

**In the Board Room of the
Royal Conservatoire of
Scotland on Friday 25 April 2025
at 10:00am being a meeting of
the Board of Governors**

PRESENT

Jo Buckley (JB)
Andrew Butcher (AB)
Ruth Calder (RC)
Prof Stuart Cross (SC)
William English (WE)
Prof Lois Fitch (LF) (Dep Principal)
Dr David Hare (DH) *via Teams*
Elizabeth Jenkinson (EJ)
Dr Robert Laidlow (RL) *via Teams*
Alexander Lee (AL)
Jamie Mackay (JM)

Sharon Mair (SM)
Andrew Outram (AO)
Prof Nacim Pak-Shiraz (NPS)
Philip Rodney (PR)
Prof Matthew Rooke (MR) *via Teams*
Caroline Roxburgh (CR)
Prof Jeffrey Sharkey (PJS) (Principal)
John Taylor (JT)
Dale Thrupp (DT) (SU VP)
Ulysse Tonnele-Verjus (UTV)

IN ATTENDANCE

Prof Stephen Broad (SB)
Lydia Demaison (LD)
Prof Vicky Gunn (VG)
Helen McVey (HM)
Prof Aaron Shorr (AS)
Dr Marc Silberschatz (MS)
Alan Smith (AS) (DFE)

(Director of RKE)
(Director of Human Resources)
(Academic Registrar and Board Secretary)
(Director of Business Development)
(Director of Music)
(Director of Stage and Screen)
(Director of Finance and Estates)

IN THE CHAIR

Prof Dorothy Miell (DM) (Chair)

1.	<p>Welcome, Introductions, Apologies for absence and Declarations of Interest The Chair welcomed the attendees in person and via Teams and opened the meeting.</p> <p>The Chair noted that this was the first meeting for two new governors, Andrew Outram who had taken over the convenorship of the Infrastructure Committee and Jamie Mackay as the new Academic Board nominee.</p> <p>Apologies were recorded from Morag Campbell (MC).</p> <p>No new declarations of interest were submitted.</p>
2.	<p>Confirmation of the minutes of the meeting of the Board of Governors held on 31 January 2025 The minutes of the previous meeting were APPROVED as an accurate record.</p>
3.	<p>Actions Log and Matters Arising not elsewhere on the agenda The Board reviewed the rolling action plan. The Chair noted that</p> <ul style="list-style-type: none"> Fundraising information request to be put back onto the action list as requested (June 2024) to clarify how money is allocated. Paper to follow from F&GP

4.	<p>Chair's Update</p> <p>The Chair highlighted:</p> <ul style="list-style-type: none"> • Ongoing acute financial challenges within the HE sector. Additionally, she noted that the Royal Society of Edinburgh (RSE) is organising a two-day event focused on exploring different models for HE funding which she will attend next month. • Gratitude to governors for their valuable input regarding enhancing the effectiveness of meetings. Today's session included a deep dive into discussions about a particular committee, following one such suggestion, as part of efforts to improve overall governance and awareness of what the committees do.
5.	<p>Discussion Topic: Reflections on the Strategy Away Day</p> <p>The Chair thanked members for their attendance and contributions to the Strategy Away Day and led the reflection on the key points which had emerged from the discussions including:</p> <ul style="list-style-type: none"> • Gratitude was expressed for all the contributions to the Strategic Away Day. While the Strategic Plan direction remained appropriate, the evolving external environment required responsive actions that focused on efficiencies, reducing duplication, optimizing recruitment strategies, and exploring fee discounting. Fundraising efforts had also been prioritized to build capacity and steward relationships. • Transformation and bold action were emphasized as key themes in the academic offerings. The need to balance specialization with exposure to breadth via curricula had been discussed, the appropriate design of which would influence the development of more nuanced recruitment strategies. The DP's team and structures had been positioned to implement substantive changes for a more rationalized course offering. • Budgetary pressures were acknowledged, exacerbated by challenges within the higher education sector in Scotland. Prospects for public funding remain bleak. • Positive reflections were shared during the discussions, with a suggestion to schedule similar sessions before Board meetings to foster open dialogue. Board members emphasized the importance of maintaining momentum in executing identified actions. • It was noted that a change in location/scenery had contributed to a positive atmosphere in discussions. The value of stepping back for broader perspective was highlighted, recognizing financial challenges as manageable and identifying opportunities in geopolitical dynamics. With that in mind, the need to sustain momentum was underscored, ensuring that committee and Board meetings in June would integrate key themes and actions within the annual plan for 2025-26. A balance between bold experimentation and adaptability in leadership was advocated. The focus of debate during the day was a reset rather than a rewrite of the Strategic Plan, with an emphasis on an agile approach in annual planning. <p><i>It will be important to see how CSMT take forward the proposals and suggestions from the discussions and present clear plans for progressing those that have most potential for positive change at the June Board</i></p> <p>ACTION: Annual Plan to include key priorities identified from the Away Day discussions for the June 2025 Board.</p> <ul style="list-style-type: none"> • The importance of Away Days for new members, particularly for incoming Sabbatical Officers, was highlighted. A similar induction event at the start of the academic year was recommended by the SU governors. • The Board identified two challenges: <ul style="list-style-type: none"> ○ managing excessive ideas ○ ensuring an iterative process-oriented approach to change rather than 'fix it' solutionism was understood

	<ul style="list-style-type: none"> • The importance of Board backing for bold executive decisions was stressed. A recommendation was made for the senior team to review and prioritize submitted ideas from the Away Day for executive action. • It was noted that the timing of the April discussions aligned well with the preparation of the Annual Plan for the June Board meeting. A proposal was made to adjust Sabbatical elections to earlier dates to enable more effective induction of the incoming sabbatical officers. • There was a request that any changes to the central case effected by any new approaches to student demography be clarified within the income forecasting models up to 2030 so that they could be scrutinised by the Board. • The Chair expressed particular thanks to the Events Team for making the day run so smoothly and being such a success.
6.	<p>Report from CSMT</p> <p>The CSMT report was received and noted. The Principal thanked CSMT colleagues for their contributions to the report, noted that much included in the report was also part of the Away Day's considerations, and drew the Board's attention to the following headlines:</p> <ul style="list-style-type: none"> - The instability within the USA political context, consequential stock market vulnerability, and attendant risks to our recruitment strategy in terms of the USA had been emphasized during the Principal's trip to the States. <p>The Deputy Principal highlighted:</p> <ul style="list-style-type: none"> - Successful submission of the SEAP to the SFC and the receipt of feedback from the SFC that this was an exemplary document. The Chair asked that the academic team who worked on this be thanked for their work explicitly within this minute. - Strength of on-going discussion with the SU Sabbatical Officers about Student Experience project. The final report from this project was noted as coming to the Academic Board in the current academic session. <p>Other members of CSMT highlighted the following areas:</p> <p>Student Debt: Concerns were continue to grow regarding international student fee debt, which had escalated significantly over the past year. More rigorous recovery methods have become necessary.</p> <p>Digital currency and resilience: The need to explore digital technology's role in the Conservatoire was highlighted, with the triad of transmission, enhancement of existing modes of delivery, and delivery entirely via technological modes was noted as requiring urgent assessment due to rapid technological changes. Questions arose regarding digital resilience and preparing for future challenges and opportunities (eg enabling cross-institutional collaborations).</p> <p>ACTIONS:</p> <ol style="list-style-type: none"> 1. An audit might be helpful which would require input from those overseeing programmes to assess needs in this area. 2. A roundtable discussion emerged as a potential course of action, with outcomes to be considered by the Academic Board and Infrastructure Committee. <p>Progress updates were scheduled for the autumn (October 2025) Board meeting.</p> <p>Production Enhancements: Processes were undergoing improvements, though concerns surfaced over student awareness regarding staff efforts. The project was set to conclude by 1 August 2026.</p>

	<p>Systems Challenges: Progress reporting for CI Anywhere required clarity, particularly in aligning finance and HR systems with the distinct cultures of arts business. Positive feedback surfaced regarding CI Anywhere among part-time staff.</p> <p>Institutional Culture: Discussions explored best practices, shifting perceptions of accountability, and challenges in evaluating staff and student performance to enable values based professional commitment and development.</p> <p>Recruitment Adjustments: Structural issues in international student offers had led to delays caused by competing institutions. Scholarship redistribution progressed, with fee discounting considered as a potential tool.</p> <p>External Sponsorship & Development: A question was raised regarding direct sponsorship into the School of Music and its reporting mechanism. Board agreed that it should be included in the overall institutional fundraising reporting.</p> <p>ACTION: Successful sponsorship raising directly through the School of Music to be included in Fundraising reporting</p> <p>Business development: It was reported that efforts in this arena were gaining momentum. The notion of 'special projects' was clarified as in-year opportunist projects that hadn't necessarily been identified in the Annual Plan but that were, nonetheless, worthy of pursuit.</p> <p>Research & Engagement: Positive staff feedback emerged regarding the REF 2029 pilot. How it was emphasized that the institution needed to attend to aligning with the Principles of the Concordat for career researchers. Doctoral program statistics demonstrated a strong offer, acceptance, and retention rates.</p> <p>ACTION: The KE report to be circulated alongside the Board's minutes.</p> <p>Safeguarding & HR Challenges: Board heard that institutional safeguarding cases had increased in severity and complexity, prompting reviews on misconduct approaches/ policies for under-18 students. Key to this was looking at pre-HE and HE student facing policies and unifying approaches for the under 18. It was noted that the Director of HR and the Academic Registrar and Secretary were working together to respond to the emerging demands. Board were asked to note that the workload related to these cases was such that it was creating barriers to strategic thinking in the areas dealing with the investigations. Board were reassured that appropriate safeguarding training was being implemented within a structure of levels and categories of staff (eg Lead Child Protection Officers, designated child protection contacts) as well as policy updates reflecting new PVG regulations. Board noted the potential reputational issues of these safeguarding cases as well as the impact on the staff involved in overseeing them.</p> <p>External Relations: Board noted the report from External Relations and asked that formal condolences be extended to the Director regarding her recent bereavement.</p>
7.	<p>Report from the Students' Union The Board received and acknowledged the report from the Students' Union.</p> <p>The Board expressed condolences to the Institution regarding the passing of Gary Brunton and endorsed the SU plan to dedicate planters in his memory.</p> <p>The Student Experience Project work was noted as an example of the high impact work in the student engagement space that the SU had implemented this year. Insights gained from the project</p>

	<p>were leading to dedicated discussions within LTQC and Academic Board, with processes evolving in response to lessons learned, ensuring continued improvement.</p> <p>The Chair concurred that the Sabbatical Officers should be proud of the project. Recognised that nominations now open for the next year of Student union President and Vice President. Board expressed hope that people as good as existing team are putting themselves forward. SIG reiterated the positive work of the incumbent Sabbatical Officers.</p>
8.	<p>Student Recruitment</p> <p>The Board received and reviewed the paper prepared by the Senior International Recruitment Lead, outlining recruitment targets and associated income within the Student Recruitment Strategy (Part A), presented for approval.</p> <p>During the discussion, the following key points were raised:</p> <ul style="list-style-type: none"> • Consideration of trends and the rebalancing of Scottish student places. • Acknowledgement of the income achieved for Part A, recognizing behind-the-scenes efforts. • PGR numbers and income needed to be seen in a more nuanced way than was implied within the documentation • A rationale explaining the overall shape of the cohorts as implied via the recruitment strategy and its impact on institutional culture was requested. It was recognised that this would be covered in Part B. • The DP clarified that the paper was collaboratively produced by her team rather than authored solely by her and reminded the Board that a longer version including some of the rationale had been sighted by the Board in October 2024. <p>The Board considered that this document was not for approval but information on the indicative numbers through to 2030 recognising that these are iterative and subject to flex. The Board acknowledged that its role was to support direction of travel and finessing.</p> <p>Board AGREED the direction of travel.</p>
9.	<p>Strategic Plan: KPI 1a</p> <p>The Board received and discussed the paper provided. As these had formed much of the basis of discussions at the Away Day the DFE restricted his highlights to two areas:</p> <ol style="list-style-type: none"> 1. Managing the way the KPIs were set out and the difficulties of managing the original baseline information and focus when comparing with the changed circumstances present now ACTION: DFE to remove explicit mention of Sharjah from the KPI. That KPI just to focus on broad heading of international partnerships income 2. Non-HE short courses fee short fall Further details were requested by the Board to help understand where the short falls were occurring.
10.	<p>Quinquennial External Governance Review and Response</p> <p>10.1 Advance HE Quinquennial Governance Effectiveness Review Report 2024-25</p> <p>The final report setting out the findings from the external review of the effectiveness of the institution's governance and recommendations to the Board was received and discussed. The key points raised were as follows:</p> <ol style="list-style-type: none"> 1. No issues with compliance with the revised Code (2023) 2. 5 recommendations – mainly to strengthen process 3. Suggestions – process improvements

4. Mutual perceptions and understanding across the groups of individuals surveyed and interviewed as part of the process

10.2 Nominations Committee Response

The Board reviewed initial responses to the governance report from the Nominations Committee to guide discussions and determine next steps. The Committee had previously debated the proposed responses under agenda item 17, providing context for the discussion.

Key points raised:

- Increased use of Teams for minutes to improve consistency.
- Introduction of mandatory cover sheets.
- Greater engagement with the outlined above item 4 and its implications as suggested within the report.

The Board welcomed the report overall but noted divergent perspectives between lay and executive staff, governors, and staff involved evident in the questionnaire process. They emphasized the need for open discussions to address these divergences. The Chair agreed, acknowledging the issue as concerning. The Board questioned whether these findings were typical across the sector or unique to them and sought ways to integrate differing perspectives constructively.

ACTION: Academic Registrar and Secretary to ask for further clarification from AdvanceHE of typicality of finding in this area

The following were also highlighted:

- The need to identify tools to facilitate reconciliation of divergent views.
- Equality, Diversity, and Inclusion (EDI) suggestions as made in the report should be prioritized, reinforcing the importance of EDI in Board discussions and its connection to Equalities Outcome work.
- Communication gaps stemming from some governors' initial induction during lockdown were addressed, with proposals for groups of lay governors to visit staff workplaces. A trip to Wallace Studios was planned for June.
- The essentially positive governance report was recognized. Congratulations were extended to governance teams for their work, with recognition that actions would include: broadening the Nominations Committee's role (and updating its Terms of Reference accordingly), refining induction training, enhancing engagement with staff, and allocating more discussion time for equality-related matters.

DECISIONS

- **Use of Technology:**
 - Systematic use of Teams transcription and recording to support minute production will be explored and piloted
 - Existing technology can be leveraged, but Chair and management skills for conducting meetings where such technology is deployed need further review.
- **Nominations Committee:**
 - The Committee's role in induction and evidencing will be strengthened, with a report due in October outlining new terms of reference. **APPROVED.**
- **Continued finessing of Key Performance Indicators (KPIs):**
 - The report was endorsed, recognizing the work already completed. Further developments will be reviewed by the Convenors' Group in July. **APPROVED.**
- **Debate on Standard Cover Sheets**
 - Clarification was sought on the need for bureaucratic consistency in all governance committees.

	<ul style="list-style-type: none"> - Mandatory cover sheets were highlighted as a tool to provide clarity on the expectations of each paper. - A phased approach was AGREED: <ul style="list-style-type: none"> o Initially, cover sheets will be implemented for <u>all</u> Board papers. o Broader application to Board committees will be assessed after review. o Consideration of workload implications will be factored into implementation. • Secretariat Standards <ul style="list-style-type: none"> - The Board agreed on the importance of a well-trained and consistent secretariat team with a shared understanding of governance priorities. - Resource implications will be assessed, and a staged approach to implementation was approved. <p>ACTION: Academic Registrar and Secretary to finalise action plan documentation; The Nominations Committee and Governance teams to review progress and report back to the Board in October.</p>
11.	<p>Approval requests: There were no additional approvals referred from Board Committees.</p>
12	<p>Committee Focus It was explained that the Board was trialling a new format which will facilitate an in-depth focus on discussion of the report from one of the Board's Committees, starting with People and Culture. All other Committee reports would be taken as read and not discussed except by exception.</p> <p>Board were asked to note that the delivery of this year's Staff Survey is to be in September 2025 (to avoid survey fatigue during May)</p> <p>The committee's convenor provided an informal introduction, outlining the purpose and structure of the PCC. The committee has been running officially for approximately 18 months, having emerged from a governance conversation in June 2023 to address people and culture. The Health, Safety & Wellbeing (HS&W) Committee played a role in early discussions, prompting the need for governance oversight being included within PCC matters, which has since become a standing agenda item.</p> <p>Focus and Structure: The PCC primarily focuses on employee lifecycle matters, as well as strategy and policy related to the student lifecycle. The committee comprises 19 members, including five governors, with multiple sub-groups working in parallel. It was established to foster a culture of trust, sensitivity, and openness. The committee values detailed policy discussions and actively promotes in-person meetings to support post-COVID transition.</p> <p>Credit was given to the Director of HR for her outstanding engagement in advancing committee initiatives.</p> <p>The initial meetings centered on identifying priorities, with workspace planning, pay review, and staff/student voice emerging as key topics.</p> <p>Staff Survey and Forum Development: A staff survey was initiated in May 2024 to inform the development of a staff forum. The approach to cultural change is underpinned by principles of respect, discussion, and action. Some early successes include responding to requests such as the establishment of a breastfeeding space, which is currently being decorated. Challenges were noted, particularly the anxiety associated with transformational change, which requires strategic intervention. The workload and complexity of people-related issues remain substantial.</p>

	<p>Institutional Values and Processes: The Director of HR provided an update on embedding institutional values into various processes, including:</p> <ul style="list-style-type: none"> • Recruitment—both baseline approaches and role-specific inductions. • Performance development and review alignment with institutional values and behaviours. • Recognition and reward strategies. • Refinement of disciplinary processes to differentiate misconduct from gross misconduct, emphasizing impact, accountability, and responsibility. <p>The committee discussed difficulties in adapting post hearing measures such as no contact agreements / orders and the need to identify approaches to fit the institution's needs, including exploring alternatives such as restorative justice practices instead of contact cessation. It was recognised that expectations management needs to be more nuanced than was previously assumed (in traditional / standard processes).</p> <p>Standing Items: Standing agenda items include Health & Safety (H&S), Equity, Diversity & Inclusion (EDI), Student Voice, and Change Invocation.</p> <p>Staff Forum and Union Negotiations: The committee is developing a staff forum, shifting towards joint negotiations with unions and prioritizing resolution-focused approaches, business improvement, and community engagement. The forum's configuration is expected to empower staff agency within the institution's values. A request to have the forum chaired by the two staff governors is being implemented.</p> <p>Meeting Duration and Conclusion: Meetings run for approximately three hours each session. The committee remains impactful but acknowledges concerns regarding the challenges faced in addressing people and culture matters.</p> <p>In response to the introduction to the committee's work, the Board:</p> <ul style="list-style-type: none"> • Acknowledged outstanding contributions, along with concerns regarding evolving behavioural cultures. • Reaffirmed its full support for the actions taken by CSMT and others, emphasizing a message of reassurance, noting that the Board comprises more than its lay members. • Raised questions regarding the appropriate approach and overall direction concerning culture, behaviour, and misconduct. A gradual and structured approach was emphasized, including the reinstatement of the five-day staff development week, enhanced signalling, and completion of mandatory training. Embedding values in recruitment processes and disciplinary guidance was highlighted as essential, with collaboration with Unions ensuring effective institution-wide signalling. • Noted the importance of signalling changes to the student body, with action required to ensure clear communication. • Posed the question of whether transformational change is necessary in this area, prompting further discussion. <p>Report from the People and Culture Committee The summary report of the meeting held on 16 April 2025 was received and discussed.</p>
13.	<p>Report from the Academic Board</p> <p>13.1 Summary report of the meeting held on 5 March 2025 The Board received and noted the summary report of the Academic Board meeting held on 5 March 2025.</p> <p>13.2 Shortlist of Honorary Doctorate nominations</p>

	<p>An oral update to the Board confirmed that all three Honorary Doctorates were confirmed for the summer ceremonies and a press release has now been issued, with the following being confirmed: Set and costume designer Bunny Christie; musician, composer and educator Wynton Marsalis; and pop legend Lulu</p>
14.	<p>Report from the Finance and General Purposes Committee</p> <p>14.1 Ci Anywhere Status Report The Board received and noted the progress made on the updated implementation status report.</p> <p>14.2 Summary report of the meeting held on 14 March 2025 The summary report of the meeting held on 14 March 2025 was received and noted.</p> <p>14.3 Fundraising Income Report The Board received and noted the report provided information on donations and fundraising income for period 6 (up to January 2025).</p> <p>14.4 Management Accounts</p> <p>The Chair suggested that Management Accounts become a standing item in section A from now on within the agenda item on KPIs. Board AGREED with this suggestion.</p> <p>The management accounts for the period ending January 2025 were received and noted. The Convenor of F&GP acknowledged prior discussions and took the report as read. The drop-out provision remains fully intact, presenting a positive outlook that could help address the forecast deficit. However, concerns over increased fee debt (delinquencies) were raised, with consideration given to utilizing the provision to offset these challenges.</p> <p>The review by F&GP regarding the current structure of the arm's-length relationship of the RCS Trust was noted. After an in-depth discussion, it was concluded by F&GP that the current structure remains beneficial in terms of workload management, public positioning, and donor preferences—particularly for major gifts. The Trust is set to formally accept this recommendation, while also reopening discussions on enhancing RCS representation on the Trust Board to improve transparency. This will be explored further in May with the Trust.</p> <p>ACTION: DFE to circulate the following along with the Board minutes:</p> <ul style="list-style-type: none"> • Summary of the Trust structures • Archive documentation on the establishment of the Endowment Trust. <p>Two Fundraising & Investment Matters were highlighted:</p> <ul style="list-style-type: none"> • Julliard has achieved one-third of its campaign target to do away with all tuition fees, with trustees contributing at a high level. • The investment portfolio remains exposed to market volatility. Rathbones will be invited to provide regular updates. The risk appetite agreed upon in 2023 continues to guide financial decision-making, ensuring guardrails are in place for reserves and long-term funds while dividends and coupons are utilized appropriately. <p>A discussion was held on Dundee University's financial situation, raising the question of necessary strategic shifts to safeguard RCS Board operations. Moving forward, further consideration will be given to how financial information is presented to the Board to best support effective decision-making.</p>

15.	<p>Report from the Audit and Risk Committee</p> <p>15.1 Summary report of the meeting held on 14 March 2025 The summary report of the meeting was received and noted.</p> <p>15.2 Strategic Risk Register The Strategic Risk Register was received and noted.</p>
16.	<p>Report from the Infrastructure Committee The summary report of the meeting held on 14 March 2025 was received and noted.</p>
17.	<p>Report from the Nominations Committee The Board received and noted the summary report covering the meetings held on 3 February and 7 April.</p>
18.	<p>Report from the Convenors' Group [<i>Secretary's note:</i> Due to time constraints, no oral update was given regarding the latest Convenor's Group meeting. This meeting had occurred on Teams on 19 March 2025 and focused purely on the schedule for the Strategic Away Day]</p>
19.	<p>Governance Updates</p> <p>The Convenor of the Infrastructure Committee requested that Board note that Martyn's Law had been formalised in Parliament. As RCS falls within the higher threshold and, there will be a need for substantive compliance changes. Board AGREED that these should come through the Infrastructure Committee.</p> <p>ACTION: Terms of Reference for the Infrastructure Committee to be updated following this agreement</p> <p>There were no other governance updates additional to those covered under item 10 above.</p>
20.	<p>Any other business: There was no other business.</p>
21.	<p>Papers for Information:</p> <p>Prevent Training for Governors It was confirmed that Prevent presentation slides with added audio had been produced by the Academic Registrar and Secretary with the papers as part of the mandatory training package for governors.</p> <p>There being no other business, the Chair brought the meeting to a close.</p>
	<p>Dates of future meetings/events:</p> <p>Academic Year 2024-25:</p> <p>Board: Next meeting: 27 June 2025</p> <p>Graduations: Thursday 3 July 2025 Thursday 30 October 2025</p>

<p>AGM: Wednesday 10 December 2025 (9.30am)</p> <p>Academic Year 2025-26:</p> <p>Board: 31 October 2025 30 January 2026 23 April 2026 (Strategy Planning Day) 24 April 2026 26 June 2026</p> <p>Graduations: Thursday 2 July 2026 Thursday 29 October 2026</p>
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Note:

Gary Brunton's funeral is to be held 3 May 2025, 11.00.
There will be a memorial hosted at RCS immediately after this funeral.