

2 TERMS OF REFERENCE (TOR) FOR BOARD COMMITTEES & SUB-GROUPS

2.1 INTRODUCTION

This section provides the full terms of reference for the following Board committees:

- The Board of Governors
- Academic Board
- Audit & Risk Committee
- Fair Access Committee
- Finance & General Purposes Committee
- Fundraising Committee
- Infrastructure Committee
- Nominations Committee
- People and Culture Committee
- Remuneration Committee

It also provides the remit and membership for the following Board groups:

- *Ad hoc* Corporate Governance Group
- Convenors Group
- Risk Management Group

2.2 GENERAL BOARD & COMMITTEE GOVERNANCE

The following items relate to all Board committees:

1. Requirements of quorum & decision-making rules

A quorum is the minimum number of people that a committee needs in order to carry out its business officially. When a meeting is quorate, there are at least that number of people present.

For an item of business to be passed in terms of **agreeing** a direction/ action or **approving** documentation, a majority vote is normally required (unless otherwise specified in a particular committee's TOR). The associated convenor has a casting vote in the event of a tied outcome.

The quorum requirements for the RCS Board & its Committees are as follows:

The Board of Governors	In person:	4 members
	Via email circulation or other comparative means:	4 members
Academic Board	In person:	5 members, plus the Convenor (with at least two elected members & 2 <i>ex officio</i> members)
	Via email circulation or other comparative means:	5 members
Audit & Risk Committee	In person:	2 members
	Via email circulation or other comparative means:	2 members

Fair Access Committee	In person:	2 members
	Via email circulation or other comparative means:	4 members
Finance & General Purposes Committee	In person:	3 members
	Via email circulation or other comparative means:	4 members
Fundraising Committee	In person:	3 members
	Via email circulation or other comparative means:	3 members
Infrastructure Committee	In person:	3 members
	Via email circulation or other comparative means:	3 members
Nominations Committee	In person:	3 members
	Via email circulation or other comparative means:	3 members
People and Culture Committee	In person:	4 members
	Via email circulation or other comparative means:	4 members
Remuneration Committee	In person:	3 members
	Via email circulation or other comparative means:	3 members

2. Commitment to attend

To ensure that the Board can discharge its collective responsibility, attendance at meetings is crucial. Where a member is unable to attend, it is important to let the Assistant Registrar (Secretariat) know in advance (where possible), as well as relevant secretary to the committee being missed.

3. Number of meetings each academic session

The table below summaries the number of meetings each committee has over the course of an academic year schedule and how these meetings happen. Members should note that where a meeting is in person, attempts to provide a hybrid option will be made if necessary but cannot always be guaranteed.

	Number of Meetings each year	In person/ hybrid/ fully online
The Board of Governors	4	In person (hybrid if necessary)
Academic Board	5	In person (hybrid if necessary)
Audit & Risk Committee	3	Online except one in person (hybrid if necessary) meeting in October
Fair Access Committee	3	In person (hybrid if necessary)
Finance & General Purposes Committee	6	Mainly online; one in person meeting per year in October

Fundraising Committee		
	3	Mainly online; one in person meeting per year
Infrastructure Committee		
	6	Mainly online; one in person in October
Nominations Committee		
	As required	Mainly online (hybrid when possible)
People and Culture Committee		
	4	In person (hybrid if necessary)
Remuneration Committee		
	At least once per year	In person & hybrid

Risk Management Group		
	4	In person & hybrid
Convenors' Group		
	1	In person in June
Ad Hoc Governance		
	As required	Hybrid

AGM		
	1	In person
Strategy Planning Day		
	1	In person, (Board & Academic Board)
Graduations		
	3	In person

4. **Managing changes to Board and Academic Board TORS**

The basic TORs for both the Board and the Academic Board are established by statutory instruments. As such, these TORs are based on legal requirement. Changes to these TORs would involve changes to the statutory instruments and, currently, would require Privy Council and Scottish Government engagement.

5. **Managing changes to committee TORs**

The Nominations Committee is responsible for overseeing and recommending changes to committee TORs to the Board. The process for making changes is normally as follows:

1. Two-yearly committee effectiveness review identifies areas of enhancement or change are required; OR membership of a given committee is identified as needing change as a result of the strategic needs of the institution in year; OR quinquennial governance review identifies areas requiring improvement;
2. Convenor of the Committee in consultation with committee members and in conversation with the Chair, develops a proposal of changes which are agreed by the committee;
3. Convenor of the Committee checks with the Secretary that there are no governance compliance issues relating to proposed changes (of particular relevance to Audit &

Risk Committee, Nominations Committee, Remuneration Committee, re: *Code of HE Good Governance 2022* section 7);

4. Assistant Registrar (Secretariat) organises a Nominations Committee;
5. The proposal is received as an agenda item, considered, adapted if necessary, and approved for recommendation by Nominations Committee to the Board;
6. Board approves the new TOR;
7. First meeting of the committee following the Board formally approves its renewed TOR.
8. Handbook and website are updated with the new TOR by the Assistant Registrar (Secretariat).

6. **Establishing sub/working groups**

On occasion, effective operation of the governance structure is enhanced through short-term, task-defined sub-groups being established by the Board, Academic Board, or committee as relevant to their specific remits.

Where this is the case, the Board or one of its associated Committees (including the Academic Board) is authorised to establish such a sub-group. For the introduction of a committee sub-group, however, the following conditions must be satisfied:

- The sub-group shall be chaired by a member of the Board or, in the case of the Academic Board, an Academic Board member. This person also acts as a full member of the sub-group.
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor (where the committee convenor is not also acting as sub-group Chair).
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

7. **Co-opting non-Board specialists as members of Committees**

Where a Committee's members believe their skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board. This is achieved by submitting a proposal to Nominations Committee, who then make a recommendation to the Board. Such appointments are for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time).

8. **Reviewing Terms of Reference**

Annually, at the first meeting of the **Board** and the **Academic Board (and its associated committees)** per academic session, members will review and reapprove their Terms of Reference.

At least once every two years, associated **Board Committees** will review their own performance, composition, and Terms of Reference to ensure that effective functioning. Any necessary changes that are an outcome of this process must be referred to Nominations Committee for review, prior to going to the Board for approval.

9. **Secretariat (Administration)**

The Conservatoire's governance 'secretariat' is composed of:

- The Secretary to the Board (responsible for the Board, Academic Board, Nominations Committee, Convenors' Group),
- The Assistant Registrar (Secretariat) (responsible for general administration as well as secretary to the Fair Access Committee)
- Specific committee secretaries as follows:
 - o Audit & Risk Committee; Finance & General Purposes - Trust Administrator & PA to the Director of Finance & Estates
 - o Infrastructure Committee – Director of Finance and Estates
 - o Fundraising Committee – Head of Fundraising
 - o People & Culture Committee – Deputy Director of Human Resources
 - o Remuneration Committee – Director of Human Resources

2.3 SPECIFIC TERMS OF REFERENCE

COMMITTEE
1. BOARD OF GOVERNORS
OBJECTIVES
<p>The objectives of the Board of Governors are defined within the <i>Scottish Code of Good Higher Education Governance</i> (2023) section 1 (The Governing Body). The key objectives are:</p> <ul style="list-style-type: none">• The governing body must take responsibility for ensuring the effective management of the institution, planning the institution's strategic direction and future development and advancing its mission.• The governing body has ultimate responsibility for all the affairs of the institution.• The governing body must satisfy itself that the institution is compliant with all relevant legal and regulatory obligations.• The governing body must adopt and publish a Statement of Primary Responsibilities.
RATIONALE
<p>The Board of Governors is the Conservatoire's legally constituted governing body as outlined in:</p> <p>RCS <i>Order of Council</i> (2014) RCS <i>Articles of Association</i> (2020) RCS <i>Order of Council Amendment</i> (2020)</p>
MEMBERSHIP AND ATTENDEES
<p>Its membership is established within Article 3 of <i>The RCS Amendment Order 2020</i> as:</p> <ol style="list-style-type: none">(a) the Chair, being the person appointed by the Board to the position of senior lay member, by virtue of section 8(1) (appointment and tenure) of the 2016 Act,(b) the Principal,(c) one Governor having the role of Assistant [now Deputy] Principal or any other executive office as the Board considers to be of at least equivalent standing, however named, being nominated by the Principal,(d) two Governors appointed by being elected by the staff of the Institution from among their own number,(e) one Governor appointed by being nominated by a trade union from among the academic staff of the Institution who are members of a branch of a trade union that has a connection with the Institution, in accordance with section 10(2) (composition of governing body) of the 2016 Act,(f) one Governor appointed by being nominated by a trade union from among the support staff of the Institution who are members of a branch of a trade union that has a connection with the Institution, in accordance with section 10(2) of the 2016 Act,(g) two Governors appointed by being nominated by the students' association of the Institution from among the students of the Institution,(h) one Governor appointed by being nominated by the Academic Board from among its members, and(i) 11 to 19 Governors appointed by the Board from time to time, in accordance with its rules and procedures, from among persons appearing to the Board to have experience in, and to have shown capacity in, industrial, commercial, employment or government matters, the performing arts or any profession and who may not be members of staff or students of the Institution.

QUORUM
'The quorum for the Board may be fixed by the Board. Where not fixed, the quorum is FOUR'. (2014 <i>Order of Council</i>).
FREQUENCY
The Board meets four times per year and, in exceptional circumstances, can be called as necessary. Additionally, it normally meets once per year to consider strategic planning issues.
DUTIES AND RESPONSIBILITIES (as set out in the statement of primary responsibilities)
The Conservatoire's Statement of Primary Responsibilities establishes the Board's duties and responsibilities (as set out in 1.2 of this handbook).
RESERVED POWERS
The Conservatoire's Statement of Primary Responsibilities establishes the Board's reserved powers (as set out in 1.2 of this handbook).
REPORTING AND MATTERS FOR REFERRAL
Reporting matters and matters for referral from the Board mainly relate to its incorporation, charitable responsibilities, and the memorandum with the SFC. The Board is required to report on:
<p>Company reporting & associated HE requirements</p> <ul style="list-style-type: none"> - Annual Report and Financial Statements (to SFC) - Governors' details to Companies House - Governors' Interests (Register of Business Interests to Companies' House)
<p>HEI activity</p> <ul style="list-style-type: none"> - Outcome Agreement to the SFC - Lay members required to stay on the Board beyond their three terms of office are required to be reported to the SFC (2020 <i>The Code</i>) - Equalities reporting and Gender composition of lay governor membership (to Scottish Government)
<p>Charity reporting</p> <ul style="list-style-type: none"> - Ensuring the charity's registered details with OSCR are kept up to date. - Obtaining OSCR consent to certain changes (name, amendment to objects/ purposes, merger, change of legal form). - Maintenance of accounting records in line with the <u>Charities Accounts (Scotland) Regulations 2006</u> (which set out detailed accounting and reporting requirements and principles), auditing of accounts and submission to OSCR. - Filing of annual return, accounts, trustees' report and audit report to OSCR each year as required by the <u>Charities and Trustee Investment (Scotland) Act 2005</u>, Section 44. - Provision of information to the public upon request – including a list of trustees and a copy of the charity's constitution.

LINKAGES: RECEIVING BUSINESS FOR AGREEMENT & APPROVAL

The Board receives reports and business for approval from the following committees and groups:

Academic Board	<ul style="list-style-type: none"> • SFC Outcome Agreement (approval) • Strategic plan and associated annual plans (approval) • Memorandum of Understanding (note) / Minutes of Agreement (Partnerships' contracts) (approval) • Research integrity statement (approval) • Institutional-wide research and knowledge exchange policies (approval) • The Code of Appeals (approval) • Student Recruitment Strategy (approval) • Student lifecycle metrics (discussion) • The annual governors' report on complaints, disciplinaries, and appeals (discussion) • A summary of updates to student-facing policies (note)
Audit & Risk Committee	<ul style="list-style-type: none"> • Recommendation of external auditors (approval) • Audited financial statements (approval) • Annual Report from the Committee (including the annual report from the Risk Management Group) (consider / note)
Fair Access Committee	<ul style="list-style-type: none"> • Annual Report (consider/note)
Finance & General Purposes Committee	<ul style="list-style-type: none"> • Draft budgets and forecasts (note/ consideration); • Proposals for material alterations to staff contractual arrangements, including pensions provision (approval); • The annual report in respect of progress in relation to the Strategic Plan and the Outcome Agreement (approval).
Fundraising Committee	<ul style="list-style-type: none"> • The RCS fundraising strategy (approval) • The RCS strategy for alumni engagement and future giving (approval) • Annual Report from the Committee (consider/note)
Infrastructure Committee	<ul style="list-style-type: none"> • The RCS Estate strategy, and any changes to it (approval).
Nominations Committee	<ul style="list-style-type: none"> • Proposals for changes in the membership of the Board, including the appointment of new Lay Governors (approval); • The membership of Board Committees (approval); • Proposals for changes to the Board Committee structure, including Committee Terms of Reference and any proposed cross-Committee sub-groups (approval); • As appropriate, the person elected to succeed the Chair as achieved specific to the conditions of the Higher Education Governance (Scotland) Act 2016 (note); • As appropriate, the person selected to succeed the Principal (approval); • Proposals for Fellowship of the RCS (approval);

	<ul style="list-style-type: none"> An annual report including skills and equalities membership compliance & effectiveness review of Board & its committees (consideration/note).
People & Culture Committee	<ul style="list-style-type: none"> <i>Tbc confirmed following proposal to the Nominations Committee: Institutional-wide Policies & Statements (except for Student-facing policies which come through Academic Board);</i> Annual Report (including staffing related metrics – tbc; equalities, diversity & inclusion activities) (consider/note); <i>Tbc confirmed by Nominations Committee: Annual Report: Safeguarding</i>
Remuneration Committee	<ul style="list-style-type: none"> The RCS policy and procedures for remuneration of senior staff (approval); The RCS policy and procedures for severance arrangements for senior staff (approval); An annual report to the Board setting out appropriate details concerning the salary and terms and conditions of members of senior management (consider/note).

ADMINISTRATION

The Academic Registrar and Secretary normally acts as Secretary to the Board of Governors. Where the Academic Registrar and Secretary is unavailable the Director of Finance & Estates will act temporarily as Secretary for the Board.

DATE OF REVISIONS AND APPROVAL

The Terms of Reference for the Board of Governors will be reviewed annually and approved at the first meeting of the academic session to ensure they are still relevant, decision-making structures are effective and it can effectively discharge its duties.

Version	Approval
Final 2023	Approved by the Board of Governors 27.10.23

COMMITTEE
2. ACADEMIC BOARD
OBJECTIVES
<p>The Academic Board of the Royal Conservatoire of Scotland oversees the academic work of the institution.</p> <p>As such, the Academic Board is responsible to the Board of Governors for the overall planning, co-ordination, development, and supervision of the academic work and for Quality Assurance and Quality Enhancement within the Conservatoire.</p> <p>In particular, the Academic Board is responsible for all matters concerning the Validation and Review of courses, for the maintenance of academic standards and, in relation to academic needs, for the assessment and prioritisation of resources.</p> <p>In relation to strategic planning, the Academic Board considers and, ultimately, recommends the Strategic Plan to the Board of Governors for its approval.</p>
RATIONALE
<p>The Academic Board is a legal constituted entity as established by: RCS <i>Order of Council</i> (2014) Part 4 RCS <i>Articles of Association</i> (2020) Paragraphs 87,89,90</p>
MEMBERSHIP AND ATTENDEES
<p>Membership <i>Ex Officio</i> (7):</p> <ul style="list-style-type: none"> • Principal (Chair) • Deputy Principal (Vice Chair) • Director of Music • Director of Drama, Dance, Production and Film • Head of Information Services • Director of Research and Knowledge Exchange • Director of Business Development <p><i>Elected</i> (8):</p> <ul style="list-style-type: none"> • A member elected by the academic staff of the School of Music - • A member elected by the academic staff of the School of Drama, Dance, Production and Film • Three elected internal members from academic directorates • Student Union President • Vice President of the Students' Union • A research student representative (normally PGR) <p><i>Co-opted</i> (1):</p> <ul style="list-style-type: none"> • An external member co-opted from another academic institution <p><i>In Attendance:</i></p> <ul style="list-style-type: none"> • Academic Registrar and Secretary (Secretary to Academic Board)

- Director of Finance & Estates
- A lay member of the Board of Governors

Term of Membership for co-opted and elected members:

Three years (with exceptional one year overlap where necessary), with no more than three terms of office in total per member.

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be FIVE members plus Convenor (please note that this should comprise at least two members each of the *elected* and *ex officio* members)

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least FIVE members of the Academic Board have responded.

FREQUENCY

Academic Board will normally meet FIVE times a year. The duration of meetings will be approximately three hours.

Academic Board will also have an opportunity to meet with the Board of Governors annually to support strategic planning and appropriate oversight.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

Academic Board is responsible for the effectiveness of the Conservatoire's academic governance, continuous improvement of the student experience, the setting and maintaining of standards, and approving and ensuring the overall effectiveness of policies and services in support of the academic endeavour.

This includes responsibility for:

- Supporting the development of the Strategic Plan and associated annual plans;
- Procedures for developing the content of the curriculum and matters of quality enhancement;
- Arrangements for the management of academic standards and quality and the validation, monitoring and review of courses;
- Entry requirements and procedures for entry to study on a programme at the Conservatoire;
- Reviewing and approving the Conservatoire's academic regulations to assure academic standards and that all students are treated consistently and equitably;
- The approval and closure of subject areas and, where required, to ensure these are progressed in line with QAA Scotland expectations;
- Policies and procedures for assessment and examination of the academic performance of students;
- The appointment and removal of internal and external examiners;
- Procedures for the award of qualifications and honorary academic titles;
- The Conservatoire's arrangements for collaborative provision/ academic partnerships;

- The approval of student facing policies as referred from the Learning, Teaching and Quality Committee, on behalf of the Board of Governors;
- Reviewing data on complaints, conduct and other appropriate policy-related data ensuring that appropriate actions are taken;
- Considering the development of the academic activities of the Conservatoire and the resources needed to support them and for advising the Principal and the Board of Governors thereon;
- Ensuring active consideration of equality, diversity and inclusion in the conduct of its business;
- Supporting the Board of Governors in ensuring provision to support the general welfare of students;
- Advising on such other matters as the Board of Governors or the Principal may refer to the Academic Board;
- Reviewing its own performance and the performance of any committees it creates to ensure academic governance arrangements are effective and enhance institutional performance;
- Overseeing its Committees Terms of Reference.

DELEGATED AUTHORITY

The Academic Board is appointed by and reports to the Board of Governors via delegated authority to the Principal. The Governing Body, nonetheless, retains responsibility for the effectiveness of the Academic Board (as noted in the *Scottish Code of Good Higher Education Governance 2023*, p.22).

As such, the Academic Board receives its authority directly from the Board of Governors and in discharging its functions, it has all the powers and duties of the Board of Governors. Normally, however, substantive changes to its functions and schedule of business should be reported to the Board of Governors via the Academic Registrar and Secretary.

The Academic Board is authorised to discharge the following functions of the Board of Governors (RCS OC 2014 Part 4, 19(3)):

- a. Functions relating to the overall planning, coordination, development and supervision of the academic work of the institution;
- b. Such other functions as may be assigned to the Academic Board by the Board of Governors.

Establishment of sub/working groups

Where, to support its effective operation, the Academic Board believes that it would be appropriate to set up a sub-group to undertake a specific task within the Academic Board's remit, the following should be satisfied:

- The sub-group shall be chaired by a member of the Academic Board (who would normally be expected also to be a member of the sub-group);
- The purpose of the sub-group is clearly but briefly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Academic Board, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

The Academic Board shall provide a brief update of its business to the Board of Governors following each meeting.

It will normally refer up to the Board of Governors the following items for discussion and/or final approval:

- SFC Outcome Agreement (approval)

- Strategic plan and associated annual plans (approval)
- Memorandum of Understanding (note) / Minutes of Agreement (Partnerships' contracts) (approval)
- Research integrity statement (approval)
- Institutional-wide research and knowledge exchange policies (approval)
- The Code of Appeals (approval)
- Student Recruitment Strategy (approval)
- Student lifecycle metrics (discussion)
- The annual governors' report on complaints, disciplinaries, and appeals (discussion)
- A summary of updates to student-facing policies (note)

Where timescales / practicalities inhibit this referral, the Academic Registrar and Secretary will inform the Chair of Board of Governors of the relevant business with an explanation of the exceptional circumstances.

ADMINISTRATION

The **Academic Registrar and Secretary** normally acts as secretary to the Academic Board. Where the Academic Registrar and Secretary is unavailable the **Deputy Registrar** will act as secretary.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Academic Board and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The secretary shall minute the proceedings of all meetings of the Academic Board, including recording the names of those members present and those in attendance.

Draft minutes of Academic Board shall be circulated to all members, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Academic Board unless it would be inappropriate to do so.

LINKAGES

The Academic Board receives reports and business for approval from the following committees and groups:

1. Learning, Teaching and Quality Committee (LTQC)
2. Strategic Recruitment Committee (SRC)
3. Research Committee (RC)
4. Ethics Committee
5. Engagement Committee (EC)

DATE OF REVISIONS AND APPROVAL

The Terms of Reference for Academic Board will be reviewed annually and approved at the first meeting of the academic session to ensure they are still relevant, decision-making structures are effective and it can effectively discharge its duties.

Version	Approval
Final 2023	Approved by the Academic Board on 11.10.23 Approved by the Board of Governors on 27.10.23

COMMITTEE

3. AUDIT AND RISK COMMITTEE

OBJECTIVES

The role of the Committee is to advise and assist on the assurance and control environment of the RCS in respect of:

- proper financial management;
- safeguarding the RCS's assets;
- the financial economy, efficiency and effectiveness of the RCS's activities;
- corporate governance and the conduct of the RCS's operations;
- to ensure compliance with the mandatory requirements in relation to the Conservatoire's audit arrangements as set out in the Financial Memorandum between the Conservatoire and the SFC;
- risk management and,
- counter-fraud and whistleblowing.

RATIONALE

The Audit and Risk Committee has been established by the Board in accordance with best governance practice.

The Committee is one of the 3 Committees required by the Scottish Code of Good Higher Education Governance (revised 2022), where section 7 states that "*A suitably qualified audit committee must be appointed*", and paragraphs 93 and 94 clarify the minimum that is expected of such a committee as follows:

93. The governing body must appoint an audit committee and set up internal and external audit arrangements in accordance with the appropriate Audit Code and the Scottish Funding Council's requirements. The Audit Committee should be a small, authoritative body which has the necessary financial expertise and the time to examine the institution's financial and risk management control and governance under delegation from the governing body. The committee is expected to produce an annual report for the governing body, including its opinion on the adequacy and effectiveness of governance arrangements (not confined to financial arrangements), financial control and arrangements for promoting economy, efficiency and effectiveness.

94. The governing body should also receive reports on the institution's risk management arrangements. These may be the responsibility of the Audit Committee or of a separate Risk Committee (or equivalent).

To support the effective risk management of the institution, the RCS meets the relevant governance requirements through the establishment of the Risk Management Group which reports to the Board of Governors through the Audit and Risk Committee.

MEMBERSHIP AND ATTENDEES

Members of the Committee, including its Convenor, shall be appointed by the Board, on the recommendation of the Nominations Committee.

The Convenor shall be selected from the Lay Governors.

In addition to the Convenor, the Committee membership shall comprise at least TWO other Lay Governors, only one of whom may also be a member of the Finance and

General Purposes (F&GP) Committee. The Convenor cannot be a member of the F&GP Committee but will be expected to attend meetings of that Committee.

Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time).

The Committee as a whole should have recent and relevant financial experience. Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting.

Only members of the Committee and the Convenor of the F&GP Committee (who would be expected to attend) have the right to attend Committee meetings.

However, the following individuals would be expected to attend all but any closed Committee meetings:

- Director of Finance and Estates;
- Deputy Director of Finance;
- Committee Secretary, and
- Representatives of the internal and external auditors.

Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be TWO members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least TWO members of the Committee have responded.

FREQUENCY

The Committee will meet at least three times per annum as determined by the Convenor and otherwise, as required.

At least once per annum, the Committee should meet formally with the external and internal auditors, without management present.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise:

- Review and advise on the appointment, fees, scope and effectiveness of internal and external auditors;
- Receive reports and discuss appropriate action with senior management and the Board in relation to the effectiveness of RCS's financial and other internal control systems and for ensuring value for money is achieved;

- Approve the external audit plan;
- Approve the internal audit plan;
- Audit needs assessment;
- Ensure that risk management systems are in place;
- Review reports on risk management arrangements;
- Receive the Risk Management Group Annual report;
- Oversee the arrangements for whistle-blowing;
- Consider and recommend annual audited financial statements to the Board;
- Review reports on legislative and technical changes;
- Produce an annual report for the Board, including the annual report from the Risk Management Group, which reports on the adequacy and effectiveness of governance arrangements and on RCS's internal controls;
- Consider the arrangements (in terms of policies and frameworks) for promoting financial economy, efficiency and effectiveness, and advise the Board accordingly at least once per annum; and
- Any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval, subject to review by the Nominations Committee.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations Committee

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;
- Seek any information that it requires from any relevant RCS employee;
- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair;
- Approve any proposal to re-appoint the external auditors;
- Approve the external audit plan;
- Approve the external audit fee;
- Approve the internal audit plan; and
- Agree the audit needs assessment.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and

- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless otherwise agreed with the Board Chair, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board.

Following review, as appropriate, the Committee will recommend for Board approval:

- The appointment of external auditors; and
- Audited annual financial statements.

The decision whether or not to re-appoint the existing external auditors is delegated to the Committee, subject to ratification by the members at the RCS Annual General Meeting.

The Committee will also produce an annual report to the Board including:

- Its opinion on the adequacy and effectiveness of governance arrangements and RCS's internal controls;
- Its opinion on the arrangements (in terms of policies and frameworks) for promoting economy, efficiency and effectiveness; and
- The annual report from the Risk Management Group.

ADMINISTRATION

The PA to the Director of Finance (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor. Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of Board unless it would be inappropriate to do so.

LINKAGES

At least once a year, the Committee should meet with the F&GP Committee to consider the annual financial statements before the Committee recommends their approval to the Board.

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations Committee.

DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by Committee on 16.10.2023 Approved by the Board on Date 27.10.2023

COMMITTEE

4. FAIR ACCESS COMMITTEE

OBJECTIVES

The Committee is responsible for ensuring that the RCS is resourced effectively to meet our strategic national and institutional fair access and transitions outcomes and targets, as set out in the Scottish Funding Council's (SFC) Outcome and Impact Framework and has effective policies in place to meet relevant equalities legislative obligations.

The Committee shall ensure that the Fair Access strategic priorities and projects are designed to realise relevant objectives in the RCS' Strategic Plan.

RATIONALE

The establishment of the Committee is a voluntary choice by the RCS to support the effective operation of the institution and its Board of Governors.

MEMBERSHIP AND ATTENDEES

Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Nominations Committee.

The Convenor shall be selected from the Lay Governors.

In addition to the Convenor, the Committee membership shall comprise:

- At least ONE Lay Governors; and
- Student Union President (ex officio).

Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time).

Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting.

Only members of the Committee and the following individuals (who would be expected to attend and play an active part in the proceedings) and the Committee Secretary have the right to attend Committee meetings:

- Director of Fair Access;
- Head of Fair Access;
- Director of Business Development;
- Director of Drama, Dance, Production and Film; and
- Director of Music.

Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be TWO members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least FOUR members of the Committee have responded.

FREQUENCY

The Committee will meet at least THREE times per annum as determined by the Convenor and otherwise, as required.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise to:

- ensure that the educational offer at RCS is accessible to people from deprived backgrounds and that students at all levels are supported through successful pathways and interventions;
- ensure that Government expectations are realised as follows:
 - people from deprived areas have fair access and are supported to succeed;
 - care-experienced people have fair access and are supported to succeed;
 - RCS outlines how it will support the sector's delivery of the COWA targets;
 - prior learning is considered, and students are offered the best pathway for them;
 - transitions and pathways for students are supported and signposted; and
 - RCS works with schools, SFC funded programmes and local communities to support successful pathways and effective transitions for students;
- oversee and monitor progress towards attainment of agreed national and institutional strategic success indicators including:
 - total number of Scottish Domiciled Undergraduate Entrants (SDUEs);
 - Scottish domiciled full-time first-degree entrants from SIMD20;
 - number of SDUEs with care-experience;
 - the development of Articulation routes offering advanced standing from college level to degree level study; and
 - the retention, achievement and completion of SIMD20/care experienced undergraduate students;
- oversee and monitor progress towards attainment of agreed national and institutional targets and a specific responsibility to set internal targets that would help the department to address those and ensure that resources were appropriately allocated;
- ensure that RCS has effective policies, risk assessments and practices in place to meet any legislative requirements and mitigate risks relating to specific fair access students/work (e.g., Corporate Parenting, Child Protection and Vulnerable adults and Contextualised Admissions);
- reflect on future trends and recommendations made by the Commissioner for Fair Access to assess the future impact on the RCS and determine future priorities, measures, and resources;
- explore best practice through commissioned research and comparison with other similar organisations to inform future developments; and
- carry out any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes

it considers necessary to the Board for approval, subject to review by the Nominations Committee.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations Committee.

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;
- Seek any information that it requires from any relevant RCS employee;
- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair; and
- Explore best practice through commissioned research (subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair) and comparison with other similar organisations.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless otherwise agreed with the Board Chair, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board, including recommendations as appropriate.

The Committee will also produce an annual report to the Board which will include the Committee's views on:

- The effectiveness of RCS's policies, risk assessments and practices concerning Fair Access;
- RCS's progress towards attainment of agreed national and institutional targets relating to Fair Access; and
- Future priorities, measure and resources for the RCS relating to Fair Access.

ADMINISTRATION

The Assistant Registrar (Secretariat) (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES

As required, the Committee requests additional information relating to Fair Access from the Recruitment & Admissions Group.

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations Committee.

DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by the Committee on 3 October 2023 Approved by the Board of Governors on 27.10.23

COMMITTEE

5. FINANCE AND GENERAL PURPOSES COMMITTEE

OBJECTIVES

The Committee examines all matters which have major financial implications for the RCS and therefore it is involved in the examination of all aspects of the RCS's planning and budgetary processes. The scope of the Committee's remit may, from time to time, include the examination of issues which extend beyond financial, but which are nevertheless of strategic importance.

The Finance and General Purposes Committee *also* recommends to the Board of Governors the RCS's annual revenue and capital budgets and monitors performance in relation to these approved budgets.

RATIONALE

The establishment of the Committee is a voluntary choice by the RCS to support the effective operation of the institution and its Board of Governors.

MEMBERSHIP AND ATTENDEES

Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Nominations Committee.

The Convenor shall be selected from the Lay Governors.

In addition to the Convenor, the Committee membership shall comprise:

- Chair of the Board (ex officio);
- FOUR Lay Governors;
- Principal (ex officio); and
- Student Union President (ex officio).

Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time).

Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting.

Only members of the Committee and the following individuals (who would be expected to attend and play an active part in the proceedings) and the Committee Secretary have the right to attend Committee meetings:

- Convenor of the Audit and Risk Committee;
- Director of Finance and Estates;
- Director of Human Resources;
- Deputy Director of Finance;
- Deputy Principal; and
- Director of Business Development
- RCS Academic Registrar and Secretary.

Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be THREE members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least FOUR members of the Committee have responded.

FREQUENCY

The Committee will meet at least six times per annum as determined by the Convenor and otherwise, as required.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise:

- scrutinise draft budgets and forward financial forecasts and make recommendations to the Board of Governors for approval of those draft budgets and forecasts;
- scrutinise monthly management accounts;
- monitor and examine key performance indicators;
- monitor and examine business development, including student recruitment;
- scrutinise draft statutory accounts prior to audit and thereafter support the Audit and Risk Committee as it considers and finally recommends audited accounts to the Board for adoption;
- monitor treasury management activities and, in particular:
 - appoint/re-appoint investment managers;
 - set the parameters of investment policy within which investment managers will operate; and
 - monitor the performance of investment managers;
- scrutinise proposals for material alterations to staff contractual arrangements, including pensions provision, and make recommendations to the Board of Governors accordingly;
- prior to its submission to the full Board, receive and comment upon the annual report in respect of progress in relation to the Strategic Plan and the Outcome Agreement; and
- carry out any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval, subject to review by the Nominations Committee.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations Committee.

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;
- Seek any information that it requires from any relevant RCS employee;
- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair
- evaluate changes to budgets and forecast expenditure proposed by the executive as appropriate with reference to alignment with strategic plan objectives and overall affordability, provide challenge to the executive and refer back to the Board if necessary.
- Appoint/re-appoint investment managers;
- Set the parameters of investment policy within which investment managers will operate.
- Sign off the TRAC report

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless otherwise agreed with the Board Chair, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board, including recommendations as appropriate.

Following review, as appropriate, the Committee will recommend for Board approval:

- Draft budgets and forecasts;
- Proposals for material alterations to staff contractual arrangements, including pensions provision; and
- The annual report in respect of progress in relation to the Strategic Plan and the Outcome Agreement.

ADMINISTRATION

The Trust Administrator and PA to Director of Finance and Estates (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES

At least once a year, the Committee should meet with the Audit and Risk Committee to consider the annual financial statements before the Audit and Risk Committee recommends their approval to the Board.

The consideration of material alterations to staff contractual arrangement, including pension provision, also falls within the responsibilities of the People and Culture Committee and the Remuneration Committee. When making recommendations to the Board following their scrutiny of any such proposals, the Committee may do so jointly with these other Committees or separately, as appropriate.

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations Committee.

DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by the Committee on 16 October 2023 Approved by the Board of Governors on 27.10.23

COMMITTEE
6. FUNDRAISING COMMITTEE
OBJECTIVES
<p>The purpose of the Committee is to:</p> <ul style="list-style-type: none"> • Ensure approval and oversight of a fundraising strategy that aligns with and enables the achievement of the RCS strategic plan; • Actively support and challenge the RCS executive in the development of and securing of additional and recurring revenue sources and/or streams to support scholarship, project, campaign, and unrestricted income activity with a target of £1m-plus per annum; and • Approve and oversee the strategy for alumni engagement and future giving.
RATIONALE
<p>The establishment of the Committee is a voluntary choice by the RCS to support the effective operation of the institution and its Board of Governors.</p>
MEMBERSHIP AND ATTENDEES
<p>Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Nominations Committee.</p> <p>The Convenor shall be selected from the Lay Governors.</p> <p>In addition to the Convenor, the Committee membership shall comprise:</p> <ul style="list-style-type: none"> • Chair of the Board (<i>ex officio</i>); • At least TWO Lay Governors; and • Principal (<i>ex officio</i>). <p>Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time).</p> <p>Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting.</p> <p>Only members of the Committee and the following individuals (who would be expected to attend and play an active part in the proceedings) and the Committee Secretary have the right to attend Committee meetings:</p> <ul style="list-style-type: none"> • Director of External Relations; • Strategic Director of Principal Gifts; and • Head of Fundraising. <p>Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.</p>
QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be THREE members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least THREE members of the Committee have responded.

FREQUENCY

The Committee will meet at least THREE times per annum, as determined by the Convenor and otherwise, as required.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise:

- On behalf of the Board, maintain oversight and approval of RCS's Fundraising in terms of delivery against the institutional Strategic Plan;
- As a member of the Fundraising Committee, demonstrate an active commitment to the Committee's work by securing an agreed level of fundraising per annum fulfilled through personal or corporate donations from committee members or through active engagement with their network
- Support fundraising in line with the overarching strategic goals of RCS;
- Play a key role in widening and cultivating donors, connectors and influencers across Scotland, UK and the rest of the world to achieve RCS's fundraising goals;
- Commit to the delivery of a Committee target (as agreed) through personal or corporate donations from committee members and their networks;
- Be the formal liaison-point with the International Advisory Board;
- Encourage wider Board engagement with fundraising activities;
- Nurture opportunities which enhance RCS's ability to cultivate new and existing donors; and
- Carry out any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval, subject to review by the Nominations Committee.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations Committee.

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;
- Seek any information that it requires from any relevant RCS employee;

- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair;
- Set appropriate metrics by which Committee members might demonstrate an active commitment to the Committee's work by securing an agreed level of fundraising per annum fulfilled through personal or corporate donations from them or through active engagement with their network;
- Play a key role in widening and cultivating donors, connectors and influencers across Scotland, UK and the rest of the world to achieve RCS's fundraising goals;
- Be the formal liaison-point with the International Advisory Board; and
- Nurture opportunities which enhance RCS's ability to cultivate new and existing donors.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless otherwise agreed with the Board Chair, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board, including recommendations as appropriate.

Following review, as appropriate, the Committee will recommend for Board approval:

- The RCS fundraising strategy; and
- The RCS strategy for alumni engagement and future giving.

The Committee will also produce an annual report to the Board which will include recommendations, as appropriate, concerning RCS's fundraising activities and strategy.

ADMINISTRATION

The Head of Fundraising (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES

The Committee acts as the formal liaison point with the International Advisory Board.

The Committee is also expected to encourage wider Board engagement with fundraising activities.

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations Committee.

DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by the Committee on 26.09.23 Approved by the Board of Governors on 27.10.23

COMMITTEE

7. INFRASTRUCTURE COMMITTEE

OBJECTIVES

The purpose of the Committee is to oversee the operation and, where appropriate, development of the RCS Estate Strategy to ensure that it supports the achievement of the RCS strategic plan.

The Committee has delegated responsibility for the control of major capital works in accordance with the terms of the guidelines and directions issued by the Scottish Funding Council and Government, always observing the principles and procedures set down in the *Capital Projects Decision Point Process*.

It receives, considers and ultimately recommends the Estate Strategy to the Board of Governors.

RATIONALE

The establishment of the Committee is a voluntary choice by the RCS to support the effective operation of the institution and its Board of Governors.

MEMBERSHIP AND ATTENDEES

Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Nominations Committee.

The Convenor shall be selected from the Lay Governors.

In addition to the Convenor, the Committee membership shall comprise:

- Chair of the Board (ex officio);
- Convenor of the Finance and General Purposes Committee (ex officio);
- Up to TWO Lay Governors;
- Principal (ex officio); and
- Student Union President (ex officio).

Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time).

Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting.

Only members of the Committee and the following individuals (who would be expected to attend and play an active part in the proceedings) and the Committee Secretary have the right to attend Committee meetings:

- Director of Finance and Estates; and
- Head of Estates.

Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be THREE members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation out with a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least THREE members of the Committee have responded.

FREQUENCY

The Committee will meet as required, as determined by the Convenor.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise:

- On behalf of the Board, maintain oversight and approval of RCS's Estate Strategy and its fit with the institutional Strategic Plan;
- Review the environmental impact of the RCS and make recommendations as appropriate;
- Explore potential opportunities to enhance the RCS Estate in support of achieving the institutional Strategic Plan and make recommendations as appropriate;

Following appropriate approval by the Board, control major capital works in accordance with the terms of the guidelines and directions issues by the Scottish Funding Council and Government, always observing the principles and procedures set down in the *Capital Projects Decision Point Process*, and carry out any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval, subject to review by Nominations Committee.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations Committee.

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;
- Seek any information that it requires from any relevant RCS employee;
- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair;

- Explore opportunities to enhance the RCS Estate through acquisition and/or development, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair; and
- Following appropriate approval by the Board, control major capital works in accordance with the terms of the guidelines and directions issued by the Scottish Funding Council and Government, always observing the principles and procedures set down in the *Capital Projects Decision Point Process*.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless there has been no activity on which to report since the last such update, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board, including recommendations as appropriate.

Following review, as appropriate, the Committee will recommend for Board approval:

- The RCS Estate strategy, and any changes to it.

ADMINISTRATION

The Director of Finance and Estates (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group would require Board approval, following review by the Nominations Committee).

DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by the Committee on 16 October 2023 Approved by the Board of Governors on 27.10.23

COMMITTEE

8. NOMINATIONS COMMITTEE

OBJECTIVES

The role of the Committee is to make recommendations to the Board of Governors on matters relating to its structure, effective governance and membership.

RATIONALE

The Committee is one of the 3 Committees required by the Scottish Code of Good Higher Education Governance (revised 2022), where section 7 states that *“The governing body must establish a nominations committee with a suitably inclusive membership to oversee the appointment of new member to the governing body”*, and paragraphs 91 and 92 clarify the minimum that is expected of such a committee as follows:

91. The membership of the nominations committee should have a lay member majority. The membership should include the Chair, the Principal, at least one Elected or Union staff member and a student member of the governing body. Where the Chair is the chair of the nominations committee, this role should be delegated to another member when the committee is managing the appointment of the Chair’s successor.
92. The nominations committee is expected to consider the field of candidates against a skills register and also to consider whether candidates share the values of the institution and will add to the overall success and health of the institution. **The nominations committee must also give due consideration to issues of equality and diversity**, in line with Section 3 of this Code, and to the appropriate inclusion in the governing body of relevant stakeholder groups.

MEMBERSHIP AND ATTENDEES

Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Committee.

The Convenor shall be the Chair of the Board.

In addition to the Convenor, the Committee membership shall comprise:

- Senior Independent Governor (ex officio);
- One of the Staff Governors (ex officio);
- President of the RCS Students Union (ex officio);
- Principal (ex officio); and
- Up to TWO other Lay Governors.

Normally, the Staff Governor should be one of the Elected Staff Governors. However, in exceptional circumstances, the Staff Governor could be the Governor nominated and elected by the Academic Board.

Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time).

Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of the Lay Governor members present to act as Chair for the meeting.

Only members of the Committee and the following individuals (who would be expected to attend) have the right to attend Committee meetings:

- Academic Registrar and Secretary to the Board.

Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be THREE members, including at least one of the Lay Governor members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least THREE members of the Committee have responded.

FREQUENCY

The Committee will meet as required, at times determined by the Convenor.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise:

- Receive and consider proposals for Board membership from any source and make recommendations to the Board;
- Monitor the Board membership and identify persons who fulfil the agreed criteria (including balance of skills, attributes, equality and diversity) for Lay Governor membership as set out in Article 3(i) of the RCS Amendment Order 2020, normally through advertisement and report annually to the Board;
- Manage the election and appointment process for the Chair;
- Manage the appointment process for the Principal;
- Recommend to the Board the membership of the Committees of the Board;
- Receive, consider and, where appropriate, develop proposals for changes to the Committee structure, including Committee Terms of Reference and any cross-Committee sub-groups and make recommendations to the Board;
- Oversee regular reviews of the effectiveness of the Board, its Committees and its members;
- Manage the process for Fellowship of the RCS; and
- Any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board.

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;
- Seek any information that it requires from any relevant RCS employee;
- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair;
- Manage the selection and appointment process for new Lay Governors, including any associated advertising and other executive search activity;
- Manage the election and appointment process for the Chair, including any associated advertising and other executive search activity;
- Manage the appointment process for the Principal, including any associated advertising and other executive search activity; and
- Manage the process for Fellowship of the RCS.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

In particular, it is envisaged that such a sub-group would be set up whenever it was necessary to manage the process for appointing the Board Chair's successor,

REPORTING AND MATTERS FOR REFERRAL

Unless there has been no activity on which to report since the last such update, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board.

Following review, as appropriate, the Committee will recommend for Board approval:

- Proposals for changes in the membership of the Board, including the appointment of new Lay Governors;
- The membership of Board Committees;
- Proposals for changes to the Board Committee structure, including Committee Terms of Reference and any proposed cross-Committee sub-groups;
- As appropriate, the person elected to succeed the Chair;
- As appropriate, the person selected to succeed the Principal; and

- Proposals for Fellowship of the RCS.

The Committee will also produce an annual report to the Board including:

- Its opinion on the extent to which the balance of skills, attributes, equality and diversity within the Board Lay Governors fulfil the agreed criteria as set out in Article 3(i) of the RCS Amendment Order 2020; and
- The results of the latest review of the effectiveness of the Board, its Committees and its members.

ADMINISTRATION

The RCS Academic Registrar and Secretary to the Board (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations Committee.

DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by the Committee 29 September 2023 Approved by the Board of Governors on 27.01.23

COMMITTEE

9. PEOPLE AND CULTURE COMMITTEE

OBJECTIVES

The Committee is responsible for the review of what it is like to be a member of staff or a student at the RCS and the strategies in place which shape this "people experience". This includes consideration of the culture(s) in place, as well as satisfaction and well-being considerations for both members of staff and members of the student body, with a view to ensuring that the strategies and policies in place are effective in promoting the desired values and culture across all aspects of the RCS and, in so doing, support the achievement of the RCS strategic plan.

The Committee will monitor and report on strategic progress and will review related KPIs and data, which will inform future development. The Committee will make recommendations to the audit cycle as and when appropriate. The Committee shall provide a People and Culture report to the Board of Governors which will include Health Safety and Wellbeing, and Equality, Diversity and Inclusion activities.

The Committee shall ensure that the Conservatoire approaches are directed by and consistent with the RCS Strategic Plan:

- aligned with our mission, vision, values;
- facilitative of the inclusive culture to which we aspire; and
- based on dignity through equality and diversity.

RATIONALE

The establishment of the Committee is a voluntary choice by the RCS to support the effective operation of the institution and its Board of Governors.

MEMBERSHIP AND ATTENDEES

Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Nominations Committee.

The Convenor shall be selected from the Lay Governors.

In addition to the Convenor, the Committee membership shall comprise:

- Deputy Principal (ex officio);
- Elected Staff Governor (Academic Services) (ex officio);
- Elected Staff Governor (Professional Services) (ex officio);
- FOUR Lay Governors; and
- Student Union President (ex officio).

Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time).

Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting.

Only members of the Committee and the following individuals (who would be expected to attend and play an active part in the proceedings) and the Committee Secretary have the right to attend Committee meetings:

- Director of HR;
- Equality, Diversity and Inclusion Officer;
- Health, Safety and Wellbeing Manager;
- Part-time Teaching Staff Representative; and
- Trade Union Representative(s).

Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be FOUR members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least FOUR members of the Committee have responded.

FREQUENCY

The Committee will meet at least once per term as determined by the Convenor and otherwise, as required.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise to:

- act as a sounding board and, where appropriate, provide advice, support, and a degree of challenge, from a breadth of perspectives on key people and culture strategies – including but not limited to:
 - Recruitment and Induction;
 - Recognition and Reward;
 - Learning and Development;
 - Health, Safety and Wellbeing;
 - Equality, Diversity and Inclusion; and
 - Student life cycle;
- Monitor the current talent pools of staff in the RCS, identify potential future needs and capabilities, and develop systematic approaches to meet the changing workplace;
- Monitor student applicant pathways and anticipate potential future barriers and opportunities to entry into arts education;
- Regularly review that the RCS has adequate processes and procedures in place to drive transformational change and enhance employee engagement as required;
- Monitor the policy portfolio that supports compliance and enhances the student experience and that, where appropriate, staff and student policies interface with a common purpose;

- Provide guidance and oversight of the RCS's performance management and reward practices, including supporting the Remuneration Committee in the sourcing of the views of representatives of RCS students and staff, including recognised Trade Unions, in relation to the remuneration packages of senior management;
 - Monitor compliance in accordance with the relevant and related legal and regulatory frameworks and ensure the adoption of best practice;
 - Provide a forum for discussion of key trends in the external environment likely to impact on the RCS and, where appropriate, recommend associated actions;
 - Monitor the employee relations culture and climate within the RCS, supporting positive engagement/partnership with the recognised Trade Unions;
 - Oversee and monitor agreed performance indicators in terms of recruitment, development, absences, and staff health, safety and wellbeing – including review of:
 - Occupational injury and ill health statistics and trends (including work related absence);
 - Staff turnover statistics including information from exit interviews;
 - EDI statistics and statutory / regulatory reports;
 - Dignity at the RCS survey / other staff survey data;
 - Health and safety training courses and attendee data (in conjunction with the Risk and Audit Committee);
 - Safety audit reports (in conjunction with the Risk and Audit Committee);
 - Reports into serious incidents at work;
 - Reports arising from inspections and/ or enforcement action by relevant enforcing authorities;
 - Reports submitted by recognised employee trades unions and partnership bodies;
 - Occupational Health activity reports; and
 - Compulsory staff development training courses attendance patterns (in conjunction with the Risk and Audit Committee);
1. monitor key people risks on behalf of the Board of Governors, referring and or escalating matters as appropriate to appropriate committees (eg. Audit & Risk Committee) as necessary;
 2. explore best practice from similar organisations; and
 3. carry out any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval, subject to review by the Nominations Committee.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations Committee.

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;
- Seek any information that it requires from any relevant RCS employee;

- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair;
- Explore best practice from similar organisations;
- Obtain the views of representatives of RCS students and staff, including recognised trade unions, in relation to the remuneration package of senior management in order to support the operation of the Remuneration Committee; and
- Escalate to any other RCS Committee, as appropriate, any matters of concern within its remit.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless otherwise agreed with the Board Chair, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board, including recommendations as appropriate.

The Committee will also produce an annual report to the Board which will include Health Safety and Wellbeing, and Equality, Diversity and Inclusion activities.

ADMINISTRATION

The Deputy Director of Human Resources (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES

In conjunction with the RCS Nominations Committee, the Committee shall ensure that there are appropriate mechanism(s) in place by which the RCS Remuneration Committee will receive the views of representatives of RCS students and staff, including recognised trade unions, in relation to the remuneration package of senior management.

In conjunction with the RCS Audit and Risk Committee, the Committee shall:

- review appropriate staff training attendance and completion data;
- review relevant audit reports (e.g. regarding safety); and
- monitor key people risks,

and make recommendations as appropriate.

The Committee receives report from Operational Health, Safety and Wellbeing Committee (which is also attended by the Committee Convenor).

Where it considers appropriate, the Committee may escalate matters of concern relating to any aspect of its remit to other RCS Committees as well as to the Board.

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations Committee.

DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by the Committee 13.09.23 Approved by the Board of Governors on 27.10.23

COMMITTEE

10. REMUNERATION COMMITTEE

OBJECTIVES

The role of the Committee is to ensure that the salaries and terms and conditions of members of the RCS senior management, including any severance arrangements, are decided in accordance with agreed policies and processes and take account of all relevant external requirements, including those of:

- the Scottish Funding Council;
- the Scottish Code of Good Higher Education Governance; and
- the Committee of Scottish Chairs' Guidance Note on the Operation of Remuneration Committees in Scottish Higher Education.

The Committee will ensure that all salaries and conditions are determined by the use of performance management systems, such as the Professional Update process, and a transparent reward framework, using appropriate salary benchmarking for the RCS/Public Sector as appropriate and the RCS pay award.

RATIONALE

The Committee is one of the 3 Committees required by the Scottish Code of Good Higher Education Governance (revised 2022), where section 7 states that:

"The governing body must establish a remuneration committee to determine and review the salaries, benefits and terms and conditions (and, where appropriate, severance payments) of the Principal and such other members of staff as the governing body deems appropriate. The policies and processes used by the remuneration committee must be determined by the governing body, and the committee's reports to the governing body should provide sufficient detail to enable the governing body to satisfy itself that the decisions made have been compliant with its policies."

Paragraphs 95 to 103 clarify the minimum that is expected of such a committee as follows:

93. The remuneration committee is responsible for determining and reviewing the salaries, benefits and terms and conditions (and, where appropriate, severance payments) of the Principal and such other members of staff as the governing body deems appropriate. **The policies and processes used by the remuneration committee must be determined by the governing body.**
94. The remuneration committee will be open, objective and accountable in exercising its responsibilities in keeping with the nine principles of public life in Scotland (Appendix 2).
95. **The policies and processes used by the remuneration committee in reaching decisions on individuals must be discussed by the whole governing body and approved by that body.** The remuneration committee's reports to the governing body should provide sufficient detail of the broad criteria and policies against which decisions, including in relation to any unusual severance payments, have been made.
96. Membership of the remuneration committee should have a majority of lay members. A majority of these lay members should be members of the governing body (others may be external lay committee members). The membership should include the Chair of the governing body. The committee chair should be a lay member of the governing body and should not be the Chair of the governing body.

The Secretary to the governing body should normally attend all meetings of the remuneration committee but **must not be** in attendance when their own remuneration is being considered. The Principal should be consulted on remuneration relating to other senior post-holders and should attend meetings of the committee, except when the committee discusses matters relating to the Principal's own remuneration.

97. The remuneration committee is expected to seek and make use of sufficient relevant information to reach well-informed, evidence-based decisions. This should include appropriate comparative information on salaries and other benefits and conditions of service in equivalent positions in the higher education sector and elsewhere, including other organisation that similarly receive public funding; national pay awards and rates of pay used throughout the institution; and assessments of relevant individuals' performance.
98. In addition, the remuneration committee is expected to seek the views of representatives of students and staff of the institution, including representatives of recognised trade unions, in relation to the remuneration package of the Principal and the senior executive team. This requirement may be implemented in part through relevant members of the governing body serving as members of the remuneration committee or attending its meetings, or may be achieved through separate consultation with representatives of the student and staff communities. The relevant process should form part of the policies and processes approved by the whole governing body, as outlined above.
99. The remuneration committee is expected to represent the public interest and avoid any inappropriate use of the institution's funds. In particular, it **must** take account of the SFC's expectations of the institution in their Financial Memorandum regarding the use of public funds, including with regard to the salary and terms and conditions for senior appointments.
100. The remuneration committee is expected similarly to act proportionately and with regard to the appropriate use of funds when considering severance arrangements for senior staff. The institution **must** have in place a clear policy on severance payments and must adhere to the principles set out in the SFC's Financial Memorandum when taking decisions about such payments, including settlement agreements. Severance packages must be consistent with the institution's policy and that policy must include a formal statement of the types of severance arrangements that should be approved by the remuneration committee or equivalent and approved formally by the governing body. These **must** include an severance package proposed for a member of the senior management team, in recognition of the level of accountability that is attached to senior management positions.
101. Where a settlement agreement has been put in place for the Principal of an institution, the information that will in due course be contained in the institution's financial statements should be published as soon as possible after the date of the settlement agreement.

To support the effective operation of the institution, the RCS has chosen to include all direct reports of the Principal and a number of other significant roles within the scope of the Remuneration Committee. Thus, for the purposes of this Terms of Reference, the term "senior management" covers the holders of the following roles (on either a permanent or interim basis):

- Principal;

- Deputy Principal;
- Director of Business Development;
- Director of Drama, Dance, Production and Film;
- Director of External Relations;
- Director of Finance and Estates;
- Director of Human Resources;
- Director of Music; and
- Director of Research and Knowledge Exchange.

MEMBERSHIP AND ATTENDEES

Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Nominations Committee.

The Convenor shall be selected from the Lay Governors.

In addition to the Convenor, the Committee membership shall comprise:

- Chair of Board (ex officio);
- Convenor of the Finance and General Purposes (F&GP) Committee (ex officio); and
- at least ONE other Lay Governor.

Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time).

Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting.

Only members of the Committee and the following individuals (who would be expected to attend, except when their own remuneration and terms and conditions are being discussed or in other circumstances at the discretion of the meeting Chair) have the right to attend Committee meetings:

- Principal;
- Director of Human Resources; and
- Academic Registrar and Secretary to the Board.

Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be THREE members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least THREE members of the Committee have responded.

FREQUENCY

The Committee will meet at least once per annum as determined by the Convenor and otherwise, as required.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise:

- Formulating, advising on and keeping under review the RCS policy and procedures for remuneration of senior staff, for approval by the Board;
- Obtaining sufficient relevant information to reach well-informed, evidence-based decisions, including:
 - appropriate comparative information on salaries and other benefits and conditions of service in equivalent positions in the higher education sector and elsewhere, including other organisation that similarly receive public funding;
 - national pay awards and rates of pay used throughout the RCS; and
 - performance assessments of the members of senior management;
- Receiving the views of representatives of RCS students and staff, including recognised trade unions, in relation to the remuneration package of senior management;
- Reviewing and determining the salary and terms and conditions of members of senior management;
- Formulating and advising on the RCS's policy on severance arrangements and approving the terms of any severance or early retirement arrangements for a senior manager;
- Determining any issue referred to it by the Board concerning remuneration and terms and conditions of senior staff;
- Reporting its decision to the Board; and
- Any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval, subject to review by the Nominations Committee.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations Committee

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;

- Seek any information that it requires from any relevant RCS employee;
- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair;
- Seek sufficient relevant information to reach well-informed, evidence-based decisions, including appropriate comparative information on salaries and other benefits and conditions of service in equivalent positions in the higher education sector and elsewhere, including other organisation that similarly receive public funding;
- Seek the views of representatives of RCS students and staff, including recognised trade unions, in relation to the remuneration package of senior management;
- Approve the salary and terms and conditions of members of RCS senior management;
- Approve the terms of any severance or early retirement arrangement for a senior manager.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless otherwise agreed with the Board Chair, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board.

Following review, as appropriate, the Committee will recommend for Board approval:

- The RCS policy and procedures for remuneration of senior staff; and
- The RCS policy and procedures for severance arrangements for senior staff.

The Committee will also produce an annual report to the Board setting out appropriate details concerning the salary and terms and conditions of members of senior management.

ADMINISTRATION

The Deputy Director of Human Resources (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES

It is envisaged that the appropriate mechanism(s) by which the Committee will receive the views of representatives of RCS students and staff, including recognised trade unions, in relation to the remuneration package of senior management will be established in conjunction with the RCS People and Culture Committee.

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations Committee.

4. DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by the Committee 2 October 2023 Approved by the Board of Governors 27.10.23

Board Groups

11 AD HOC CORPORATE GOVERNANCE REFERENCE GROUP

Remit

This group is established by the Board of Governors to meet on an ad hoc basis in order to receive sensitive information, for example about complaints or sensitive issues that could impact the governance and/or reputation of the Royal Conservatoire of Scotland (RCS), which might raise general or specific issues of concern or suggest a significant lapse in good governance.

It would provide a mechanism for determining whether and in what way these matters should be considered and eventually brought formally to the attention of the Board.

It is noted that any complaints about:

- the Principal or Governors shall go to the Chair
- the Chair shall go to the Senior Independent Governor

Membership

- Chair of the Board of Governors
- Convenor of the Audit Committee
- Convenor of the Remuneration Committee
- Senior Independent Governor

Additional members may be appointed by the group on an ad hoc basis and individuals e.g. the Principal, may be invited to participate.

In Attendance

Academic Registrar and Secretary (Secretary to the group)

Meeting Frequency

This group will meet on an ad hoc basis as circumstances demand at the instigation of the Chair or the Senior Independent Governor.

12 CONVENORS GROUP

Remit

The convenors' group is for all the convenors of RCS' Board of Governors' related committees. It is convened by the Chair.

The convenors' group meets regularly to discuss issues affecting Board committees, communicate regarding governance and committee business between committee meetings as necessary, and oversee the current annual evaluation of Board committee effectiveness.

Specifically, it:

- receives and responds to the annual effectiveness of RCS governance committees' review
- proposes the scope and approach for externally facilitated quinquennial governance review
- identifies focussed discussion items for inclusion in Board of Governors' meetings for the year ahead
- operates as an exceptions committee as required
- makes recommendations to BOG related to committee compliance in the light of changes to the Code of Good HE Governance or other legislative agendas that require action in between BOG meetings

Membership:

All committee convenors including the Principal

In attendance:

Academic Registrar and Secretary (secretary to the group)

Meetings frequency

There will be one formal meeting of the convenor's group in June to plan the schedule of business for the forthcoming academic session.

Other meetings will be arranged as necessary.

13 RISK MANAGEMENT GROUP

Remit

The group is responsible to the Audit and Risk Committee for identification of risk and ensuring that all identified risks are assessed adequately, addressed in policies and regularly reviewed and up-dated in a systematic process.

The Group has responsibility for the Strategic Risk Register which is prioritised in terms of the overall net impact each identified risk has on the achievements of the business objectives of the RCS. Operational risk registers are maintained at department level so that risks are properly identified, owned and managed at all levels of the RCS.

The Strategic Risk Register is reviewed regularly by the Group, the Audit and Risk Committee and the Board of Governors. The RCS's risk management process is compliant with the terms of the UK Corporate Governance Code.

The Group monitors the effectiveness of communication to staff and students so as to ensure full compliance by the RCS with current legislation and associated codes of practice.

The Group also acts to oversee PREVENT policy.

Membership

- RCS's Senior Management Team
- A Lay Governor, appointed by the Board of Governors (attends every second meeting)

Department heads regularly attend the Committee to widen the understanding of the risk environment across the RCS management teams.

In attendance

- Deputy Director of Finance (Secretary to the Committee)

Meetings Frequency

The group meets 4 times per year, plus as necessary in relation to its oversight of the PREVENT Duty.