

In the Board Room of the Royal Conservatoire of Scotland on Friday 23 June 2023 at 10:00am being a meeting of the Board of Governors

PRESENT

Andrew Butcher (AB)	Prof Nacim Pak-Shiraz (NPS)
Prof Stuart Cross (SC)	Philip Rodney (PR)
Ken Fairbrother (KF) (SUP)	Prof Matthew Rooke (MR)
Dr Lois Fitch (LF) (Dep Principal)	Caroline Roxburgh (CR)
Dr David Hare (DH)	Jean Sangster (JS)
Elizabeth Jenkinson (EJ)	Prof Jeffrey Sharkey (PJS) (Principal)
Sharon Mair (SM) <i>from Item 5</i>	Ruth Calder (RC)
Ed Monaghan (EM)	

IN ATTENDANCE

Prof Stephen Broad (SB)	(Director RKE)
Gemma Bodinetz (GB)	(Director of DDPF)
Lydia Demaison (LD)	(Director of Human Resources)
Prof Vicky Gunn (VG)	(Academic Registrar and Board Secretary)
Janette Harkess (JXH)	(Director of External Relations)
Helen McVey (HM) <i>until item 11</i>	(Director of Business Development)
Dr Gordon Munro (GM) <i>until item 11</i>	(Director of Music)
Alan Smith (AS) (DFE)	(Director of Finance and Estates)

IN THE CHAIR

Prof Dorothy Miell (DM) (Chair)

1. WELCOME, INTRODUCTIONS, APOLOGIES FOR ABSENCE, DECLARATIONS OF INTEREST

The Chair welcomed everyone in attendance on site. Apologies were noted from Jo Buckley, Morag Campbell, John Taylor and Scotty Scott

2. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 21 APRIL 2023

The minutes of the previous meeting were **APPROVED** as an accurate record.

3. ACTIONS LOG AND MATTERS ARISING FROM THE MINUTE NOT ELSEWHERE ON THE AGENDA

The Board reviewed the rolling action plan and noted additional updates beyond those already included in the action log for this meeting as follows:

1. The deadline for the new risk register was confirmed as the Audit & Risk Committee prior to the October Board.
2. EIS rep elections were underway and the named rep would be provided asap. The Academic Registrar and Secretary is to undertake Union Rep Governor induction with the two new reps in September, prior to the October BOG.
3. DH/VG are on track to submit the new Governors' Handbook for approval to the October Board.

The Chair noted one matter arising: Mike Cantlay is to be invited to join the RCS Board strategy day next April.

4. CHAIR'S UPDATE

The Chair noted the following:

4.1 Convenors' Group had identified the need to recruit two new lay governors able to provide insights in:

- Artificial Intelligence and Digital Futures in the Performing Arts
- Devolved governmental policy development in Education and Culture

ACTION: A recruitment process for these governors to be initiated by the Academic Registrar & Secretary, with an aim of recommendations coming to the October Board.

4.2 The Chair would shortly be in touch with members regarding governors' appraisals to take place over July and August

ACTION: Chair to confirm completion of the Lay Governors' appraisal at October Board.

4.3 The Chair updated the Board regarding:

- The sad news of Prof Norman Sharp's passing, emphasising the range of influential activities he had undertaken as a former board member of RCS and his broader commitments to higher education, especially widening participation, fair access and quality assurance and enhancement. The Chair noted the Board's gratitude for Prof Sharp's work.
- The good news about Jo Buckley having become the new Chief Executive of Impact Scotland, the body behind the building of the new Dunard Centre in Edinburgh

4.4 The Chair recorded the Board's thanks to: Ken Fairbrother for his past year as Student Union President (and looked forward to his second year in this role); Scotty Scot for all their work over the last year; Gemma Bodinetz for her work as Director of DDPF over the last 18 months.

4.5 The Chair introduced the Principal and the Directors of Business Development and External Relations to lead the discussion on the topic of partnerships.

5. DISCUSSION ITEM: PARTNERSHIPS

5.1 The Board discussed the current type and positioning of RCS' partnerships, reflecting on the useful categories of partnerships highlighted by Azets and their importance to RCS artistically, educationally, and interculturally. Board was asked to note the types and range of partnerships in which RCS is engaged.

5.2 Further discussions focused on the role of building international relations' coordination into the operationalisation of the strategic plan. The Board reflected that international strategy and partnerships could be shaped as part the ask being proposed to the Trust, with an underpinning outline of results aimed for over the next five years with KPIs targeting financial and strategically transformative successes.

5.3 The Board noted the importance of establishing priorities, balancing growth internationally with activity to build strong national relationships, undertaking risk assessments, resetting the narrative regarding Glasgow, and managing additional relationships with voluntary organisations committed to driving the Scottish performing arts sector forward.

ACTION: The Board requested that the Principal consider the inclusion of strategic international partnership development within the planned submission to Trust.

6. REPORT FROM CSMT

6.1 The Board received and noted the CSMT report, recognising the range of excellent achievements but also the challenges of post-covid staffing morale. The Board acknowledged the work being put in by the RCS staff throughout what has been a turbulent time and thanked CSMT for leading them through this..

6.2 Attention was drawn in particular to:

- Student accommodation demand in Glasgow and the remaining uncertainties of the situation likely to arise in September;
- Maintaining active engagement with equality, diversity and inclusion issues as expectations and language in this arena evolve over time;
- The initial publication of documentation on the next REF;
- The launching of the RCS Ambassador programme;
- The recording of Kate Dickie's Honorary Doctorate ceremony for presentation at graduation on 6th July
- Approaches to reporting staffing metrics with a request that People & Culture Committee agree a method and timing for reporting the summary of resignations, retirements, dismissals (and recruits) to the BOG.

ACTION: Director of Human Resources, Convenor of People & Culture and Secretary to the Board to agree method and timing of reporting to Governors.

7. REPORT FROM THE STUDENTS' UNION

The report from the President of the Students' Union was received and noted. The Student President highlighted some of the events from a successful and busy year eg the Student Partnership Agreement; interactions with Sparqs and other student unions regarding increasing student engagement; building associations with other Student Unions in Glasgow to provide a broader offer to RCS students.

The Student President offered his personal thanks to the whole of the Board for their support, particularly DH for his involvement in preparing the Student Union Constitution, as well as to Scotty Scott. It was noted that as well as KF as next academic session's Student Union President, Ulysse Tonnelé had been elected to be the inaugural sabbatical Vice President of the Student Union.

BOG noted the vibrant positive relationship between SU and the institution. The SUP raised the question of which committees of the Board would benefit from student representation.

ACTION: SUP to discuss and agree with the Convenors' Group which sub-committees of the BOG would benefit from student representation.

8. STRATEGIC PLAN

8.1 The Board received and noted the Strategic Plan 2030 paper, prepared by the Deputy Principal and colleagues, which was presented for approval. The Board acknowledged the incremental development of the Strategic Plan that had enabled it to be presented after the multiple interruptions particularly associated with the impact of the COVID pandemic.

8.2 Board noted that they would like to have more clarity regarding the prioritization of the projects that sit underneath the Strategic Plan and their relationship to the achievement of the KPIs. The Board noted that they needed more clarity on:

- How the projects within the supporting plans will be prioritised to express the ambitions of the Strategic Plan over the next five years and the milestones for evaluating achievements;

- Strategic KPIs as the measures of success and evaluation upon which the Board would depend to assess the successes and challenges to meeting the ambitions of the Strategic Plan
- The outcome of a risk profile of the presented scenarios.

8.3 The Board **APPROVED** the narrative and scenarios provided, but **this approval was subject to** the finalisation of the KPIs and relevant prioritising of projects within the supporting plans as well as the articulation of the annual plan for 2023-24. There were also some editing points suggested.

ACTION: Deputy Principal to provide completed strategic KPIs, a schedule of supporting plan completion, and the annual plan for 2023-24 to come for Board approval in October

9. APPROVAL REQUESTS

- 9.1 The Board considered and **APPROVED** the SFC financial forecast return 2022-23 to 2024-25 submitted by the Finance and General Purposes Committee, subject to minor edits suggested by the Board.
- 9.2 The Board **APPROVED** the Finance and General Purposes Committee's proposal to re-base tuition fees for incoming students in 2024-25. The Board considered the fees re-base paper and heard the concern expressed by the Student President regarding its implications for future students, as well as the need to avoid confusion for existing students. The Board discussed the importance of the fees re-base in terms of expression of quality and management of unit of resource, as well as the need to increase scholarship funds. It was stressed that this re-base did not affect continuing students, noting that existing students would be subject to inflationary increases only, and agreed that a communication should go out to all current students before the new fees were published.
- 9.3 The Board considered and **APPROVED** the Budget for 2023-24.
- 9.4 The Minute of Agreement for the BASE lease and the Minute of Extension and Variation of Lease for the Whisky Bond on behalf of RCS was confirmed as **APPROVED**. This was backdated to 18 May when the first documentation was signed by Alan Smith via delegated authority from the Board of Governors.
10. The Board considered and **APPROVED** the commissioning of an options appraisal on estate development as proposed by the Infrastructure Committee. It was noted that this exercise should be concluded in time for the October meeting.

11. REPORT FROM THE ACADEMIC BOARD

- 11.1 The summary report of the meetings held on 3 May and 14 June was received and noted.
- 11.2 The Board considered the updated the Memorandum of Agreement with the National Piping Centre (NPC), and confirming approval given by the Academic Board (AB) on 14 June (AB approval was necessary to ensure NPC could fulfil a required business and compliance deadline).

12. REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

12.1 The summary report of the meeting held on 5 May and 9 June was received and noted.

12.2 The management accounts to end April 2023 were received and noted.

13. REPORT FROM AUDIT AND RISK COMMITTEE

The summary report of the meeting held on 9 June was received and noted. It was highlighted that the RCS's independent cybersecurity report was positive but that staff needed to remain vigilant in the light of increasing cyber-attacks.

14. REPORT FROM THE INFRASTRUCTURE COMMITTEE

The summary report of the meetings held on 5 May and 9 June March was received and noted.

15. REPORT FROM THE FAIR ACCESS COMMITTEE

The summary report of the meeting held on 17 May was received and noted.

16. REPORT FROM THE HEALTH, SAFETY AND WELLBEING COMMITTEE

16.1 The summary report of the meeting held on 7 June was received and noted. Governors asked that an update on RCS approaches to changes in the Fire Brigades' decision to change the process around attending fire alarms be given at the October Board.

(16) REPORT FROM THE PEOPLE AND CULTURE COMMITTEE

An oral report of the first meeting of the new Committee was provided by its Convenor, Sharon Mair.

17. REPORT FROM FUNDRAISING COMMITTEE

The summary report of the meeting held on 18 May was received and noted.

18. REPORT FROM THE CONVENORS' GROUP

The summary report of the meeting held on 19 June was received and noted.

Overview of the scheduled Board and sub-committee meetings and the BOG business schedule outlining the key agenda items for the following year were noted.

19. GOVERNANCE

19.1 Governance paperwork review Terms of Reference template and process for population was noted.

19.2 Summary of changes to governance structure since December 2022
Governors were asked to note the changes that have occurred to the governance structure of the RCS since December 2022 and the additional work being conducted by the Independent Senior Governor and Academic Registrar and Secretary which was due to go to Nominations Committee in September 2023.

20. ANY OTHER BUSINESS

There being no further business the Chair closed the meeting.

21. PAPERS FOR INFORMATION

21.1 Consumer Markets Authority updated guidance
The paper was received for information.

21.2 Strategy Away Day notes and presentation slides, 20 April 2023
The paper was received for information.