

**In the Board Room of the Royal
Conservatoire of Scotland on Friday 27
January 2023 at 10:00am being a meeting
of the Board of Governors**

PRESENT

Jo Buckley (JB)
Andrew Butcher (AB)
Morag Campbell (MC)
Prof Stuart Cross (SC)
Ken Fairbrother (KF) (SUP)
Dr Lois Fitch (LF) (Dep Principal)
Dr David Hare (DH)
Elizabeth Jenkinson (EJ)
Carol Main (CM)
Sharon Mair (SM)

Ed Monaghan (EM)
Prof Nacim Pak-Shiraz (NPS) *via Teams*
Philip Rodney (PR)
Prof Matthew Rooke (MR)
Caroline Roxburgh (CR)
Jean Sangster (JS)
Scotty Scott (SS) SVP DDPF
Prof Jeffrey Sharkey (PJS) (Principal)
Dr John Taylor (JT)

IN ATTENDANCE

Prof Stephen Broad (SB)
Gemma Bodinetz (GB)
Lydia Demaison (LD)
Prof Vicky Gunn (VG)
Janette Harkess (JXH)
Helen McVey (HM)
Gordon Munro (GM)
Alan Smith (AS)

(Director RKE)
(Director of DDPF)
(Director of Human Resources)
(Academic Registrar and Board Secretary)
(Director of External Relations)
(Director of Business Development)
(Director of Music)
(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 noted apologies from Ruth Calder. She also formally noted that this was to be Carol Main's last meeting and expressed the gratitude of the whole Board for all of Carol's input over the nine years that she has been a governor, and in particular her work as convenor of the Health, Safety and Wellbeing Committee championing this area within the Board's work.

There were no declarations of interest.

2. CONFIRMATION OF THE MINUTE OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON 7 DECEMBER 2022

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 current action plan and noted updates for this meeting as follows:

1. The Strategic Plan would become a specific standing agenda item from April 2023;
2. Final updates were being made to the relevant committee remits and membership and a full list of all the changes would come to April's Board meeting;

VG to check erroneous use of Assistant/ Academic in Registrar title in relevant paragraphs.

4. CHAIR'S UPDATE

The Chair noted her attendance at the Scottish Government convened Instrumental Music Tuition Group, which is focused on implementing SG commitment to funding free music tuition in Schools. She noted the on-going negotiations currently occurring between central and local government. The Chair also noted the very positive meeting that she had with the Chief Exec of the SFC.

She asked the Board members to RSVP regarding the invitation to attend the Governors' event on 23rd February and invited the Governors to also attend the production of Othello and King Lear later that day.

In introducing a new standing discussion topic item next on the agenda, the Chair noted her thanks to the Principal and the Director of Finance and Estates for leading the first of these on the topic of sustainability.

5. SUSTAINABILITY

The Principal and Director of Finance and Estates focused on the two main themes relating to sustainability:

- (1) Academic and disciplinary issues: challenges to existing traditions of resourcing productions and to education in the performing arts that are emerging from within the disciplines and being addressed within the RCS through for example curriculum review;
- (2) Regulatory demands and their operational implications: external regulatory requirements, lack of certainty regarding what can and should be measured, and the pace of change being faced in the sector with regard to planning and reporting both off-setting and managing carbon footprint.

Board members welcomed the discussion, highlighting particularly the role of procurement policies, ESG investment, student engagement, and space usage review in the RCS' approach to its sustainability responsibilities. It was recognised that the students would have a particular wisdom to bring to the table regarding the solutions needed for production and performance.

ACTION: The Board asked that impact of activities be factored into the RCS' approach to environmental sustainability and that a priorities list which reflected this be drawn up. Buildings & Finance and General Purposes Committees asked to consider whether a short-life group could be constituted to look at this.

6. REPORT FROM THE PRINCIPAL

The Principal's report was received and a suggestion this was to be called the CSMT report going forward was **APPROVED**.

CSMT colleagues were thanked by the Principal for their contributions to the report. The Principal reflected on the three pillars that underpinned institutional resilience – The SFC settlement; Business Partnerships; Recruitment and pipelines.

He commended the Alumni Gathering – 80 folks in London – which provided an excellent for networking and warmly received by those who attended.

The Deputy Principal informed the BOG about the QESR outcome of “confidence” with a commendation from the QESR panel regarding RCS' student partnership model. BOG members expressed their pleasure at this outcome.

The Deputy Principal also emphasised the difference between the strategic plan life-cycle and that of the current curriculum review. Emphasising that within the horizon of

the strategic plan several cycles of enhancement-led curriculum reviews would occur. The one underway focused on consolidating and simplifying the undergraduate programmes, and further innovation was being taken forward in the scoping and development of new Masters' programmes. Future work developing the undergraduate offer will be undertaken once this cycle of review is complete.

The Director of Finance and Estates updated the BOG regarding the current position of the sector with respect to holiday pay, noting that the government was seeking a resolution to the current anomalies in the system.

The Director of Human Resources asked the BOG to note the range of child protection activity underway and the need for safeguarding to move beyond the pre-18-year-old cohort into the broader student population.

ACTION: Director of Human Resources and Secretary to ensure an invitation is issued for the recently recognised Trade Union to put forward a Board representative.

7. STRATEGIC PLAN UPDATE

LF provided an oral update on progress with respect to the Strategic Plan. It was noted that CSMT were progressing the identification of working groups and that the Governors would receive the implementation time line at the Governors' strategy away day (20th April). The overall design of a strategic plan structure with headline themes of people, place, promise was reiterated and a brief outline of the key oversight plans sitting underneath each of these themes was introduced. Operational plans sitting underneath the oversight plans would identify relevant leaders and milestones.

The Director of Business Development elaborated on a specific example of the preparation work for innovations being explored and planned within one of the operational areas, relating to low residency Masters programmes.

The Board asked about the possibility of a horizon scanning market review to be commissioned to enable identification of the distinctive offer emerging from the Strategic Plan.

ACTION: Director of Finance and Estates to commission horizon scanning review in line with the Peer Group Benchmarking Report produced in April 2015 by Grant Thornton, covering specific benchmarks from 2018-2023 (ie a 5 year review)

8. REPORT FROM THE STUDENTS' UNION

The report from the President of the Students' Union was received. The SUP:

1. Highlighted the number and energy of students engaged in responses to current public debates regarding the UK government's intervention around the Gender Recognition Certificate (Scotland) Act.
2. Noted that the special projects officer for the Ukrainian students post had now come to its conclusion. Support of this cohort was now being mainstreamed between the Student Union, the Academic Administration Services and relevant academic schools as well as connections being made across Glasgow's student bodies.

- 8.1 The renewed Students' Union Constitution was presented for the Board's consideration and approval. The Student President expressed his gratitude for the helpful and thorough feedback and input he received from the Governors. He noted that this feedback fell into two categories – minor phrasing edits (which he was correcting) and enhancement for future iterations, which would be incorporated into a review of the Constitution as part of its evaluation following its introduction.

The Board expressed its confidence in the documentation, welcoming the successes that the Student President had achieved through a systematic demonstration of the Union's needs, especially with respect to an additional sabbatical officer. The Student President noted the commitment to student engagement that the RCS was making, recognising that RCS was currently the only Conservatoire in the UK looking to have two full time sabbatical officers. The Student President thanked the RCS for this investment.

The Board was particularly interested to understand the relationship between the Student Union, the Institution and the Board. It was noted that the BOG had responsibility for approving changes to the Student Union Constitution but that the Institution retained financial responsibility for the Union (and, therefore, BOG having the responsibility of oversight for that).

The governors suggested that RCS look to establish a Student Union Concordat between the Union and the Institution that established how the mutual responsibilities should function, particularly in terms of explicit articulation of financial authorisations and limits, but also the GDPR/privacy requirements relating to disciplinary undertakings by the Student Union.

Subject to the minor corrections, the BOG **APPROVED** the Student Union Constitution.

ACTIONS:

1. AR&S to prepare a Student Union-RCS Concordat with the Student President and Head of Finance and Estates and report on progress at the April Board and notification of its implementation to the June Board. A final version to be completed for approval at October 2023 Board. As well as the financial protocols, this should include clarity regarding when a disciplinary issue needs to be referred directly to the institution;
2. AR&S to discuss the GDPR requirements relating to the Student Union's disciplinary process and support the Student President to develop an appropriate protocol.

9. FINANCIAL AND BUDGETARY UPDATES

- 9.1 The BASE accommodation proposal was considered and **APPROVED** by the Board.
- 9.2 The TRAC Return for 2021-2022 was received and **ENDORSED** by the Board ahead of submission to the Scottish Funding Council.

10. GOVERNANCE UPDATES

- 10.1 Recommendations from the Nominations Committee
 - 10.1.1 Lay governors **APPROVED** Caroline Roxburgh's appointment as Vice Chair, as well as approving the regular terms of office as a term of 3 years in the first instance and a limit of two additional 3-year terms of office (i.e. 9 years maximum in entirety). Second and third terms of office would require renomination via the Nominations Committee. BOG noted that the Articles require the calculation to be based on the actual time an individual was a Board member and that this limited the new incumbent to a period of no more than 4 years.
 - 10.1.2 The Board considered and **APPROVED** the job description proposed for the Senior Independent Governor in anticipation of expected changes to the Scottish Code of Good HE Governance.

10.1.3 The Board **ENDORSED** the Committee's recommendation of David Hare's appointment as Senior Independent Governor for a term of 3 years in the first instance and a limit of two additional 3-year terms of office (i.e. 9 years maximum in entirety). Second and third terms of office would require renomination via the Nominations Committee.

10.1.4 The Board considered and **APPROVED** the Convenors' Group remit as proposed.

ACTION:

1. Chair and AR&S to schedule a meeting of the Convenors Group prior to the April Board meeting.
2. Chair to convene additional meeting of Nominations Committee to occur prior to the April Board meeting to finalise approvals of remit and membership of committees as identified at Nominations Committee in January.

10.2 The Board received and considered a reworked paper on the publication of agendas, papers, and minutes in response to changing expectations of good governance practice. The Board welcomed the simplification of the approach and **APPROVED** it. The communication outcome advice from the Institute of Directors and also public sector guidance on reporting were emphasised as useful to the Academic Registrar and Secretary.

ACTIONS: AR&S to add third party commercial sensitivity into the areas for redaction.

11. REPORT FROM THE FINANCE AND GENERAL PURPOSES COMMITTEE

The summary report of the meeting held on 13 January was received and noted. AB highlighted investment performance; recruitment and enrolment; new cyber training; systems implementation. The conclusion of the scenarios group was noted, with its recommendations being distributed to the appropriate committees following its final meeting prior to the April Board.

BOG noted that the whole of the higher education sector was grappling with similar headlines regarding: the SFC settlement; pensions; reputational risk; student profile, particularly the balance of international and domestic; fundraising; progress towards carbon net zero; student accommodation.

11.2 The management accounts to end November 2022 were received and noted.

12. REPORT FROM ACADEMIC BOARD

12.1 The summary report of the meeting held on 11 January was received and noted. Discussion regarding the student consultation process around curriculum review occurred and a note was made for the AR&S to correct the summary relating to the item.

12.2 Progress with regards to the shortlist of nominations for Honorary Degrees was welcomed and noted.

13. REPORT FROM THE BUILDINGS COMMITTEE

The summary report of the meeting held on 13 January was received and noted. The Board acknowledged that Estates strategy requires decisions now that have projected future outcomes both within and beyond the seven years of the strategic plan.

14. REPORT FROM THE HEALTH, SAFETY AND WELLBEING COMMITTEE

The summary report of the meeting held on 11 January was received and noted. CM reflected on the growth of work in this committee and the changes in the emphases that have needed to be accommodated and responded to. The Board were updated regarding the on-going identification of the optimal division of operational and governance aspects relating to Health & Safety that were underway as part of the introduction of the new People and Culture committee.

ACTION: Board members were reminded to do their statutory Fire and Child Protection training by the April meeting

15. REPORT FROM THE DEVELOPMENT AND FUNDRAISING COMMITTEE

A finance update from the Development Team was received and noted in lieu of a summary report of the last committee meeting.

16. REPORT FROM THE NOMINATIONS COMMITTEE

The summary report of the meeting held on 12 January was received and noted.

The Chair asked members to note the discussion regarding invitation of externals onto particular committees. BOG agreed, reflecting on the successes of having previously co-opted specialists become members of the Board proper.

ACTION: Convenors' Group to review existing skills audit.

17. ANY OTHER BUSINESS

The Chair commended the Self-Evaluation for the Outcome Agreement Report and asked that governors consider it as a go to source of information about the RCS.

There being no further business the Chairman closed the meeting.

18. DATES OF FUTURE MEETINGS

Academic Year 2022/23:

Board:

27 January 2023

21 April 2023

23 June 2023

AGM: Wednesday 7 December 2023 - tbc

Graduations:

Thursday 6 July 2023

Thursday 26 October 2023