

STRICTLY PRIVATE AND CONFIDENTIAL

At Glasgow and within the Board Room of the Royal Conservatoire of Scotland on Friday 26 April 2013 at 10.30am

Being a meeting of the Board of Governors

PRESENT

Mr Matthew Chinn	Dr Bridget McConnell
Sir Sandy Crombie	Miss Eileen Mackay
Professor Norman Gillies	Sir Brian McMaster
Mrs Joyce Goodwin	Mr Donald MacRae
Mr Luke Harris	Mr James Miller
Mr John Hylands	Mr Gavin Reid
Dr Steve Inch	Dr Cindy Sughrue
Professor Maggie Kinloch	Professor John Wallace

IN ATTENDANCE

Mr Ewan Hainey
Mr Alan Smith
Professor Celia Duffy
Mrs Jackie Russell
Mr Havilland Willshire
Miss Sarah Buckley

IN THE CHAIR Lord Vallance of Tummel

1. APOLOGIES FOR ABSENCE AND PURPOSE OF EXTRAORDINARY MEETING

Apologies were received from Dr Paul Jourdan, Professor Norman Sharp, Mr Chris Parr and Mr Mark Saunders.

2. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 25 JANUARY 2013 AND THE EXTRAORDINARY MEETING HELD ON 8 MARCH 2013

The minutes of the meeting of 25 January 2013 and the extraordinary meeting of 8 March 2013 were approved as an accurate record.

3. MATTERS ARISING FROM THE MINUTES NOT ELSEWHERE ON THE AGENDA

There were no matters arising not elsewhere on the agenda.

4. REPORT FROM THE NOMINATIONS COMMITTEE

The Chairman reported that there had been a meeting of the Nominations Committee immediately before this meeting.

The Chairman noted that the proposed Scottish Code of Good HE Governance, which would be considered under Item 8 of today's agenda, proposed that 'nominations committees should include the chair of the governing body (who should normally chair it), at least three other independent members, the Principal, at least one staff member and a student member of the governing body'. In anticipation of the adoption of that code, the Board agreed that both elected staff governors (which exceeds the Code's expectations) and the President of the Students' Union should be included in the membership of the Nominations Committee.

It was noted that, because of the nature of the Nomination Committee's agenda for its very recent meeting, and with the agreement of current members of the Nominations Committee, elected staff Governors and the President of the Students' Union had been in attendance at that meeting.

The Chairman's report in respect of part of the Nomination Committee's discussions was taken under reserved business.

The Chairman referred again to the proposed Code of HE Good Governance, which recommended that governing bodies should appoint a lay Governor 'to act as a sounding board for the chair and to serve as an intermediary for other members who might wish to raise concerns about the chair. Led by the independent member so appointed, the members of the governing body should meet without the chair present at least annually to appraise the chair's performance'. Again, in anticipation of the adoption of the Code, the Board agreed that the Nominations Committee should make a recommendation to the next meeting of the Board as to who that Governor should be. Because of the Chairman's interest in that matter, it was further agreed that Sir Sandy Crombie should assume the chair when the Nominations Committee considered that item.

5. FELLOWSHIPS

The Chairman invited Governors to submit suggestions for Fellowships to be conferred at the November 2013 Graduation and Fellowship Ceremony to the Secretary.

6. SFC OUTCOME AGREEMENT: SESSION 2013/14

6.1 Confirmed Outcome Agreement

Governors noted the Conservatoire's confirmed Outcome Agreement for session 2013/14. Progress towards the achievement of objectives included in the Outcome Agreement would be monitored by the Conservatoire Senior Management Team (CSMT), with regular reports being made to Governors and to Academic Board.

The Secretary reported that the Conservatoire's SFC Outcome Agreement team would be invited to make a brief presentation to the Board at its October meeting about the process itself and SFC priorities for the 2014/15 round of Outcome Agreements.

6.2 Feedback to Universities Scotland in respect of the Outcome Agreement process

The Conservatoire's feedback to Universities Scotland in respect of the management of the Outcome Agreement process was noted.

6.3 Funding for University Outcome Agreements for Academic Year 2013/14

Governors noted the significance of the SFC's funding being linked to delivery of the 2013/14 Outcome Agreement. The Principal highlighted the funding allocated to the pre-HE widening access initiative, which had resulted from the Conservatoire's successful bid to the SFC's incentivisation scheme to promote wider access

The Director of Finance and Estates highlighted the cap of 411 on Scottish and non-UK EU undergraduate students (other than the BED Music) and noted that that limit would inevitably impact on levels of new recruitment for Scottish domiciled students. Mr Smith also highlighted the fact that SFC funding allocated through its various incentivisation schemes was not new money as SFC had found that money through the top-slicing of existing budgets.

7. AMENDMENT TO STATUTORY INSTRUMENT

Governors noted proposed amendments to the Conservatoire's Statutory Instrument. Noting that this had been a lengthy process, the Secretary reported that formal consideration of the approval of those changes by Scottish Government was now imminent. The Secretary also reported

that the draft Statutory Instrument was consistent with the proposed Scottish Code of Good HE Governance.

Governors confirmed their approval of the proposed changes. Governors also agreed to seek removal of the requirement to include those with experience of local government and education within the lay membership of the Board, which appeared at 3 (1) (a) (i) and (ii) and to include a reference to the performing arts at 3 (1) (a).

As the Conservatoire was still in discussion with Scottish Government lawyers regarding the fine detail of the proposed changes, it was agreed that Chairman's action should be taken in respect of final approval of those changes.

8. REVIEW OF HE GOVERNANCE

8.1 Proposed Scottish Code of Good HE Governance

Governors received the proposed Code of Good HE Governance, which had been drafted under the auspices of the Committee of Scottish Chairs (CSC). The Chairman particularly highlighted the proposed Code's 'comply or explain' approach and its specific reference to Small Specialist Institutions in terms of proportionality and relevance.

Governors considered a paper which assessed where the Conservatoire currently was in terms of compliance with the proposed Code and noted that the achievement of full compliance would not require any fundamental change to how the Board conducted its business. However, the Board also recognised that, in the particular case of the Conservatoire, full compliance might be neither necessary nor desirable.

The President of the Students' Union reported that the NUS had indicated that it was unhappy with aspects of the proposed Code. However, the Conservatoire's Students' Union was content to support the Code as currently drafted.

The Board confirmed its support for the proposed Code and agreed that it did not wish to submit any new evidence to the CSC in response to its consultation exercise. The Board further agreed that, should it be invited to do so by the CSC, then it would publicly support the proposed Code.

In anticipation of the draft Code's adoption, the Board agreed that the Secretary should draft a Statement of Primary Responsibilities and that, as noted under Item 4 above, the Nominations Committee should make a recommendation to the Board in respect of the appointment of a senior independent Governor at its next meeting. Consideration should also be given to an externally facilitated review of the performance of both the Board of Governors and the Academic Board.

8.2 Extract from the report from Education and Culture Committee in respect of the Post-16 Education (Scotland) Bill

Governors noted the Education and Culture Committee's most recent discussion regarding the draft Code in the wider context of its scrutiny of the Post-16 Education (Scotland) Bill.

9. REPORT FROM THE PRINCIPAL

The Principal thanked and congratulated the Vice Principal and her team on the successful outcome of the Conservatoire's recent ELIR and noted that his immediate priority was to deliver a viable budget for 2013/14. The Principal went on to highlight his key priorities for the period to the end of the next academic year.

The Chairman congratulated the Principal on his leadership of CUK, particularly in terms the development of a sectoral approach to the identification and promotion of best practice in Conservatoire teaching.

10. CUKAS ANNUAL REPORT

Governors noted the CUKAS Annual Report, which was particularly significant in that it was the first such report to reflect the inclusion of the Conservatoire's dance and drama programmes within the CUKAS system. The Principal highlighted a number of key statistics from the report and Governors congratulated the Principal on his key leadership role in the development of the CUKAS system as a whole.

11. SCOTTISH DRAMA TRAINING NETWORK: PROGRESS REPORT

Governors received the Scottish Drama Training Network's quarterly report. The Principal reported on positive discussions which he had had with the SFC and the Principals of Napier and Queen Margaret Universities regarding the future of the Network. As a consequence, the SFC had agreed to de-couple the Conservatoire's funding from the future of the Network. SFC would also conduct a further review of Network.

Professor Kinloch reported that she expected SFC to be clearer in future about how funds which it allocated in relation to the Network should be used by participating institutions. Professor Kinloch also reported that she was currently engaged in productive discussions with FE Colleges regarding their involvement in the Network.

12. REPORT FROM THE STUDENTS' UNION

The President of the Students' Union reported that the Union was operating effectively and had very recently participated in a CUK network event, which had been very positive.

13. REPORT FROM THE ACADEMIC BOARD

The minutes of the meetings of 6 March 2013 and 17 April 2013 were received.

13.1 Enhancement-Led Institutional Review

The Chairman congratulated all concerned on an outstandingly positive outcome in respect of the recent ELIR. The Chairman read from written comments received from Professor Sharp in which he welcomed the ELIR report and in particular its acknowledgement that the Conservatoire had created 'a student experience which provides opportunities for students to become co-creators of their own learning'. Professor Sharp also endorsed the report's recommendations in respect of areas which required development.

13.2 Quality Assurance and Enhancement Report to the Board of Governors

Governors received the Quality Assurance and Enhancement Report for 2012/13. The Chairman again referred to written comments received from Professor Sharp, who noted that the ELIR report discussed immediately above would inform the development of Academic Board's approach to quality management. On that basis, Professor Sharp suggested that the Board may wish to consider future reporting arrangements from Academic Board in the context of the ELIR report and Academic Board's response to it. Governors agreed that that suggestion represented a sensible way forward and Academic Board was therefore requested to form a small joint Governors/Academic Board working group to agree the format of future annual reports which, it was also agreed, should be presented to the January meeting of the Board of Governors.

14. REPORT FROM THE FINANCE COMMITTEE

The minutes of the meeting of the Finance Committee of 22 March 2013 were received and Mr Miller highlighted the following:

Pensions auto enrolment

The Conservatoire would commence a defined contribution scheme as soon as possible.

International student recruitment

The Finance Committee's concerns regarding the financial impact of failing to meet international student recruitment targets. It was agreed that Academic Board should be asked to commission a review of this area of activity, to include an analysis of the Conservatoire's entrance requirements in terms of English language ability for entrants whose first language was not English.

Financial Sustainability Group

Mr MacRae reported that the FSG had been reconstituted with a membership of himself as Convenor, together with Mrs Goodwin and Mr Reid, with support being provided by senior management. The FSG had had its first meeting and had agreed early priorities. Regular reports would be made to the Finance Committee.

Budgets

The Director of Finance and Estates reported that the CSMT would be meeting shortly to consider the budget for 2013/14, the current draft of which was showing a slight deficit. The management accounts as at January 2013 were noted.

15. REPORT FROM THE AUDIT COMMITTEE

The minutes of the meeting of the Audit Committee of 22 March 2013 were received and Mr Hylands highlighted the following:

Outstanding issues from previous audit reports

Efforts were being made to consolidate a Business Continuity Plan.

Child protection

A child protection audit had been completed and a draft report was expected within a week.

16. REPORT FROM THE BUILDINGS COMMITTEE

The minutes of the meeting of the Buildings Committee of 22 March 2013 were received and Dr Inch highlighted the following:

Avenue of the Arts

The Conservatoire would be represented by Dr Inch and the Principal on a 'Partnership Board' set up to take this project forward.

Speirs Locks

Negotiations with Matthews Foods were continuing. Contractors would be appointed in May 2013 and the project should be completed by February 2014, on time and within budget.

17. REPORT FROM THE HEALTH AND SAFETY COMMITTEE

The minutes of the meeting of the Health and Safety Committee of 26 March 2013 were received and, in Mr Parr's absence, the Director of Human Resources highlighted the following:

Health and Safety Training

An on-line training system for staff and students had been launched.

Child Protection

Steps were being taken to ensure maximum visibility into all teaching spaces.

18. REPORT FROM HUMAN RESOURCES

Governors noted the report from Human Resources. It was agreed that future reports would include equality and diversity.

19. FEEDBACK FROM STRATEGY AWAY DAYS

Governors noted feedback in respect of the January 2013 strategy away days. A number of options for the next strategy away days were discussed, including focussing on an evaluation of Board and Academic Board performance in the context of the proposed Code of Good HE Governance (as discussed under Item 8). It was agreed that a decision as to the purpose, format and location of the strategy event would be taken at the Board's next meeting. In order to inform that decision, the Secretary would canvas Governors' opinion on those questions. In the

meantime, it was also agreed that alternative locations would be considered for future Away Days.

20. DATE OF FUTURE MEETINGS

5 July 2013

The Chairman thanked Governors for agreeing to a change of date for the next meeting and apologised again for inconvenience caused.

Graduation

Tuesday 2 July 2013 at 11.00am and 3.00pm

2013/14

25 October 2013

24 January 2014

25 April 2014

4 July 2014

AGM

11 December 2013 at 12noon

Strategy Away Days

9/10 January 2014 (tbc)

21. ANY OTHER COMPETENT BUSINESS

Professor Duffy's published paper: *Negotiating with Tradition: Curriculum reform and institutional transition in a conservatoire* was noted.