

Royal Conservatoire of Scotland

Board of Governors

Specification for the Role of Governor

Role Purpose

Through membership of the Board of Governors of the Royal Conservatoire of Scotland, Governors are collectively responsible for overseeing the Royal Conservatoire's activities, determining its future direction and fostering an environment in which the Royal Conservatoire's mission is achieved and the potential of all of its students is realised. Governors individually and collectively will ensure that the Royal Conservatoire complies with the legislative, regulatory and best-practice framework within which Scottish higher education operates and that it delivers good value/public benefit in return for public funding.

Governors will contribute towards the development of a positive and supportive culture of constructive challenge between the Board of Governors and the management of the Royal Conservatoire (recognising the distinction between governance and management and respecting the autonomy of the academic community under the leadership of the Principal to determine matters of academic quality; and safeguarding academic freedom) and will help ensure that the Board is well-connected to its stakeholders, including its staff and students.

Governors will conduct themselves in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership (the 'Nolan Principles') and will, at all times, uphold the values of the Royal Conservatoire.

Governors will be ambassadors for the Royal Conservatoire and will be visible within the Royal Conservatoire, notably through attendance at student performances.

Duties and Responsibilities

Governors will (either individually or collectively):

Play an appropriate part in ensuring that the Board fulfils its remit in an efficient and effective manner and in accordance with expectations in respect of the proper conduct of public business.

Play an appropriate part in ensuring that the Board complies with its various statutory and other legal obligations and that the Board acts in accordance with the instruments of governance of the Royal Conservatoire and with the Royal Conservatoire's internal policies and procedures.

Have due regard to the terms of the Scottish Code of Good HE Governance and the need to comply with the rules relating to the use of public funds as laid down in the Scottish Funding Council for Further and Higher Education's Financial Memorandum.

Make rational and constructive contributions to debate, seek to persuade colleagues through open debate and to register dissent if they are concerned that any action or issue would be contrary to the interests of the Royal Conservatoire.

Ensure that they comply with the Royal Conservatoire's rules on the acceptance of gifts and hospitality.

Accept collective responsibility for the decisions reached by the Board of Governors. Members elected, nominated or appointed by particular constituencies may not act as if delegated by the group they represent, and may not be bound in any way by mandates given to them by others.

Ensure that the Board of Governors conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership (the 'Nolan Principles').

Make a full and timely disclosure of personal interests to the Secretary in accordance with the procedures approved by the Board of Governors. Governors must, as soon as practicable, disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the integrity of the business of the Board of Governors and its Committees may be, and may be seen to be, maintained.

Ensure that the Board of Governors exercises efficient and effective use of the resources of the Royal Conservatoire for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud. Governors must ensure that the Royal Conservatoire does not continue to operate if it is insolvent.

Ensure that the Board of Governors exercises control over the strategic direction of the Royal Conservatoire, through an effective planning process, and that the performance of the Royal Conservatoire is adequately assessed against the objectives which the Board of Governors has approved.

Establish constructive and supportive but challenging working relationships with Royal Conservatoire staff with whom they come into contact, but they must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the Royal Conservatoire.

Represent the Board of Governors and the Royal Conservatoire externally as may be required from time to time.

Use personal influence and networking skills on behalf of the Royal Conservatoire as opportunities arise.

Play a role in liaising between key stakeholders and the Royal Conservatoire, or in fund-raising as may be required from time to time.

Person Specification

Personal Attributes

Governors will have a strong personal commitment to higher education, the performing arts and to the values, aims and objectives of the Royal Conservatoire. They will share the Royal Conservatoire's commitment to internationally recognised excellence and will understand what is needed to fulfil that commitment.

Governors will at all times act fairly and impartially in the interests of the Royal Conservatoire as a whole, using independent judgement and maintaining confidentiality as appropriate.

Furthermore, in addition to adherence to the 'Nolan Principles' referred to above, the following are key attributes for the role of Governor:

- diplomacy and sensitivity;
- ability to challenge constructively;
- integrity, tact, discretion, independence and objectivity;
- sound judgement;
- commitment to equality and diversity;
- ability to deal with conflict in a constructive manner;
- networking and advocacy skills;
- political awareness;

- ability to establish good working relationships with a diverse range of people (staff, students, other lay members of the Board of Governors and its committees);
- a keen interest in the performing arts and in education; and
- sympathy with, and understanding of, the Royal Conservatoire's culture.

Experience

The Board will appoint lay Governors who are appropriately experienced at the required level from the following areas of expertise:

Necessary

- Audit
- Estates
- Finance
- Learning and teaching in higher education
- Management
- A range of performing arts genres

Desirable

- Human resources
- Law
- Marketing
- Media relations
- Public service

The Board may also recruit lay Governors from other areas of expertise, which are considered to be useful to the Board and complementary to the background and experience of other Governors. Irrespective of background, lay Governors will be expected to be keenly supportive of the performing arts and of education.

Knowledge, Skills and Competencies

- Relevant expertise and knowledge in matters relevant to the successful operation of a significant and complex organisation;
- interested in and empathetic towards current challenges facing education and the performing arts (experience of education or performing arts management/governance as such is not essential);
- awareness of the regulatory environment within which higher education operates, so that legitimate scrutiny and accountability are respected and effectively discharged;
- understanding of financial and budgetary processes;
- understanding of strategic planning processes;

- ability to influence opinions and outcomes and to communicate effectively at all levels of society;
- well-developed skills of networking, influencing and advocacy applied at national and international level; and
- understanding of good governance and demonstrable commitment to high standards of probity, integrity, transparency and impartiality.

Commitment

Governors are expected to attend all meetings of the Board of Governors and of Committees of which they are a member, or give timely apologies. Governors are also expected to attend other less frequent or *ad hoc* meetings with a range of stakeholders (e.g. the Scottish Funding Council for Further and Higher Education or the Scottish Government) as and when required.

Governors will normally be appointed by the Board of Governors to at least one Committee of the Board and are expected to play a full part in the business of all Committees to which they are appointed.

On the basis of personal expertise and experience, individual Governors will be asked to convene a Committee of the Board and to report on the work of that Committee to the Board.

Governors must participate in any processes established by the Board of Governors for the regular appraisal/review of the performance of individual Governors or of the Board as a whole. Governors must attend the induction programme arranged by the Royal Conservatoire and should, where possible and appropriate, participate in training events such as those organised by the Leadership Foundation, which will be drawn to their attention by the Secretary.

The likely overall time commitment required of a Governor for the effective conduct of the duties of the role is:

- attendance at Board meetings (currently four per year)
- attendance at meetings of at least one committee of the Board (between four and six meetings a year, depending on the Committee)
- attendance at annual strategy away days (two days per year, which may involve an overnight stay)
- attendance at the Royal Conservatoire's AGM
- occasional attendance at other *ad hoc* meetings
- preparation associated with all of the above
- attendance at student performances and other public events as schedules permit

The role of Governor is not remunerated, but Governors may reclaim all travelling and similar expenses (including first class rail travel) incurred in the course of

Royal Conservatoire business. Directors and Officers Liability Insurance is in place.

Equality and Diversity

In meeting the required elements of experience and expertise set out above, the Board will seek to achieve a balanced membership in terms of equality and diversity. The Board will also seek to achieve a blend of experience both from across Scotland, mindful of its national role, and furth of Scotland, so as to maintain appropriate ethnic, national and international perspectives.

Specifically in terms of gender, the Board will seek to achieve a minimum representation of 40% for either gender amongst lay Governors by July 2019.