

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

PRESENT

Jo Buckley (JB)
Andrew Butcher (AB)
Ruth Calder (RC)
Morag Campbell (MC)
Prof Stuart Cross (SC)
William English (WE)
Ken Fairbrother (KF) (SUP)
Dr Lois Fitch (LF) (Dep Principal)
Dr David Hare (DH)
Elizabeth Jenkinson (EJ)
Alexander Lee (AL)

Sharon Mair (SM)
Ed Monaghan (EM)
Prof Nacim Pak-Shiraz (NPS)
Philip Rodney (PR)
Prof Matthew Rooke (MR)
Caroline Roxburgh (CR)
Prof Jeffrey Sharkey (PJS) (Principal)
Ulysse Tonnele-Verjus (UTV)

IN ATTENDANCE

Prof Stephen Broad (SB)
Jeremy Chittleburgh (JC)
Andrew Comrie (AC)
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)
(Chiene + Tait for agenda item 2)
(Director of Fair Access)
(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)

	<p>Welcome, Introductions and Apologies for absence</p> <p>The Chair welcomed everyone in attendance on site and those participating online via Teams, noting in particular William English, Alexander Lee, Aaron Shorr, Marc Silberschatz, Ulysse Tonnele who were attending their first meeting.</p> <p>The Board recorded a note of thanks for all the work Gordon Munro did during his tenure as Director of Music at RCS.</p> <p>The Board recorded its sadness at the passing of former Chair, Nick Kuenssberg, and thanked the Conservatoire for hosting and curating the memorial celebration held on Friday 13 October on behalf of the family to which governors were invited.</p> <p>Apologies were recorded from Jean Sangster, John Taylor, Nacim Pak-Shiraz</p>
	<p>Declarations of Interest</p> <p>There were no new declarations of interest submitted.</p>
1.	<p>Remit and TOR of Board of Governors</p> <p>The Board received, considered, and APPROVED the remit and terms of reference subject to DH & VG reviewing the Board Reserved Powers list for alignment with the new committee TORs (eg internal audit plan).</p>

2.	<p>Statutory Accounts 2022-23 CR noted that Audit & Rsk Committee undertakes the close consideration of the Annual Report and Accounts.</p> <p>2.1 Annual Report and Accounts (Financial Statement) 2022-23 The 2022-23 Annual Report and Accounts, which constitute RCS's Financial Statement under the SFC Memorandum, were received and considered. The following year-end outcome headlines were highlighted, including a smaller deficit than expected. The positive effects of pension charges, reduction in clawback for under-enrolment of students, and a generous bequest were noted as the key factors in the low deficit than predicted. Cost of living and negotiated wage increases were, nonetheless, identified as counterbalancing influences that needed to be absorbed into institutional forecasts.</p> <p>There was a short discussion acknowledging the removal of pension assets from the documentation this year, but including the part-time staff holiday entitlement and pension costs which arose from associated reporting compliance for this group of staff. It was also confirmed that the US Federal Loans schedule was now included in order to comply with statutory requirements from FAFSA.</p> <p>Future strategic horizons' ambitions, outcomes, risks, uncertainty, and performance were outlined at the same time as reflecting back over the last year on how business operations have been managed and governed.</p> <p>2.2 Report from the External Auditors JC presented the report from the external auditors, Chiene + Tait, and confirmed they were content with how the audit was proceeding. JC noted that all points raised last year had been addressed. He also noted that the auditors were reassured with the institution's approach to its going concern. The Auditors agreed to sign-off the RCS Statutory Accounts, stating this was an unqualified audit opinion.</p> <p>The board raised four points:</p> <ol style="list-style-type: none"> 1. The submission of the paperwork to the Board had not been updated to reflect the restricted pension asset but that an accurate copy of the document was prepared to be signed off by the Chair. 2. The treatment of risk was exemplary (as set out in the report). 3. The positioning of the narrative in the report was a result of in depth consideration at both ARC and F&GP. 4. A point was raised regarding making the report more reader-friendly. It was noted that such reports from the rest of the sector currently in the public domain were normally presented in a more accessible format. It was noted that repurposing of this material did occur for presentation purposes to different audiences. <p>2.3 Letter of Representation The Board APPROVED the signature of the Letter of Representation by the Principal and the Chair and expressed its thanks to the Finance team and to JC for the production of the accounts.</p> <p>Subsequent to the meeting, the accounts were signed by the Chairman, the Principal and the Director of Finance and Estates on behalf of the Board of Governors.</p> <p>2.4 Formal Recommendation of Accounts to AGM It was AGREED TO ADOPT the Annual Report and Accounts and to lay them before members at the Annual General Meeting to be held on 26 January 2024.</p>
3.	<p>Confirmation of the minutes of the meeting of the Board of Governors held on 23 June 2023 The minutes of the previous meeting were APPROVED as an accurate record.</p>

4.	<p>Actions Log and Matters Arising not elsewhere on the agenda</p> <p>The Board reviewed the rolling action plan and noted additional updates beyond those already included in the action log for this meeting as follows:</p> <ul style="list-style-type: none"> • <u>Matters arising</u>: Update on changes from the Fire Service relating to attendance in light of confirmed fire (rather than just an alarm). The following was confirmed: Within the RCS estate, client services will check fire alarms as relevant during the day. The Out of Office hours period was considered more problematic. The current situation was noted as leaving RCS dependent on three approaches: <ul style="list-style-type: none"> - member of the public reporting; - specific security keyholders linked to alarm checks but this currently does not come with a time guarantee; - if two detectors go off this corroborates that a fire is occurring. <p>These were considered comprehensive. In terms of insurance, issues related to the changing offer from the Fire Brigade are not currently subject to cover terms or restrictions extra to those that already preexist.</p>
5.	<p>Chair's Update</p> <p>The Chair noted the following:</p> <ul style="list-style-type: none"> - Completion of Governors' appraisal meetings and gratitude for the time and engagement in the process; - Extensive representation of the RCS at the Edinburgh Festival; - General concerns regarding state of funding and political / governmental management of higher education as a sector, particularly in response to the Withers Report expressed at the meeting of the Chairs of Scottish Universities - Importance of lobbying to maintain higher education's status within the Scottish government but also the particular lobbying necessary to maintain and strengthen the RCS as Scotland's national Conservatoire.
6.	<p>Discussion Topic: TechOne system introduction to implementation</p> <p>LDM and AS introduced the TechOne systems' project currently being implemented at RCS. It was noted that OneEducation is the proprietary system being introduced to synthesis operations relating to HR, Payroll, and finance. A complex range of benefits of the system were noted including:</p> <ul style="list-style-type: none"> - information coherence (reducing day to day queries); - management of accurate data through automation; - transparency in real time budgets and forecasting; - easier functionality and access to multiple data sets; - reduction of administrative burden. <p>Project governance was described as including:</p> <ul style="list-style-type: none"> - an external project manager; - a strategic board (meeting weekly); - operational project team; - progress updates feeding through to F&GP; - Azets assurance work to be commissioned by ARC. <p>The presenters noted that RCS implementation was moving to testing and data migration and that key risks were being taken into consideration and mitigated. The presenters outlined the adoption processes currently in train.</p> <p>The Board welcomed the comprehensive nature of the presentation, but recognised the scale of change and possible impacts of the introduction of this system. Board asked for the following observations to be noted by the presenters:</p> <ol style="list-style-type: none"> 1. That, once operational, the champions process is key to successful implementation;

	<p>2. That only a very limited amount of local work arounds should be added to the system as this would leave RCS open to accelerating problems whenever the system was updated by OneTech;</p> <p>3. That the connection between training and implementation is critical and it needs to be simultaneous to ensure folk can do hands on learning</p> <p>4. That the project team must engage with the lessons learned from previous implementations at other HEIs (eg through discussions with SC)</p> <p>5. That the go live call on resource was likely to be far beyond what was factored into implementation plans (and that this could be exacerbated by the current challenges in the labour market</p> <p>6. That Super-users have a huge additional workload in the role of implementing the system and this needs to be accurately modelled and supported</p> <p>7. That RCS needs to remain aware of concerns regarding the clunkiness of the user interface and also potential for cyber-security breaches.</p> <p>8. LDM to assess the possible value of RCS adopting the OneTech module for risk and performance when it is released.</p> <p>Board noted that OneTech is a regular item for discussion at F&GP and the Board will oversee the implementation via F&GP.</p> <p>Presentation slides attached to this minute. [<i>Secretary's note: The slides from the presentation are attached to this minute</i>]</p>
7.	<p>Report from CSMT</p> <p>The CMST report was received and noted. The Principal thanked CSMT colleagues for their contributions to the report and drew the Board's attention to the following headlines:</p> <ul style="list-style-type: none"> • CSMT was energised by the input of the new Directors and that they were also impacting positively on their respective Schools; • Challenges to RCS in terms of managing the costs of being a Performing Arts higher educator on lower resources that came with more regulation were increasingly worrying and demanded additional mitigation and energy; • RCS must prioritise: <ul style="list-style-type: none"> ○ world leading status and quality as an educator in the arts; ○ Student recruitment; ○ reputation maintenance and enhancement; ○ revenue generation; ○ impactful lobbying in the places where the institution is most likely to achieve material gains • ABRSM outlook and recovery was looking better than over the last few years and that there was an imminent return to Shanghai following the period of exclusion from China. <p>The Board welcomed the CSMT report but noted that it remained concerned about student recruitment and strategic planning to overcome the challenges in this space.</p> <p>The Chair requested that Student Recruitment be taken at the January 2024 Board meeting as the opening discussion topic. [Note to Secretary: add agenda item for January Board agenda as proposed]</p>
8.	<p>Report from the Students' Union</p> <p>The report from the Students' Union was received and noted. KF highlighted successes of Freshers week and the student engagement review by Ulysse. Ulysse's work was positively received by the board.</p> <p>Board noted that it would be worth the SU implementing a form of student-led teaching awards to enable positive feedback regarding teaching to come directly from the student body. LDM noted that this is already being discussed by People and Culture Committee.</p>

9.	<p>Strategic Plan</p> <p>9.1 Strategic Plan: KPIs and Annual Plan 2023-24</p> <p>The Board received and considered the paper on key performance indicators prepared by the Deputy Principal and colleagues. LF and HMcV gave a presentation on the Annual Plan which outlined the development of the KPI dashboard, establishment of the baselines, the relevant projects associated with the ground game of the strategic plan with aspects of work that define the annual plan. Board discussed the management of mature reporting in core aspects of the business alongside initiating new, consistent, relevant reporting for other areas of business as well as the changes to academic governance committee organisational structures which align with the five plans within the Strategic Plan.</p> <p>Board welcomed the work undertaken already and looking at the range of data collection items that will undoubtedly end up moving out of excel onto a more complex business planning system.</p> <p>Board still want to see:</p> <ol style="list-style-type: none"> 1. completed strategic KPIs ie baseline actual figures (drawn from the dashboard if relevant/ available) 2. annual plan for 2023-24 - short document explaining all projects to be completed and all projects to be initiated 2023-24, so that board could reflect progress of these at the April strategy day, inpreparation for reflection about what expecting to see in the annual plan for 24-25 that will need to come to June 2024 Board meeting) (Secretary's note: short form annual plan attached to this minute.)
10.	<p>Outcome and Impact Agreement 23-24</p> <p>The Outcome and Impact Agreement for 2023-24 was considered and it was APPROVED by the Board for submission to the SFC. It was suggested that, for consistency, the current bid for funds should be included in the introduction.</p>
11.	<p>Fair Access Plan Objectives and Targets 2023-24</p> <p>The Board received and considered the Fair Access Plan. Board was asked to note the progress being made in a context in which the reporting requirements are changing in real time. Board was asked to note in particular: SCQF level 6 funding; transitions; college engagement.</p> <p>Board APPROVED the plan subject to clarification of annual reporting numbers on p. 163.</p>
12.	<p>Approval request from the Remunerations Committee</p> <p>The Committee's recommendation that the remaining 3% pay award is granted to CSMT staff in alignment with RCS staff on the pay scales was received, considered and APPROVED by the Board.</p>
13.	<p>Approval requests from the Academic Board</p> <p>13.1 Research Integrity Statement</p> <p>The research integrity statement prepared by SB was received and considered. Board requested SB included reference to the UK Ethics Committee.</p> <p>13.2 Intellectual Property Policy</p> <p>The Board received and considered the draft Intellectual Property Policy as prepared and presented by SB for discussion. It was noted that this was the working draft of the policy for feedback from the Board prior to more extensive consultation and suggested that the wording in 5.5 of the policy felt much too restrictive. Board were reassured that external benchmarking had been undertaken and acknowledged that the proposed policy was highly contemporary in approach.</p> <p>Board suggested that SB engage directly with AB & JT regarding revenue shares after tax prior to final submission to the Board for approval in January 2024.</p> <p>13.3 Memorandum of Agreement: Eastman School of Music</p> <p>The Board considered and APPROVED the Memorandum of Agreement as recommended by the Academic Board.</p>

	<p>13.4 Sustainability Policy The Board received, considered and APPROVED the Sustainability Policy for implementation.</p> <p>a. Board noted some concern regarding the practicalities of the single use plastic free building by end of 2023 objective (tradesman clause) and suggested this be explored.</p>
14.	<p>Statutory Instrument and Other Governance Business</p> <p>14.1 Recommendation to appoint one new governor from the Nominations Committee The Board considered and APPROVED the Committee's recommendation to appoint Dr Robert Laidlaw as governor from the next meeting on 26 January 2024.</p> <p>14.2 Governors' Handbook sections APPROVED subject to minor corrections The Board received and considered the sections of the proposed Governors' Handbook prepared by DH and VG on the</p> <ul style="list-style-type: none"> b. Corporate Governance Statement (14.2.1), c. Statement of Primary Responsibilities (14.2.2), d. Structures, roles and responsibilities of the Board (14.2.3), e. Terms of Reference for Board Committees and Groups (14.2.4) and f. Board Role Descriptions (14.2.5). <p>The Governors' handbook was APPROVED subject to:</p> <ol style="list-style-type: none"> 1. Final check of statement of liabilities by VG/SC 2. Final confirmation that reserved powers ARE ALIGNED TO items delegated to committee TORs by VG/DH. <p>During the discussion of item 14.2 (e), the Convenor of Infrastructure Committee requested that the Board consider where the most appropriate place for governance of net zero and carbon monitoring processes should sit as part of the discussion of committee TORS.</p> <p>14.3 Memorandum of Understanding – Student Union and Royal Conservatoire of Scotland As a result of a delay in the Board receiving this and the substantial amount of business required of the October board this item was postponed to January 2024 Board.</p>
15.	<p>Report from the Academic Board</p> <p>15.1 Annual Quality Report to SCF The Annual Quality Report for 2022-23 was received and noted.</p> <p>15.2 Summary report of the meeting of 11 October 2023 The Board received and noted the summary report of the meeting held on 11 October 2023.</p>
16.	<p>Report from the Finance and General Purposes Committee</p> <p>16.1 Summary report of the meetings of 21 September and 13 October 2023 The summary report covering the meetings held on 21 September and 13 October (joint meeting with Audit and Risk Committee) were received and noted.</p> <p>16.2 Management Accounts The management account to end July 2023 were received and noted.</p> <p>16.3 Outcome and Impact Agreement Self Evaluation 2022-23 The Outcome Agreement Self Evaluation for 2022-23 was APPROVED by the Board for submission to the SFC by 31 October 2023.</p>
17.	<p>Report from the Audit and Risk Committee</p> <p>17.1 Annual Report from the Audit and Risk Committee to the Board 2022-23 The Board received and noted the Audit and Risk Committee's Annual Report for 2022-23.</p>

	<p>17.2 Annual Report to Audit and Risk Committee from the Risk Management Group The Annual Report to the Committee from the Risk Management Group was received and noted.</p> <p>17.3 Strategic Risk Register The Strategic Risk Register was received and noted.</p> <p>17.4 Internal Audit Annual Report The Board received and noted the Internal Audit Annual report from Azets.</p> <p>17.5 Summary report of the meeting 13 October 2023 The summary report of the meeting held on 13 October 2023 was received and noted.</p>
18.	<p>Report from the Infrastructure Committee Summary report of the meetings of 11 September and 13 October 2023 The summary report of the meetings held on 11 September and 13 October 2023 was received and noted.</p>
19.	<p>Report from the Nominations Committee Summary report of the meeting of 26 September 2023 The Board received and noted the Committee's summary report of the meeting held on 26 September 2023.</p>
20.	<p>Report from the Remunerations Committee Annual Report 2022-23 The Annual Report for 2022-23 from the Committee was received and noted.</p>
21.	<p>Report from Fundraising Committee The summary report of the meeting held on 5 September 2023 was received and noted.</p>
22.	<p>Report from the People and Culture Committee Convenor of the committee expressed gratitude for all those who took part in the initial meeting of this committee.</p> <p>22.1 Annual Report 2022-23 The Committee's Annual Report for 2022-23 was received and noted by the Board.</p> <p>22.2 Summary report of committee of 2 October 2023 The Board received and noted the Committee's summary report of the meeting held on 2 October 2023.</p>
23.	<p>Report from the Fair Access Committee Summary report of the meeting of 3 October 2023 and Annual Report 2022-23 The summary report and annual report from the Committee was received and progress made was noted.</p>
24.	<p>Governance updates: Annual Complaints, Disciplinarys, and Appeals Governors Report 2022-23 The Board received and noted annual reports on complaints, disciplinarys (academic and non-academic), and appeals for last session and the helpful overview provided by the Academic Registrar and Secretary following an overhaul of the management, policies, and procedures in those areas.</p>
	<p>Any other business: There being no other business, the Chair brought the meeting to a conclusion.</p>
	<p>Dates of future meetings:</p>

Next meeting: 26 January 2024

AGM: Friday 26 January 2024, 2-3pm

25 April 2024 (Strategy Planning Day)

26 April 2024

21 June 2024

Graduations:

Thursday 4 July 2024

Thursday 31 October 2024

Academic Year 2024/25:

Board:

25 October 2024

31 January 2025

AGM: Friday 31 January 2025, 2-3pm

24 April 2025 (Strategy Planning Day)

25 April 2025

27 June 2025

Graduations:

Thursday 3 July 2025

Thursday 30 October 2025