

**In the Board Room of the Royal
Conservatoire of Scotland on Friday 21
April 2023 at 10:00am being a meeting of
the Board of Governors**

PRESENT

Jo Buckley (JB)	Ed Monaghan (EM)
Andrew Butcher (AB)	Prof Nacim Pak-Shiraz (NPS) via Teams
Morag Campbell (MC)	Philip Rodney (PR)
Prof Stuart Cross (SC)	Prof Matthew Rooke (MR)
Ken Fairbrother (KF) (SUP)	Caroline Roxburgh (CR)
Dr Lois Fitch (LF) (Dep Principal)	Jean Sangster (JS)
Elizabeth Jenkinson (EJ)	Prof Jeffrey Sharkey (PJS) (Principal)
Sharon Mair (SM) <i>via Teams</i>	Dr John Taylor (JT)

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)	(Director of Business Development)
Gordon Munro (GM)	(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 and joining online. Apologies were noted from Carol Main, David Hare, Scotty Scott (SS) SVP DDPF.

There were two declarations of interest:

- Ken Fairbrother, SUP, had been made a Director on the Board of St Mary's Music School, Edinburgh.
- Vicky Gunn, Academic Registrar & Secretary, had been made a lay governor of the Board of UHI Argyll College.

2. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 27 JANUARY 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 updates for this meeting as follows:

What	Who	For completion by
<u>Governance</u> Short-life working group on climate change and sustainability was noted to be unclear as to what the outcome of this work should be and also that consideration of how best to achieve	AS	Update on progress to completion via action log at June 23 Board

<p>this should happen once the protocol for short-life governance working groups had been approved.</p> <p>Update: BOG members were not clear as to what this action referred to and asked the Secretary to clarify. Clarification now on new action log, including timescales.</p>		
<p>Governance</p> <p>Recognised Union membership of the BOG</p>	LD	New member(s) to join from June 23 BOG
<p><u>Policy</u></p> <p>Completion of IP policy <i>[please note final approval of this to be signed off by BOG]</i></p>	SB	October 23 BOG <i>(if to be included as approved for the RKE Concordat agreement in December)</i>
<p><u>Strategic Plan update:</u></p> <p>Benchmarking report for BOG April 23 BOG update: Clarification that this to be benchmarking report for contextual comparison</p>	AS	Update on progress to completion via action log at June 23 Board

4. CHAIR'S UPDATE

The Chair provided an update on the latest Committee of Scottish Chairs (CSC) meeting which had concentrated on the latest funding settlement being offered by the Scottish Government as well as the general orientation of the SG towards reducing duplication in the FE and School elements of their portfolio.

Two other points were noted:

1. The March 2024 meeting of CSC will be hosted by RCS;
2. Mike Cantlay (SFC) has offered to attend one of the RCS Board meetings.

Actions:

- Director of External Relations to update the Chair and the Academic Registrar and Secretary on planning for the CSC visit
- The Chair and the Principal to consider the best Board meeting to invite Mike Cantlay to attend and report back to the Board in June.

The Chair introduced the Director of Research and Knowledge Exchange to lead the discussion on the topic of research and knowledge exchange.

5. DISCUSSION ITEM: RESEARCH AND KNOWLEDGE EXCHANGE

The Director of Research and Knowledge Exchange (DRKE) led a discussion on research and its role in maintaining RCS' reputation, including perceptions of research excellence playing a role in the QS World Rankings. The DRKE emphasised that RCS is strong in both practice and text-based output, with world-leading examples of both, and noted that research is better developed in music. He explained that RCS has demonstrated the impact of its research via the Research Excellence Framework (REF) 2021: in that submission, case studies of impact included an example of policy influence that has had wide socio-cultural impact, and of action research that has had profound impacts on individuals. Three impact case studies were shared for information:

1. [Challenging Creativity: Technophonia, Microscopic Dances and Drake Music Scotland's Digital Orchestra.](#)
2. [Coorie Doon: "It's there forever, that song"](#)
3. [What's Going On? And the Youth Music Initiative](#)

In terms of challenges in the research space, the DRKE noted that state funding into research councils (such as the AHRC & ESRC) is broadly static while there are more and higher quality applications being submitted across our sector, and the councils move to fewer, larger, grant opportunities. There are therefore increasing difficulties in researchers accessing competitive research funding. He asked the BOG to note that investment into research would be required to enable:

1. Greater support for researchers seeking external funding from all sources;
2. Better partnership building in research, mitigating the constraints generated by other institutions' partnership management approaches;
3. A strategic approach to communicating research as part of our institutional narrative, in a way that maintains and grows the perception of our research excellence globally.

6. REPORT FROM CSMT

The BOG welcomed and noted the CSMT report. Particular highlights were identified as was the concern regarding delays in the funding settlement from the SFC. The Board emphasised that the current strategic planning process needed to ensure decision making encourages a maintenance and growth of the RCS' position within the global market. Intervention by the governors in areas of strategic investment was highlighted.

Action:

Board to receive complete version of the narrative parts of the plan June, ideally with draft KPIs and financial scenarios outlined; if detail not finished on financial scenarios will need to hold another meeting in August to finalise [CSMT]

7. STRATEGIC PLAN UPDATE

The Deputy Principal led on reflections of the discussions held the previous day.
[Secretary's note: a summary of the event is attached]

8. REPORT FROM THE STUDENTS' UNION

The report from the President of the Students' Union was received and noted. The President of the Students' Union drew the Board's attention to the following recent events, as well as the following governance activities:

- The outcomes of consultation with students regarding developing the student experience was going to be presented by the SUP to CSMT in June.
- The new leadership structure for the Student's Union was being implemented and the elections for both a new President and the new role of VSUP Education were underway.
- A new Mental Health Agreement was being prepared in response to feedback regarding learning agreement processes and disability services.
- CUK Student Unions were increasingly concerned at the detrimental effect that UKVI limits on students taking paid work as performers was having. This is being exacerbated by the paradoxical situation where backstage and production students could take paid work in their fields, but performers cannot. The SUP requested more lobbying was undertaken to get this changed, especially as the evidence is that this limitation has been implemented through UKVI legislation but originated as (and remains) an Equity position.¹

9. APPROVAL REQUESTS

¹ The relevant rules from the Home Office make it repeatedly clear that a student cannot take paid work as an entertainer:

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/976139/student-route-casework-guidance-v3.0-ext.pdf particularly p.60; p. 96; section ST26.5

9a The Board considered and **APPROVED** the following:

New People and Culture Committee (Nominations Committee Proposal)	Approved subject to consideration of additional representation from DDPF. BOG acknowledged the request but noted that managing the size and membership at this committee was key, noting that as a governance committee membership was there to prioritise representation of strategy areas as an institution rather than individual / operational Directorates. BOG agreed that the new committee convenors could progress with inviting members. <u>[Secretary's note: governance effectiveness of this committee, as with all committees, to be undertaken in May 2024 (see point 9b)]</u>
Fair Access Committee	Approved remit revision
Fundraising Committee	Approved subject to two further considerations: 1. This committee to include student representation 2. Explicit KPI targets for committee members should be qualified as 'with a specific target from time to time'

9b The Board considered and **APPROVED** the Convenors' Group requested changes to governance structures:

- i. We hold the AGM this December as currently scheduled, with discussion between Chair and Principal on exact format and invitation list to be brought to Board for approval
- ii. We withdraw the Board meeting scheduled for the day of the AGM
- iii. We retain the remaining four meetings a year for the Board
- iv. We move to all committees' annual effectiveness reviews to come to June Convenors' Group meeting. Once established, move to effectiveness review every two years.

[Secretary's note: In order to enable recent changes to the BOG committee structures to embed and the governance paperwork review to conclude, the first annual internal effectiveness review will be June 2024 Thereafter, RCS will move to a bi-annual governance committee/sub-committees effectiveness review.]

9c The Board considered and **APPROVED** the Finance and General Purposes Committee's request to appointment Rathbones as investment manager from the 1 August 2023 for a period of three years with an option to extend for a further two years.

10. GOVERNANCE APPROVALS

The Board received and considered an updated register of interest policy compiled by the Secretary. The Board **APPROVED** the policy subject to minor changes.
[Secretary's note: minor edits completed]

11. REPORT FROM THE ACADEMIC BOARD

The summary report of the meeting held on 8 March was received and noted. The Board discussed the potential consequences of AI on the performing arts, noting:

- a. Generative AI systems such as ChatGPT have the potential for enabling different types of art and creative production as well as potentially affording administrative and bureaucratic efficiencies;
- b. Generative AI would shift an understanding of moral rights as well as commercial ones;

- c. Generative AI presents all HEIs with issues around academic integrity and assessment of learning. It was noted that the type of assessment predominantly used at RCS currently restricts the potential influence of generative AI. However, the Secretary noted that the student academic misconduct policy would be reviewed in the light of developments.

12. REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

- 12.1 The summary report of the meeting held on 17 March was received and noted.
- 12.2 The management accounts to end January 2023 were received and noted.

13. REPORT FROM AUDIT AND RISK COMMITTEE

The summary report of the meeting held on 17 March was received and noted. Internal audit on risk management was noted as excellent. BOG discussed the need to have an agreed timeline for renewal of strategic risk register in alignment with the strategic plan.

Action:

AS/CR - Timeline to be agreed and set out as part of the Strategic Plan documentation coming to 23 June 2023 BOG.

The convenor of the Audit Committee reiterated the importance of cybersecurity awareness across the RCS. There was also discussion regarding the burden of the current FOI demands. BOG noted the need to implement a system of centrally held public material that FOI inquirers could be directed to.

14. REPORT FROM THE INFRASTRUCTURE COMMITTEE

The summary report of the meeting held on 17 March was received and noted. Fire safety was noted and how the institution could reinforce the regulations to ensure students would complete their fire safety training was discussed.

15. REPORT FROM THE FAIR ACCESS COMMITTEE

The summary report of the meeting held on 7 February was received and noted.

16. REPORT FROM THE HEALTH, SAFETY AND WELLBEING COMMITTEE

The summary report of the meeting held on 15 March was received and noted.

17. REPORT FROM FUNDRAISING COMMITTEE

The summary report of the meeting held on 1 March was received and noted.

18. REPORT FROM THE NOMINATIONS COMMITTEE

Members noted the approval requests made under item 9a in respect of committee updates.

19. COMPLAINT INVESTIGATION RECOMMENDATIONS

The Board received and noted update on the outcome of a complaint relating to the BA Musical Theatre Cinderella Production in December 2021 and considered the recommendations and progress made in response.

20. REPORT FROM THE CONVENORS' GROUP

The summary report of the meeting held on 9 March was received and noted.

21. GOVERNANCE UPDATES

- 21.1 Governors were asked to note the renewed and approved Scottish Code of Good Higher Education Governance. As part of the Governor's consideration of the renewed code, the Vice-Chair requested that a job description be approved for the Vice-Chair role.

Action:

Academic Registrar and Secretary to submit a new job description for the role of Vice-Chair to the Nominations Committee for final approval by the Board of Governors.

- 21.2 The Secretary provided an oral update on the systemisation of governance information.

- 21.3 The Board was updated on the development of a Student Union-RCS Concordat and BOG looked forward to being able to approve at meeting in October 2023.

22. ANY OTHER BUSINESS

There being no further business the Chair closed the meeting.

23. DATES OF FUTURE MEETINGS

Academic Year 2022/23:

Board of Governors Committee:

23 June 2023

AGM: Wednesday 7 December 2023

Graduations:

Thursday 6 July 2023

Thursday 26 October 2023

Academic Year 2023/24:

Board:

27 October 2023

26 January 2024

25 April 2024 (Strategy Planning Day)

26 April 2024

21 June 2024

AGM: Wednesday 6 December 2024 (tbc)

Graduations:

Thursday 4 July 2024

Thursday 31 October 2024