

**In the Board Room of the Royal  
Conservatoire of Scotland on Friday 26  
January 2024 at 10:00am being a  
meeting of the Board of Governors**

**PRESENT**

Andrew Butcher (AB)  
Ruth Calder (RC)  
Morag Campbell (MC)  
William English (WE)  
Ken Fairbrother (KF) (SUP)  
Dr Lois Fitch (LF) (Dep Principal)  
Dr David Hare (DH)  
Elizabeth Jenkinson (EJ)  
Dr Robert Laidlow (RL)  
Alexander Lee (AL)

Sharon Mair (SM)  
Prof Nacim Pak-Shiraz (NPS)  
Philip Rodney (PR)  
Prof Matthew Rooke (MR)  
Caroline Roxburgh (CR)  
Jean Sangster (JS)  
Prof Jeffrey Sharkey (PJS) (Principal)  
John Taylor (JT)  
Ulysse Tonnele-Verjus (UTV)

**IN ATTENDANCE**

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

(Director RKE)  
(Director of Human Resources)  
(Academic Registrar and Board Secretary)  
(Director of External Relations)  
(Director of Business Development)  
(Interim Director of Music)  
(Interim Director of DDPF)  
(Director of Finance and Estates)

**IN THE CHAIR**

Prof Dorothy Miell (DM) (Chair)

<b>1.</b>	<p><b>Welcome, Introductions, Apologies for absence and Declarations of Interest</b></p> <p>The Chair opened the meeting by:</p> <ul style="list-style-type: none"> <li>welcoming new governor Dr Robert Laidlow to their first meeting of the Board;</li> <li>thanking everyone for their attendance;</li> <li>expressing formal thanks to Andrew Comrie for his commitment and input into the institution as Director of Fair Access.</li> </ul> <p>Apologies were recorded from Jo Buckley, Stuart Cross and Ed Monaghan.</p> <p>There were no new declarations of interest submitted.</p>
<b>2.</b>	<p><b>Confirmation of the minutes of the meeting of the Board of Governors held on 27 October 2023</b></p> <p>The minutes of the previous meeting were <b>APPROVED</b> as an accurate record, subject to minor edits submitted via email by CR &amp; DH prior to the meeting.</p>
<b>3.</b>	<p><b>Actions Log and Matters Arising not elsewhere on the agenda</b></p> <p>The Board reviewed the rolling action plan.</p>
<b>4.</b>	<p><b>Chair's Update</b></p> <p>The Chair asked the Board to be aware that Universities Scotland had appointed a new Director, following the retirement of Alastair Sim. Claire McPherson will assume the Director's role on 25<sup>th</sup> March following a career in both the Scottish Government and the Scottish Funding Council.</p>

5.	<p><b>Discussion Topic: Managing Through Crisis Points</b></p> <p>The Principal introduced and led the discussion on the topic of managing in a crisis, the key points of which covered:</p> <ul style="list-style-type: none"> <li>the complexities and challenges of managing unsettling periods whether they be those created by national approaches to higher education and cultural policy which feel like aggressive indifference in the current funding context or the impact of media coverage regarding geopolitical events on interactions within the Conservatoire's community. It was emphasised that providing a safe, supportive space for our students and staff to respond creatively whilst maintaining support for the whole community was key;</li> <li>the continued love and affection for the RCS externally and the influence and impact our graduates have;</li> <li>the need for RCS to explore sustainable approaches to an immediate as well as forecasted financial situation that is precarious, whilst trying to time appropriately strong lobbying activity to force recognition of the current nature of the institution's budgetary context;</li> <li>his gratitude for the fortitude being exhibited by staff and students in this context.</li> </ul> <p>Board members asked what they could do in response to the Principal's statement. A question was asked regarding the nature of higher education funding and it was clarified that this is entirely devolved. Lay governors were asked to continue and expand their influence in terms of raising awareness of the situation at the same time as playing active roles in fundraising. Attention was turned to the areas of political activity within which the RCS should start targeting communications and leveraging the benefits we provide to contemporary agendas both in the city and nationally. Board members acknowledged that timing and type of activity was important from the perspective of reputation management.</p> <p>The Chair recognised and appreciated the challenges that RCS was trying to counteract and remarked that, at the Strategic Away Day, we would be looking at options to structure responses to the current financial concerns.</p>
6.	<p><b>Report from CSMT</b></p> <p>The CMST report was received and noted. The Principal thanked CSMT colleagues for their contributions to the report and the Board's attention was drawn to the following headlines:</p> <ul style="list-style-type: none"> <li>student recruitment targets remained a primary focus, including exploration of alternative approaches to increasing the number of applicants after the UCAS deadline date;</li> <li>fundraising was a key element to navigating out of the present situation;</li> <li>additional funding bids had been submitted to the SFC;</li> <li>maintaining awareness of forthcoming regulatory changes that will be required by the new Tertiary Framework from the SFC and possible expectations that will emerge from these;</li> <li>submission to the SFC of additional funding bids and paying heed to regulatory changes at the same time as remembering the Conservatoires core raison d'être. .</li> </ul> <p>Board considered the importance of increasing engagement across the institution about the immediate and longer term challenges and emphasised the criticality of collective responsibilities and shared purpose working.</p> <p>Board were advised of some of the circumstances that were affecting the financial context, including the unexpected shortfalls in income from accommodation in BASE, with RCS needing to underwrite 15 vacancies. It was noted that the decision to introduce a priority system in the previous academic session to ensure first year students had access to BASE (given the pressures on student accommodation in Glasgow in the prior two academic sessions) had now been revisited. There were concerns that this policy had delayed filling all the rooms which, when the accommodation stresses elsewhere in the city failed to materialise, had left the RCS holding empty rooms.</p> <p>The Interim Director of DDPF highlighted the range of improvements underway in the EDI, operation and performance, and programme portfolio spaces. Board were informed of developments within the programme portfolio that would allow increased exposure within community performance arts. They</p>

	<p>were also told of how the curriculum review process was enabling the production of new costing models that in turn identified possible efficiencies.</p> <p>The Interim Director of Music pointed out the steps the School were taking to address recruitment shortfalls from the previous academic session. The impact of ill-health within the Recruitment &amp; Admissions Team during the first term was acknowledged, particularly with reference to new processes expediting offers' notification to applicants. The integration of multiple sources of information regarding financial targets and individual Directorate targets was now happening and this was enabling more accurate target forecasting.</p> <p>The two interim Directors were thanked for their enthusiasm and constructive actions. The BA Community Performance Arts was singled out as an exciting and timely prospect within the context of emerging cultural policy.</p> <p>Updates regarding structural changes in the light of the Director of Fair Access leaving RCS were also shared by the Deputy Principal and Director of Business Development. Board was told that those involved in Transitions and the Head of Post Graduate Learning &amp; Teaching Programmes were being transferred to sit within the DBD's teams, providing additional efficiencies relating to talent pool development.</p> <p>The DBD gave a further update on short courses regarding the possibility of taking corrective action in year to increase their volume. The Chair noted the importance (in the light of current forecasting) of being able to flex short course provision to increase income this year.</p> <p><b>ACTION:</b> The DBD to identify potential expansion in provision of short courses in year (with associated costs and income projections) to feed into options proposals coming to F&amp;GP/convenor's group/Away Day.</p> <p>The Director of HR reasserted the benefits that would be afforded by the introduction of CiAnywhere and also asked the Board to note that sickness absence had increased this year with increases in both intensity of illness and length of time being absent being recorded.</p> <p>The Director RKE informed the Board of the number of doctoral completions and the Chair congratulated the DRKE with regards to the submission of a considerable research bid.</p> <p>The Director of External Relations brought news of secured support for fundraising from the RCS Trust and this was welcomed by the Board. Questions were asked about the possibility of audience development and Box Office commercialisation given the nature of RCS as a venue. Board heard that the majority of performances were related to student assessment and that both Box Office and audience reflected associated needs.</p> <p>Board acknowledged the degree of creativity and energy that was clearly being deployed by CSMT at this time of challenge.</p> <p>The Chair noted the paper listing the Principal's engagements beyond the institution's walls and the increasing importance of this work.</p> <p>This item of the agenda was concluded with an affirmation of RCS's position and that the Board was not looking to operate managed decline.</p>
7.	<p><b>Strategic Plan</b></p> <p><b>7.1 Annual Plan update</b></p> <p>The Board received an update on progress and noted that:</p> <ul style="list-style-type: none"> <li>• projects were underway as noted in the CSMT report;</li> <li>• swift adaptation following the departure of the Director of Fair Access to apprehend opportunities that the moves facilitated;</li> <li>• a core working group on low residency programme development was now occurring;</li> </ul>

	<ul style="list-style-type: none"> <li>the possible international partnership with SPAA was a slower burn than hoped.</li> </ul> <p><b>7.2 Strategic Plan Dashboard</b></p> <p>Board recognised that RCS was in an interim period prior to the full implementation of CiAnywhere and the data that will be able to be drawn from that to enable forecasting and dashboard design and management. Given this interim position, the Board requested that the dashboard be revisited to ensure that there was a way to demonstrate progress against the KPIs as established in documentation circulated after the October 2023 Board meeting.</p> <p>The Deputy Principal suggested that a member of staff in ITS could be commissioned to design and manage such a dashboard.</p> <p><b>ACTION:</b> Lay governors to feedback to Director of BD &amp; the Academic Registrar and Secretary with suggestions for developments and changes to the dashboard. Agreed this is likely to be an iterative process as we develop and use the dashboard over subsequent meetings.</p>
<b>8.</b>	<p><b>Student Recruitment</b></p> <p><b>8.1 Student Recruitment Strategy</b></p> <p>The Board received the student recruitment paper prepared by the Deputy Principal which provided an overview of work strands and key activities in this area. Board considered the implications of the review of student numbers, the unexpected trends being revealed, and the need for real-time iterative strategic development of recruitment targets and activity. The DP highlighted improvements in terms of shared purpose conversations, with easy wins in increasing cross institutional communications and live information flow challenges. Improvements to communication and data flow were acknowledged and conversion activity has been improved in SoM already.</p> <p>Board noted the usefulness of the diagram as a summary of plans and noted that the summary strategy document needed to incorporate this.</p> <p><b>ACTION:</b> CSMT to provide the Board with a Student Recruitment Strategy for approval at the June Board.</p> <p><b>8.2 AY2024-25 Recruitment applicants numbers update and trends</b></p> <p>Members noted applicant numbers for academic year 2024-25, presented as at 15 January 2024 (note – this is before the UCAS deadline).</p>
<b>9.</b>	<p><b>Report from the Students' Union</b></p> <p>The report from the Students' Union was received and noted. The SUP underscored the popular events in the previous week, asked Board to note the successful outcome of the election for the EDI officer and referred to the activities being done by the Glasgow Student Forum.</p> <p>Board were also updated on improvements to student representation and student voice and the positives of:</p> <ul style="list-style-type: none"> <li>closer working between the Student Union and the Head of Estates to expedite issues related to the institution's premises;</li> <li>resolution of the demand on music stands;</li> <li>the energy being demonstrated via the student-led IXP module.</li> </ul> <p><b>9.1 Memorandum of Understanding: RCS Students' Union</b></p> <p>The Board considered and <b>APPROVED</b> the Memorandum of Understanding.</p> <p><b>9.2 Student-led Teaching Awards</b></p> <p>The Board noted and welcomed the proposal to introduce Annual Student-led Education (Teaching and Services) Awards. Chair noted that such Awards elsewhere have proven to be</p>

	<p>very positive. Board also appreciated the work undertaken by the Student President to introduce two sabbatical post which was proving hugely positive.</p>
10.	<p><b>Approval request from the Infrastructure Committee</b></p> <p>The Board received and considered a proposal to install solar pv panels on the Alexander Gibson Opera School roof and the Wallace Studios roof at a capital cost of £546,000, noting that with a grant support of £406,000 it would require a net investment of £140,000. DFE noted that it was a significant additional request given the current financial position. However, it was also pointed out that there was confidence in the preferred contractor and that communication was being maintained with the donor who was supporting the project.</p> <p>The Board confirmed its commitment to the proposals' environmental direction but was concerned that it required additional understanding of the institution's financial position before committing to an additional cost and asked for this item of approval to be deferred subject to additional analysis and leverage of additional funds, with clarity on when the grant ran out, as well as due diligence EDI checks in relation to Vital Energy and Charities regulation with regards to selling on of surplus electricity into the grid.</p> <p><b>ACTION: DFE to confirm with the funder of the relevant grant regarding possible postponement of work and feed back to the Chair &amp; Infrastructure Committee; also to undertake due diligence in the areas of ethical standing of the preferred installation company/ Charity status limitations on selling back electricity to the national grid.</b></p> <p>[Secretary's note: a review of the conditions of registration under the Charity and Trustees (Scotland) Act and associated OSCR duties was undertaken after the Board meeting and there were no obvious reasons why selling surplus electricity to the grid was prohibited given the nature of the agreement.]</p>
11.	<p><b>Approval requests from the Academic Board</b></p> <p><b>11.1 Memorandum of Understanding: Mascarade Opera &amp; RCS</b></p> <p>Board noted that as this was not for approval, the item originally listed here under agenda item 11 be reported in the minute under agenda item 13.</p>
12.	<p><b>Report from the Finance and General Purposes Committee</b></p> <p><b>12.1 Summary report of the meeting held on 12 January 2024</b></p> <p>The summary report of the meeting held on 12 January 2024 was received and the convenor underlined:</p> <ul style="list-style-type: none"> <li>• the finalising of the new investment strategy;</li> <li>• the approval of the Endowment Trust case;</li> <li>• a phishing attack that occurred in the fourth quarter which had no loss of data but some recommendations including the strengthening of cyber-security via a cloud based solution which would transfer the responsibility to experts;</li> <li>• a largely positive briefing on progress with regards to CiAnywhere;</li> <li>• the decision, following thorough interrogation of the LGPS pensions review, that now was not the time to proceed with substantial changes in the institution's approach.</li> </ul> <p><b>12.2 Management Accounts</b></p> <p>The management accounts to end November 2023 were received. The convenor of F&amp;GP noted:</p> <ul style="list-style-type: none"> <li>• the financial position is difficult and will remain the primary orientation of F&amp;GP deliberations until a return to profitability;</li> <li>• following an additional analysis undertaken after F&amp;GP, further risks to cashflow were identified, including the long tail associated with under recruitment for the 2023-24 cohort;</li> <li>• work was underway to reassert confidence for cash balances in the 2024-25 session with a review of specific items within the strategic plan being explored in terms of timing and income generation.</li> </ul>

	<p>Board expressed their disquiet and the need to accommodate this information quickly to enable appropriate planning, with the expectation of a fuller review at the April Strategy Away Day. Questions were asked regarding the impact of the SFC bid, potential Trust input, and the need for very clear red flags in the event of further challenges. Board also acknowledged the benefit of the clarity of the information provided in the summary by the convenor, and concurred with the decision taken regarding pensions.</p> <p><b>ACTIONS:</b> CSMT to prepare options in line with needs implied by the financial and budgetary position of the RCS as identified in the discussion regarding the management accounts; these options to be provided by CSMT to F&amp;GP for its meeting on <u>15<sup>th</sup> March with a possible additional F&amp;GP Committee meeting occurring before 15<sup>th</sup> March.</u></p> <p><b>[Secretaries note:</b> Deadline for papers to 15<sup>th</sup> March meeting is 9<sup>th</sup> March</p> <p><b>Chair to convene Convenors' Group</b> in week beginning <u>8<sup>th</sup> April</u> to receive and consider recommendations from F&amp;GP regarding preferred options in preparation for the Strategy Away Day. Action: Assistant Registrar (Secretariat) to schedule Convenors Group.</p> <p><b>12.3 Annual TRAC Return</b> The Board noted that the TRAC Return for 2022-2023 had been received and approved by the Finance and General Purposes Committee on its behalf prior to submission to the Scottish Funding Council.</p> <p><b>12.4 OneTech Project: RCS/CiAnywhere Implementation</b> The Board received and noted progress in terms of the implementation of the project and the five recommendations made in the report.</p>
<b>13.</b>	<p><b>Report from the Academic Board</b></p> <p><b>13.1 Summary report of the meeting of 10 January 2024</b> The Board received and noted the summary report of the meeting held on 10 January 2024. The Principal noted that there had been further updates in the interim period since Academic Board that make concerns greater. As noted in agenda item 11, the Board noted the approval of the Memorandum of Understanding: Mascarade Opera &amp; RCS.</p> <p><b>13.2 Honorary Doctorates</b> Progress on the nominated Honorary Degrees candidates was welcomed, with three out of the four nominees having accepted their nomination to date.</p>
<b>14.</b>	<p><b>Report from the Infrastructure Committee</b> The summary report of the meeting held on 12 January was received and noted.</p>
<b>15.</b>	<p><b>Report from the People and Culture Committee</b> The Board received and noted the Committee's summary report of the meeting held on 6 December 2023. The committee's convenor highlighted the positive integration of the Health &amp; Safety activity, commended the fruition of the student-led teaching awares, and expressed gratitude for the work that the Deputy Principal, the Director of HR, and the Deputy Director of HR for the considerable effort they have been putting in to improve the cultural environment in the Conservatoire.</p> <p>Board were asked to note the amendments to the remaining meeting dates of this committee for this session.</p>
<b>16.</b>	<p><b>Report from the Fundraising Committee</b></p> <p><b>16.1 Summary report of the meeting of 9 January 2024</b> The summary report of the meeting held on 9 January 2024 was received and the committee convenor identified the fundraising work being undertaken by the International Advisory Board.</p>

	<p>An invitation was extended to all members of the Board to play a role in identifying Fundraising opportunities.</p> <p><b>16.2 Investing in Fundraising</b></p> <p>The excellent proposal submitted to the Trust and the positive outcomes that would come from the agreed investment were acknowledged.</p>
<b>17.</b>	<p><b>Governance and Statutory Instruments</b></p> <p>The Board received the summary of Scottish Government agendas relating to HE regulation.</p>
<b>18.</b>	<p><b>Any other business:</b></p> <p>There being no other business, the Chair brought the meeting to the final point of discussion:</p>
	<p>The Chair introduced the focus and approaches to the Strategy Away Day, noting that the programme was being pulled together and that Mike Cantley from the SFC had been invited to attend. The best timing of the day for the SFC representation to be present was discussed.</p> <p>Also discussed were:</p> <ul style="list-style-type: none"> <li>• the need for data to inform discussion on the day;</li> <li>• time for creative space to be included in the schedule;</li> <li>• the need to look at providing governor training either during the day or at some soon date afterwards</li> </ul> <p><b>ACTION: Final details to be confirmed by the Chair, the Director of External Relations, and the Academic Registrar and Secretary</b></p>