

## 1.2 STATEMENT OF PRIMARY RESPONSIBILITIES

The Board of Governors of RCS is collectively responsible for overseeing RCS's activities, determining its future direction, and fostering an environment in which RCS's mission is achieved and the potential of all of its students is achieved.

The Board of Governors ensures that RCS complies with the legislative, regulatory, and best-practice framework within which Scottish higher education operates.

### Primary Responsibilities

To approve the mission, strategic vision and values of RCS, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.

Under the general control and direction of the Board, to delegate authority to the Principal, as Chief Executive, for the academic, corporate, financial, estate, and human resource management of RCS and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Principal.

To retain strategic responsibility for quality and provide public accountability for all aspects of institutional activities, including quality assurance and enhancement.

To delegate to the Academic Board the function of the Board relating to the overall planning, co-ordination, development, and supervision of the academic work of RCS and such other functions of the Board of Governors as may be assigned to the Academic Board by the Board of Governors. Under these arrangements, the Board of Governors must satisfy itself that there are appropriate processes in place with regard to quality assurance and enhancement of educational provision.

To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, procedures for handling internal grievances, complaints from students/staff and others (including whistleblowing) and for managing conflicts of interest.

To ensure that processes are in place to monitor and evaluate the performance and effectiveness of RCS against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.

To establish processes to monitor and evaluate the performance and effectiveness of the Board of Governors itself, its Committees, and the Chair of the Board of Governors.

To conduct its business in an open and transparent manner and in accordance with the **Scottish Code of Good HE Governance**, bearing in mind the principles of proportionality and relevance to the nature of RCS, and with the **principles of public life** drawn up by the Committee on Standards in Public Life.

To establish and oversee processes which secure the election of the Chair of the Board of Governors.

To ensure that RCS meets its commitments to the Scottish Funding Council.

To safeguard the good name and values of RCS.

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To appoint the Principal as Chief Executive, and to put in place suitable arrangements for monitoring their performance.

To appoint a Secretary to the Board of Governors and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.

To be the employing authority for all staff in RCS and to be responsible for establishing a human resources strategy together with all relevant human resources policies.

To be the principal financial and business authority of RCS, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for RCS's assets, property and estate.

To ensure that public funds are appropriately applied and are properly accounted for and that RCS delivers value for money.

To be RCS's legal authority and, as such, to ensure that systems are in place for meeting all of its legal obligations, including those arising from contracts and other legal commitments made in RCS's name.

To make such provision as it thinks fit for the general welfare of students, in consultation with the Academic Board.

To act as custodian for any legacy, endowment, bequest or gift made directly to RCS.

To ensure that RCS's constitution is followed at all times and that its business is conducted in accordance with its various statutory obligations and that appropriate advice is available to enable this to happen.

To constructively challenge and support the management of RCS.

### **Reserved Powers**

As established under the 2014 Order of Council, the Board of Governors may delegate any of its powers to any committee of one or more Governors within the constraints of the law, our regulatory framework as outlined in section 1 and any additional requirements of the SFC.

The following list identifies those items of business which require exclusive attention from the Board of Governors as identified in the law and through the Code. These are referred to as reserved powers. As such the following may only be exercised by the Board of Governors:

- The dismissal of the Chair of the Board of Governors;
- The appointment and dismissal of the Principal;
- The appointment and dismissal of all Lay Governors and the dismissal of elected Governors;
- The appointment and dismissal of the Secretary
- Major statements complying with statutory or other legal requirements including those relating to the governing instruments of the Conservatoire and its charitable status eg The approval of changes to RCS's Articles of Association, Orders of Council, and the Corporate Governance Statement and associated Statement of Primary Responsibilities of the Board of Governors.
- The approval of the constitution and funding of the Students' Union;

## Statement of Corporate Governance

- The approval of:
  - The purpose, values, overall strategy, and strategic objectives of the Conservatoire
  - The Conservatoire's Strategic Plans (academic and business) and associated annual plans
  - The Annual Report & Financial Statements
  - Annual Budget
  - The Capital Budget
  - The Financial Forecasts
  - The Outcome Agreement with the Scottish Funding Council
  - Loans
- Conservatoire-wide strategies, appropriate policies, and formal reports including those relating to:
  - Risk assessment/management
  - Treasury Management
  - Investment Management
  - Business Continuity
  - Reserves
  - Gifts and Hospitality Policy
  - Academic sustainability
  - Financial sustainability
  - Human Resources
  - Health and safety
  - Equality of opportunity
  - Dignity at Work
  - Policies associated with Safeguarding and Anti-Terrorism (Prevent),
  - Estates and digital infrastructure strategies
  - Other Legislative Compliance
- The approval and monitoring of the committee structure (creation and monitoring of subsidiary bodies) of the Board of Governors following the recommendations of the Nominations Committee;
- The Remuneration Policy for those senior staff members whose salaries are not included within national pay scales following the recommendations of Remuneration Committee;
- The approval and monitoring of the key performance indicators of the Conservatoire.
- The establishment and monitoring of systems of control and accountability.
- The monitoring and evaluation of the effectiveness of the Board of Governors itself.
- The appointment of, and receipt of reports from, the Academic Board.
- The formation of, and receipt of regular reports from, Committees to consider major areas of activities.
- Any matter which might have a significant bearing on the reputation of the Conservatoire.
- Any other matters which may be identified by the Scottish Funding Council as requiring the approval of the full Board.