efforts in organising a successful Freshers' Week.

9. REPORT FROM THE FAIR ACCESS COMMITTEE

9.1 Report from the meeting of 5 October 2017

A report from the Fair Access Committee's meeting of 5 October 2017 was received.

A Fair Access Plan would be submitted to the next meeting of Academic Board for approval.

The Chairman reported that a recent *Who Cares Scotland* training event for Governors had been very informative and powerful. The Secretary would circulate a note of the key outcomes of that event to all Governors.

10. REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

10.1 Summary report from the meetings of 15 September and 13 October 2017

Summary reports from the Finance and General Purposes Committee's meetings of 15 September and 13 October 2017 were received.

Mr MacRae congratulated the Senior Management Team on the achievement of the 2016/17 surplus, and stressed the need for the Conservatoire to continue to return a reasonable surplus. Under performance in pre-HE activity in 2016/17 had been the result of a number of factors that were detailed in the Principal's report, and which were currently being addressed. Financial forecasts for that area were currently being revised on the basis of lessons learned.

10.2 Management Accounts

July 2017 Management Accounts were noted.

10.3 Information Technology Governance Committee

The creation of an Information Technology Governance Committee

was noted. That Committee, which had been created in response to an internal audit report, would report to the Board via the Finance and General Purposes Committee on the management of IT projects.

11. REPORT FROM THE AUDIT COMMITTEE

11.1 Summary report from the meeting of 13 October 2017

A summary report from the Audit Committee's meeting of 13 October 2017 was received.

11.2 Internal Audit Annual Report

The Internal Audit Annual Report 2016/17 was noted. The list of outstanding actions would be reviewed with Internal Auditors with a view to confirming the continued validity and priority of each action.

11.3 Audit Committee Annual Report 2016/17 to the Board of Governors

The Audit Committee's Annual Report was received. Governors noted the Audit Committee's view that the Board's responsibilities, as described in the Responsibilities Statement in the Annual Report, have been satisfactorily discharged.

11.4 Strategic Risk Register

Mr Hylands reported that the Audit Committee was content with the Conservatoire's approach to the management of strategic risk. Compliance with the General Data Protection Regulation would be closely monitored and would feature in the 2017/18 audit schedule.

11.4 Prevent Duty

Mr Hylands reported that the Audit Committee had received a report on the Conservatoire's approach to the 'Prevent Duty' and, on that basis, was assured that the Conservatoire was meeting its obligations in terms of the Counter-Terrorism and Security Act (2015).

12. REPORT FROM THE HEALTH, SAFETY AND WELLBEING COMMITTEE

12.1 Summary report from the meeting of 4 October 2017

A summary report from the Health, Safety and Wellbeing Committee's meeting of 4 October 2017 was received.

12.2 Revised Committee remit

A revised remit for the Health, Safety and Wellbeing Committee **was approved** as circulated.

12.3 Annual Report

The Health, Safety and Wellbeing Committee's annual report for session 2016/17 was received.

13. REPORT FROM THE BUILDINGS COMMITTEE

13.1 Summary report from the meeting of 13 October 2017

Summary reports from the Buildings Committee's meetings of 15 September and the 13 October 2017 were received.

13.2 Dunblane Street Lease

Key aspects of the Agreement for Lease on the planned student accommodation at Dunblane Street were noted.

13.3 Unit 1: Speirs Locks

REDACTED DUE TO COMMERCIAL SENSITIVITY

13.4 Building Cladding

Confirmation from Liberty Living that the Conservatoire's leased student accommodation did not have ACM cladding was noted. The Buildings Committee had been reassured that ACM cladding in the roof panels at Wallace Studios complied with building control and fire regulations. **It was agreed** that that information should be communicated to all staff and students.

14. REPORT FROM THE INTERNATIONAL ADVISORY BOARD

14.1 Report from the meeting of 29 September 2017

A report from the International Advisory Board's (IAB) meeting of 29 September 2017 was received.

It was agreed that the Director of Finance and Estates, the Secretary and the Convenor of the IAB would review the IAB's governance arrangements and financial protocols, with a view to reporting to the next meeting of the Board.

15. ANNUAL REPORT FROM THE NOMINATIONS COMMITTEE

The annual report from the Nominations Committee was noted.

15.1 Board and Committee membership

Dr Shonaig Macpherson's resignation as a Governor was noted, and the Board recorded its gratitude to Dr Macpherson for her contribution to its work.

It was agreed that Ms Tari Lang should join the Finance and General Purposes Committee and that Ms Sharon Mair and Ms Fiona Ballantyne should join the Audit Committee.

16. ANNUAL REPORT FROM THE REMUNERATION COMMITTEE

The annual report from the Remuneration Committee was received. That report confirmed that all decisions taken by the Committee had been in accordance with the Board's agreed policies and processes in respect of senior management remuneration.

Senior management salaries presented in bands were noted, as was the decision that senior management should receive the same pay award as all other staff i.e. 1.7% from 1 August 2017 (*staff in attendance left the meeting at that point*).

16.1 Remuneration Committee Remit

Minor amendments to the remit of the Remuneration Committee **were approved** as circulated.

17. RESPONSE TO RECOMMENDATIONS ARISING FROM THE BOARD'S STRATEGY AWAY-DAYS 2016/17

The Senior Management Team's concluding response to recommendations arising from the Board's 2017 Strategy Away-Days was received. An alumni strategy would be presented to the next meeting of the Board.

18. STUDENT NUMBER PROJECTIONS 2018/19 TO 2022/23

Dr Munro presented student number projections to 2022/23.

In doing that, Dr Munro highlighted a number of challenges, and responses to those challenges, that the Conservatoire faced in terms of student recruitment, not least of which was the impact of Brexit on recruitment from the EU.

19. COMPANY OF DONORS

A refreshed Company of Donors initiative was noted. The Chairman encouraged Governors to engage with the scheme.

20. GOVERNANCE

20.1 Board effectiveness and strategy away-day 2017/18

A paper from the Chairman in respect of the operational effectiveness of the Board was received. The enhancements to Board procedures proposed by the Chairman in that paper **were approved**.

A proposal to hold an 'in house' away-day on 29 June 2018 **was approved** as circulated.

20.2 Chair's Committee

The formation of a Chair's Committee **was approved** as per the circulated remit and membership.

20.3 Reporting of Critical Incidents

The process to report critical incidents to the Board as amended to take account of creation of the Chair's Committee approved at Item 20.2 above **was approved**.

20.4 Higher Education Governance (Scotland) Act: 2016

It was agreed that the Chair's Committee should consider how the Conservatoire should respond to the Higher Education Governance (Scotland) Act: 2016. A report, including recommendations in respect of necessary actions, would be made to the next meeting of the Board.

20.5 Scottish Code of Good Higher Education Governance

The 2017 edition of the Scottish Code of Good Higher Education Governance was noted. The Code had been approved by the Committee of Scottish Chairs and had been recommended to the SFC as fulfilling its requirements in terms of the Post-16 Education (Scotland) Act 2013. Following (and assuming) approval by the SFC, a timetable would be established for implementation. The Chair's Committee would consider a report from the Secretary in respect of the Conservatoire's current state of compliance which would, in turn, report to the Board.

21. DATES OF FUTURE MEETINGS

26 January 2018

27 April 2018

29 June 2018

AGM

6 December 2017 at 12noon

Graduation

Thursday 5 July 2018

22. ANY OTHER COMPETENT BUSINESS

The period of appointment of Catherine Jackson, the Governor elected by support staff would end shortly after this meeting. Governors thanked Ms Jackson for her valued and valuable input into the work of the Board.

ACTIONS ARISING FROM THE BOARD OF GOVERNORS' MEETING OF 27 OCTOBER 2017

Item No.	Person(s)	Action	By/when
3	Chairman, Principal and Director of Finance and Estates	Sign Statutory Accounts for 2016/17 and present them to AGM on 6 December 2017.	Immediately.
7.2	Principal	Provide an assessment of where the Conservatoire stood in terms of compliance with SFC guidance on quality.	To be submitted to the Board's next meeting.
7.4	Chairman/Secretary	Confirm approval of the annual Institution-Led Review of Quality report with SFC and provide the <i>pro forma</i> statement of assurance in respect of the Conservatoire's arrangements for the maintenance of standards and the enhancement of quality.	Immediately.
9.1	Secretary	Circulate a note of the recent <i>Who Cares Scotland</i> training event to all Governors.	Immediately.
13.4	Director of Finance and Estates	Communicate to all staff and students confirmation from Liberty Living that the Conservatoire's leased student accommodation does not have ACM cladding and that the Buildings Committee had been reassured that ACM cladding in the roof panels at Wallace Studios complied with building control and fire regulations.	Immediately.
14.1	IAB Convenor, Director of Finance and Estates and Secretary	Review the IAB's governance arrangements and financial protocols.	To report to the next meeting of the Board.
15.1	Director of Finance and Estates	Ms Tari Lang to join the Finance and General Purposes Committee and Ms Sharon Mair and Ms Fiona Ballantyne to join the Audit Committee.	Immediately.

17	Director of External Relations	Confirm an alumni strategy.	To be submitted to the Board's next meeting.
19	All Governors	Consider engagement with the Company of Donors scheme.	Continuous.
20.1	Chairman and Secretary.	Implement decisions in respect of enhancements to Board effectiveness.	Immediately.
20.2	Chairman and Secretary.	Set up Chair's Committee.	Immediately.
20.4	Chair's Committee	Consider how the Conservatoire should respond to the Higher Education Governance (Scotland) Act: 2016.	To report to the next meeting of the Board.
20.5	Chair's Committee	Consider a report from the Secretary in respect of the Conservatoire's current state of compliance with the revised Scottish Code of Good HE Governance.	To report to the next meeting of the Board.