



Royal Conservatoire *of* Scotland



**BOARD OF GOVERNORS
GOVERNORS' HANDBOOK**

GOVERNORS' HANDBOOK

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INTRODUCTION

This document summarises the role, responsibilities, and expectations of a member of the Board of the Governors of the Royal Conservatoire of Scotland (RCS or 'the Conservatoire').

RCS is a limited company.

RCS is a Higher Education Institution (HEI) forming part of the Higher Education sector in Scotland and funded in part by the Scottish Funding Council (SFC). It has taught degree awarding powers (as regulated through the SFC's designated quality body, QAA Scotland) as well as postgraduate research programmes, which are validated by St Andrews University.

RCS is a registered charity.

Taken together, this means that it has to fulfil the requirements associated with:

- Companies Law and regulations
- Scottish Higher Education Law and regulations
- Charities Law and regulations

How it fulfils these obligations is overseen by its own governance structure. The Conservatoire has three pillars of governance – corporate, academic, and student union governance:

1. **Corporate governance** covers the full range of the Conservatoire's responsibilities to its broadest range of stakeholders, including:
 - leadership and accountability,
 - strategic planning and monitoring of institutional performance,
 - financial accounting,
 - compliance,
 - reputation management,
 - risk management.

These responsibilities are managed via:

- a. the **Board** and its **associated committees**;
 - b. the delegated authority the Board bestows on the office of the **Principal** (and the way the Principal then constitutes the Conservatoire senior management team (**CSMT**) or executive).
2. **Academic governance** is delegated by the Board of Governors to the Academic Board, although there are occasions where the Board of Governors are required to approve an item of academic business recommended to them by the Academic Board.
 3. **Student Union governance** is delegated by the Board directly to the Students Union.

These strands work together to fulfil the range of obligations established by what the Conservatoire *is* (company, higher educator, charity).

The Board has overall responsibility for the running of the Conservatoire and the achievement of its ambitions and aims, particularly as expressed through its strategic plan.

As a Scottish HEI, the Conservatoire must comply with the *Scottish Code of Good Higher Education Governance* 2023, which identifies the following as the key purpose of the governing body of an HEI:

“The governing body must take responsibility for ensuring the effective management of the Institution, planning the Institution’s strategic direction and future development and advancing its mission. The governing body has ultimate responsibility for all the affairs of the Institution and must ensure that there are appropriate arrangements for financial management. It must satisfy itself that the Institution is compliant with all relevant legal and regulatory obligations and operates with high levels of social responsibility.”

Governors will be expected to use their own experience, skills, and expertise to contribute actively to this purpose.

Being a governor comes with a range of responsibilities which are summarized visually in diagram 1 and detailed more fully in section 1.3.4.



Diagram 1: Being a governor at the Conservatoire: headline responsibilities

This handbook provides the relevant regulatory and procedural matters relating to corporate governance in one place. Each section of the handbook includes material governors must refer to and make public as required under the *Scottish Code of Good Higher Education Governance* (2023).

Diagrams and tables are used in this handbook to make the complex, inter-related responsibilities quickly accessible.

Essential reading in conjunction with this handbook:

RCS Articles & Statutory Instruments (provided in Appendix 1 and described in section 1.1)

Scottish Code of Good Higher Education Governance (2023)
<http://www.scottishuniversitygovernance.ac.uk/2023code/>

Scottish Funding Council Financial Memorandum
[http://www.sfc.ac.uk/web/FILES/Guidance Governance/Financial Memorandum with higher education institutions - 1 December 2014.pdf](http://www.sfc.ac.uk/web/FILES/Guidance_Governance/Financial_Memorandum_with_higher_education_institutions_-_1_December_2014.pdf)

Nine Principles of Public Life in Scotland as updated in *Members of devolved public bodies: model code of conduct* (December 2021)
<https://www.gov.scot/publications/model-code-conduct-members-devolved-public-bodies-2/pages/2/>

1 STATEMENT OF CORPORATE GOVERNANCE

1.1 KEY REGULATORY FRAMEWORK

The RCS Board of Governors has specific regulatory obligations which are associated with its status as a limited company and a Scottish higher education provider with charitable status. These obligations are set out in a range of documentation. The range of documentation is visualised in diagram 2 below:

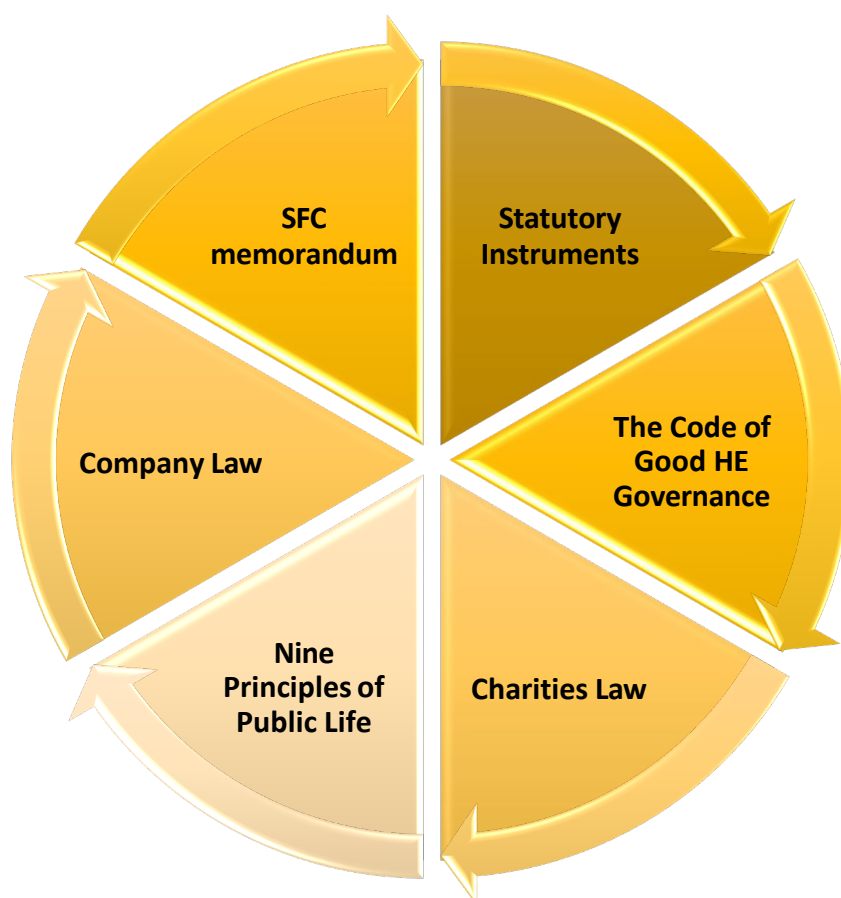


Diagram 2: Visual summary of the documentation by which the Board is governed and through which it does 'good governance'

Summaries of this documentation are provided below but new governors must familiarise themselves with the RCS statutory instruments, the *Scottish Code of Good Higher Education Governance* (2023) and with the responsibilities described in section 1.3.4 (Governors' Responsibilities).

RCS Order of Council & Articles (Statutory Instruments)

As an HEI, many aspects of the Conservatoire's governance arrangements are defined by the Privy Council through an **Order of Council** (a Scottish Statutory Instrument). This instrument's authority is derived from the Further and Higher Education (Scotland) Act 1992.

Each HEI in Scotland has its own Orders of Council. Each institution negotiates the specifics of these Orders with lawyers who mediate between the Privy Council and the Scottish Government.

Other aspects of RCS governance are set out in **Articles of Association**. These describe how the Conservatoire is to structure itself from a 'governance of business' or corporate perspective. They are drawn up by a solicitor for the Conservatoire. Our latest set of Articles were established in 2020 in the light of clauses in the Higher Education Governance (Scotland) 2016 Act. The key statutory instruments for the Conservatoire that all governors are required to know are:

1. 1994 No.1125 (S 58) The Academic Awards and Distinctions (RSAMD) (Scotland) Order of Council which sets out the degree awarding powers of the Conservatoire. These powers are limited to awarding undergraduate and postgraduate taught degree awards only. (Research degrees of the Conservatoire are instead awarded by St Andrews).
2. 2014 No. 268 Royal Conservatoire of Scotland Order of Council. This revoked the previous Order of 1995. It established the main structures and mechanisms of governance and is still referred to when updates to our corporate governance statement are made. Not all of the items in this document are relevant as a result of the changes to the Scottish Higher Education Governance Act (2016).
3. 2020 No. 3 Royal Conservatoire of Scotland Amendment Order of Council
The 2014 Order was last amended in 2020 and specifies, among other things, the composition of the Board of Governors, including the election of the Chair, in the light of the Higher Education Governance (Scotland) Act 2016.
4. 2020 Company Limited by Guarantee Articles of Association
These are the central statements of the legally defined incorporation of the RCS as a company. They make reference to and add to the Orders of Council and need to be read in conjunction with the 2014 Order of Council and its amendments. Our Articles were substantially updated in 2020 (and before that 2013, 1996 and 1995). Within this documentation the Governors of RCS are established as the Company Directors (and Members) for the purposes of company law. Key items covered in the Articles are:
 1. Business and share holding
 2. General Meetings timing and proceedings requirements (AGM) including voting
 3. Membership of the Board (updates the 2014 Order to align with the Higher Education Governance (Scotland) Act 2016 requirements)
 4. Period of Office of Governors¹
 5. Vacation (by choice or procedure) of a governor from office and filling of vacancies
 6. Powers of the Board
 7. Delegation of the Board's powers
 8. Employment of staff
 9. Governors' Interests
 10. Proceedings of the Board
 11. The Principal and the Academic Board
 12. The Secretary
 13. Company operations
 14. The Company's Objects

¹ Paragraph 74 limits the total number of years a governor can hold office as 12 years. This is contrary to the guidance in the *Scottish Code of Good Higher Education Governance 2023* which suggests that service beyond three terms of three years (ie 9 years in total) should be avoided and exceptions based on skills necessity must be notified to the SFC (Code, paragraph 21).

These statutory instruments inform both the **Corporate Governance Statement** and the **Primary Responsibilities** of the Governors. They are regulations to which the Board is bound and by which it is constituted.

The Scottish Code of Good Higher Education Governance (the Code)

Our Orders of Council and the Articles need to be read in conjunction with the **Scottish Code of Good Higher Education Governance**. Our Orders of Council and Articles set out the structures and mechanisms of governance specific to RCS. The Code provides sector-wide regulation of these structures and mechanisms. The Code details fundamental principles, accompanied by more explicit requirements, expectations, and standards to which all Scottish HEIs are expected to adhere. The Code also informs our Corporate Governance Statement and Primary Responsibilities. **Governors are required to read this Code** which can be found here: <https://www.scottishuniversitygovernance.ac.uk>

Company Law

The Conservatoire is also a Company Limited by Guarantee and is, therefore, subject to certain provisions of the Companies Act, 2006 and the filing regime operated by Companies House. The Conservatoire provides annual returns and accounts to Companies House, and maintains a register of Directors.

As a Company, the Conservatoire's constitutional and governing documents include our *Articles of Association* in which the Conservatoire is defined as:

RCS is a national and international academy and conservatoire for music, dance, film, television, and the dramatic arts, to advance learning, knowledge and excellence, by teaching, research, performance and study; it is entitled to act as a cultural centre and provide artistic stimulus for the community at large (2020, Articles, paragraph 105)

Additionally, both elected staff Governors and the President of the Students' Union are shareholders in the Company (the Royal Conservatoire being a Company Limited by Guarantee with a Shareholding). As well as being of significant symbolic and governance importance, rights of shareholders include the ability to propose resolutions at RCS's Annual General Meeting.

Charities Law

The Conservatoire also has charitable status and, therefore, has obligations under the Charities and Trustee Investment (Scotland) Act 2005, including responsibility for making annual returns to the Office of the Scottish Charity Regulator (OSCR).

Governors are Charity Trustees for the purposes of charity law and, therefore, have duties and responsibilities to act in the best interests of the Conservatoire and to ensure that its assets are safeguarded and applied to pursue its charitable purposes.

RCS's charitable purpose is defined as: "*The advancement of education. The advancement of arts, heritage, culture, or science.*"

Scottish Funding Council (SFC) Memorandum

As an higher education provider, RCS receives a significant proportion of its income in the form of grants from the SFC and is, therefore, also bound by the conditions of the SFC Financial Memorandum.

The Memorandum sets out a series of obligations which RCS must comply with as conditions of receiving the Scottish Government funding provided by the SFC. The Governors have responsibility for ensuring that the Conservatoire complies with these obligations. The memorandum can be read here: [Institutional sustainability and governance - Scottish Funding Council](#)

Key obligations the RCS has to the Scottish Funding Council

- Complying with the Code
- Using Public Funds in accordance with legislation and the financial memorandum
- Being transparent in relation to decisions made
- Striving to achieve value for money
- Strategic planning in alignment with our mission and the Outcome Agreement
- Submitting an Outcome Agreement annually
- Remaining sustainable and financially viable
- Internal auditing and risk management
- Monitoring and reporting on performance regularly and accurately
- Continuously enhancing quality of activity with students and stakeholders
- Maintaining our status as a small specialist institution (SSI) if we are to retain SSI funding

The Nolan Principles of Public Life

Although the Conservatoire is not a public body, the Code (2023) identifies that Governors must adhere to the *Nine Principles of Public Life in Scotland*. In short, these are:

1. Duty,
2. Selflessness,
3. Integrity,
4. Objectivity,
5. Accountability and stewardship,
6. Openness,
7. Honesty,
8. Leadership,
9. Respect.

1.2 STATEMENT OF PRIMARY RESPONSIBILITIES

The Board of Governors of RCS is collectively responsible for overseeing RCS's activities, determining its future direction, and fostering an environment in which RCS's mission is achieved and the potential of all of its students is achieved.

The Board of Governors ensures that RCS complies with the legislative, regulatory, and best-practice framework within which Scottish higher education operates.

Primary Responsibilities

To approve the mission, strategic vision and values of RCS, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.

Under the general control and direction of the Board, to delegate authority to the Principal, as Chief Executive, for the academic, corporate, financial, estate, and human resource management of RCS and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Principal.

To retain strategic responsibility for quality and provide public accountability for all aspects of institutional activities, including quality assurance and enhancement.

To delegate to the Academic Board the function of the Board relating to the overall planning, co-ordination, development, and supervision of the academic work of RCS and such other functions of the Board of Governors as may be assigned to the Academic Board by the Board of Governors. Under these arrangements, the Board of Governors must satisfy itself that there are appropriate processes in place with regard to quality assurance and enhancement of educational provision.

To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, procedures for handling internal grievances, complaints from students/staff and others (including whistleblowing) and for managing conflicts of interest.

To ensure that processes are in place to monitor and evaluate the performance and effectiveness of RCS against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.

To establish processes to monitor and evaluate the performance and effectiveness of the Board of Governors itself, its Committees, and the Chair of the Board of Governors.

To conduct its business in an open and transparent manner and in accordance with the **Scottish Code of Good HE Governance**, bearing in mind the principles of proportionality and relevance to the nature of RCS, and with the **principles of public life** drawn up by the Committee on Standards in Public Life.

To establish and oversee processes which secure the election of the Chair of the Board of Governors.

To ensure that RCS meets its commitments to the Scottish Funding Council.

To safeguard the good name and values of RCS.

Statement of Corporate Governance

To appoint the Principal as Chief Executive, and to put in place suitable arrangements for monitoring their performance.

To appoint a Secretary to the Board of Governors and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.

To be the employing authority for all staff in RCS and to be responsible for establishing a human resources strategy together with all relevant human resources policies.

To be the principal financial and business authority of RCS, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for RCS's assets, property and estate.

To ensure that public funds are appropriately applied and are properly accounted for and that RCS delivers value for money.

To be RCS's legal authority and, as such, to ensure that systems are in place for meeting all of its legal obligations, including those arising from contracts and other legal commitments made in RCS's name.

To make such provision as it thinks fit for the general welfare of students, in consultation with the Academic Board.

To act as custodian for any legacy, endowment, bequest or gift made directly to RCS.

To ensure that RCS's constitution is followed at all times and that its business is conducted in accordance with its various statutory obligations and that appropriate advice is available to enable this to happen.

To constructively challenge and support the management of RCS.

Reserved Powers

As established under the 2014 Order of Council, the Board of Governors may delegate any of its powers to any committee of one or more Governors within the constraints of the law, our regulatory framework as outlined in section 1 and any additional requirements of the SFC.

The following list identifies those items of business which require exclusive attention from the Board of Governors as identified in the law and through the Code. These are referred to as reserved powers. As such the following may only be exercised by the Board of Governors:

- The dismissal of the Chair of the Board of Governors;
- The appointment and dismissal of the Principal;
- The appointment and dismissal of all Lay Governors and the dismissal of elected Governors;
- The appointment and dismissal of the Secretary
- Major statements complying with statutory or other legal requirements including those relating to the governing instruments of the Conservatoire and its charitable status eg The approval of changes to RCS's Articles of Association, Orders of Council, and the Corporate Governance Statement and associated Statement of Primary Responsibilities of the Board of Governors.
- The approval of the constitution and funding of the Students' Union;

Statement of Corporate Governance

- The approval of:
 - The purpose, values, overall strategy, and strategic objectives of the Conservatoire
 - The Conservatoire's Strategic Plans (academic and business) and associated annual plans
 - The Annual Report & Financial Statements
 - Annual Budget
 - The Capital Budget
 - The Financial Forecasts
 - Submissions relating to the Scottish Funding Council's Outcomes Framework (OF) and Assurance Model (AM)
 - Loans
- Conservatoire-wide strategies, appropriate policies, and formal reports including those relating to:
 - Risk assessment/management
 - Treasury Management
 - Investment Management
 - Business Continuity
 - Reserves
 - Gifts and Hospitality Policy
 - Academic sustainability
 - Financial sustainability
 - Human Resources
 - Health and safety
 - Equality of opportunity
 - Dignity at Work
 - Policies associated with Safeguarding and Anti-Terrorism (Prevent),
 - Estates and digital infrastructure strategies
 - Other Legislative Compliance
- The approval and monitoring of the committee structure (creation and monitoring of subsidiary bodies) of the Board of Governors following the recommendations of the Nominations and Governance Committee;
- The Remuneration Policy for those senior staff members whose salaries are not included within national pay scales following the recommendations of Remuneration Committee;
- The approval and monitoring of the key performance indicators of the Conservatoire.
- The establishment and monitoring of systems of control and accountability.
- The monitoring and evaluation of the effectiveness of the Board of Governors itself.
- The appointment of, and receipt of reports from, the Academic Board.
- The formation of, and receipt of regular reports from, Committees to consider major areas of activities.
- Any matter which might have a significant bearing on the reputation of the Conservatoire.
- Any other matters which may be identified by the Scottish Funding Council as requiring the approval of the full Board.

1.3 STRUCTURE, ROLES, AND RESPONSIBILITIES

1.3.1 Size of the Board

Within terms of Article 3 of the *RCS Amendment Order of Council* 2020, the Conservatoire's Board must operate with between 21 and 29 governors.

A majority of the Governors must be independent members, i.e. members who are not students of or employed by the Conservatoire. RCS's *Order of Council* specifies that the number of **Lay Governors** should be not less than 11 and not more than 19.

Additionally, and in compliance with the Higher Education Governance (Scotland) Act 2016, the following categories of governors are included in the Board's membership:

- The Principal
- The Deputy Principal
- Student Union President and Vice President
- A representative nominated by Academic Board
- Two elected staff governors (one each for academic staff and professional services)
- Two Trades Union nominated governors (one each for academic staff and professional services)

1.3.2 Composition of the Board of Governors

Multiple factors influence both the size and composition of the RCS Board of Governors. The primary ones are:

1. Ensuring that the skills and experience profile of its total membership is sufficient to meet the Board of Governors' commitments in terms of its Statement of Primary Responsibilities, the *Scottish Code of Good Higher Education Governance* (revised version, 2023), and to operate its various Committees.
2. Being able to adapt the Board's skills matrix to accommodate the changing context in which performance arts education is developing.
3. Emphasizing, through the Board membership, its position as Scotland's national Conservatoire with an international profile and ambitions.
4. Aligning its singular focus on performing arts education with a Board membership drawing on the expertise and wisdom of individuals with either direct experience of performance or with leadership/senior management experience in the performing arts.
5. Emphasizing leadership in equality, diversity and inclusion and fulfilling the aspirations and requirements of the Gender Representation on Public Boards (Scotland) Act 2018.

1.3.3 Specific roles within the Board:

Chair

This role is appointed by the Board of Governors. Following a comprehensive recruitment and election process in 2021, in full compliance with sections 3 to 8 of the Higher Education Governance (Scotland) Act 2016, the new Chair took up their role in December 2022.

They preside at meetings of the Board at which they also have the casting vote, convene Nominations and Governance Committee, and have responsibility for both the leadership and effectiveness of the Board of Governors as well as for ensuring that there is an

appropriate balance of authority between the Board of Governors and the Principal of the School. In the event of their absence, the Board has appointed a Vice Chair.

The Chair ensures that the Conservatoire is well connected with its stakeholders, including staff and students. The Chair is responsible for ensuring that the Board's agenda includes all of the issues that it needs to discuss in order to meet all of its responsibilities.

As Chair of Board meetings, they should promote the Board's wellbeing and efficient operation, ensuring that all Governors work together effectively and have confidence in the procedures laid down for the conduct of business.

The Chair must have a constructive and challenging working relationship with the Principal and will, on behalf of the Board, conduct an annual appraisal of the Principal's performance.

Vice-Chair

A Vice-Chair deputises for the Chair (possibly at short notice), both in terms of the routine business and in times of crisis. A Vice Chair also represents the Conservatoire to a range of stakeholders in their own capacity as Vice Chair and, in support of the Chair, provides leadership to the Board in specific and agreed areas.

Principal

The Director is the Chief Accountable Officer of the Conservatoire and is responsible for providing the Governors with advice on the strategic direction of the School and its management. Under the general control and direction of the Board, the Principal is specifically responsible for:

- executive management;
- day-to-day direction of the Conservatoire;
- implementing the decisions of the Board;
- ensuring that appropriate consultation takes place with the Academic Board concerning the Conservatoire's future development and reporting to the Board accordingly; and
- fulfilling the role of designated officer.

To enable the Principal to fulfil their duties, the Conservatoire has an executive group, the **Conservatoire Senior Management Team (CSMT)**. This group includes:

- Principal
- Deputy Principal
- Director of Finance and Estates
- Director of Human Resources
- Director of External Relations
- Director of the School of Music
- Director of Stage and Screen
- Director of Research and Engagement
- Director of Business Development

Senior Independent Governor

The SIG is an 'intermediary' governor as defined in the Code, available to any Governor, whether individually or collectively, should they wish to raise concerns that they have not been able to resolve through normal channels, for example, via the *Chair* of the Board, the *Principal*, the convenor of Audit & Risk Committee or the Secretary.

These concerns might include, but are not necessarily limited to, concerns about Board and/or committee governance arrangements which it has not been possible to resolve through normal channels.

Lay Governors

A majority of the Governors must be lay (independent) members not employed by or engaged with the Conservatoire in another way. When a lay governor resigns or demits office at the end of their term, Nominations and Governance Committee is responsible for overseeing the recruitment and appointment of new independent governors.

To ensure that the Board can fulfil its primary duties, Nominations and Governance Committee uses a skills matrix, which clarifies the balance of skills, attributes and experience required across the Board's membership. Nominations and Governance Committee also ensures that where changes occur in the Board's composition, due and proper account is taken of aiming for a balance across all protected characteristics recognized under the Equality Act (Scotland) 2010 and in respect to the requirements of the Gender Representation on Public Boards (Scotland) Act 2018.

On the appointment of new lay governors, the Board is updated by the Secretary of the renewed gender composition of its members.

Elected staff member governors

Two Staff Governors are appointed by election by the staff of the Conservatoire from among their own number, one of whom is elected by the academic staff and the other by the support staff of the Conservatoire. A third staff governor is elected by the Academic Board to act as a representative governor.

Elected Governors (including the Academic Board representative governor) have precisely the same rights and responsibilities as all other Governors. *Elected Governors should not act as if delegated by the group they represent.*

Trade Union Representation

In 2023, two Trade Union Governors have been appointed in accordance with rules set out in the *2023 Scottish Code of Good Higher Education Governance* as follows:

- One has been nominated by a trade union from among the academic staff of the Conservatoire who are members of EIS; and
- One has been nominated by a trade union from among the support staff of the Conservatoire who are members of Unison.

Trade Union Governors have precisely the same rights and responsibilities as all other Governors. *Trade Union Governors should not act as if delegated by the group they represent.*

Student Representation

Two Student Governors are appointed by nomination by the Students' Union of the Conservatoire. This is following a renewal to the Student Union Constitution in 2023 which saw the introduction of a second sabbatical officer (Student Union Vice President).

Student Union Governors have precisely the same rights and responsibilities as all other Governors. *Student Union Governors should not act as if delegated by the group they represent.*

Student governors share in the collective responsibility of the Board on an equal

footing with all other governors, and participate in all the Board's discussions, except where these relate to a member or prospective member of staff or the conduct of an individual student.

The role of Secretary (in attendance but not a governor)

The Secretary to the Board is responsible for ensuring compliance with all procedures and ensuring that papers are supplied to Governors in a timely manner containing such information, and in such form and of such quality, as is appropriate to enable the Board to discharge its duties. All Governors have access to the advice and services of the Secretary, and the appointment and removal of the Secretary shall be a decision of the Board as a whole.

As well as acting as secretary to the Board meetings, the Nominations and Governance Committee, the Convenors' Group, and the Academic Board, the Secretary to the Board is in attendance at the Remunerations Committee (in accordance with the *Code of Good HE Governance 2023*) and Finance & General Purposes Committee.

The Secretary reports every two years to the Scottish Government on the progress the Governors are making towards the 50/50 gender division of lay governors on the Board required under Scots Law.

As specified in the Code, the Secretary to the Board is also responsible for alerting the Board if they consider that any proposed action would exceed the powers of the Board of Governors or be contrary to legislation, the Code, or to the SFC's Financial Memorandum (notwithstanding the Principal's responsibility as accountable officer in the latter case.)

Office	Form of appointment
Chair	Appointed by election (following procedure set out in the <u>Higher Education Governance (Scotland) 2016 Act / 2020 Order of Council Amendment</u>)
Vice Chair	Nominated by the Board (In the absence of a pre-existing Vice Chair and an expected absence of the Chair, the Chair can nominate a temporary Vice Chair) <i>2014 Order of Council</i>
Senior Independent Governor	Appointed by the Board (following recommendation from Nominations and Governance Committee)
Lay Governors	Appointed (following recruitment by Nominations and Governance Committee) <i>The Code 2023</i>
Principal (<i>ex officio</i>)	Appointed by the Board (following a recruitment process) <i>2014 Order of Council</i>
Deputy Principal (<i>ex officio</i>)	Nominated by the Principal <i>2020 Articles of Association</i>
Staff representation	Elected <u>Higher Education Governance (Scotland) 2016 Act / 2020 Articles of Association</u>
Academic Board representative (<i>ex officio</i>)	Nominated by Academic Board
Trades Union Representation	Nominated by the relevant Trades Union (and <i>de facto</i> appointed to the Board) <u>Higher Education Governance (Scotland) 2016 Act / 2020 Articles of Association</u>
Student Representation (<i>ex officio</i>)	Nominated by Student Union (elected by students to the roles and <i>de facto</i> appointed to the Board)

Table 1: RCS Board – who's elected, who's nominated, who's appointed

1.3.4 Governors' Responsibilities

The Board of Governors is responsible for RCS's system of internal control and for reviewing its effectiveness. Such a system is designed to manage rather than eliminate the risk of failure to achieve its business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

1. Making an active contribution

All Governors are expected to make an active contribution in order to ensure that the Board fulfils its primary responsibilities. Consequently, there are multiple themes related to primary responsibilities within which an individual can make an impact as a governor. A summary of these responsibilities is provided in Table 2.

Theme	Specifics
Closing a skills matrix gap	Providing individual strengths in particular areas of the Board's skills matrix
Strategic Corporate governance	1. Ensuring effective financial accountability and management of the Conservatoire 2. Playing a key role in the formulation, approval and review of the Conservatoire's mission and strategic vision 3. Overseeing and monitoring the development and implementation of the Conservatoire's strategic plan 4. Safeguarding the reputation and values of the Conservatoire 5. Being satisfied that a course of action proposed is in accordance with the Conservatoire's statutes or instruments and articles of governance; 6. Undertaking the election of a Chair and the appointment of up to two Vice Chairs and Lay Governors as required within the limits set out in the RCS Articles of Association 7. Appointing the Principal and the Secretary to the Board 8. Working on and engaging with regular reports from sub-committees of the Board of Governors 9. Working to support the strategic responsibilities of the Board without engaging in the operational matters of the Conservatoire 10. Avoiding conflicts of interest
Compliance and regulation	11. Ensuring that systems and policies are in place for the Conservatoire to fulfil its legal and regulatory obligations 12. Ensuring that appropriate processes are in place to secure academic quality and standards at the same time as upholding academic freedom.
Additional good governance of commercial and charitable operations	13. Promoting the success of the Conservatoire (as a company) as a charity with due regard to the long-term consequences of decisions, the interest of our employees and the impact on our community and the environment, reputation management, and acting in good faith

	14. Monitoring systems of control relating to campus facilities, estates, and, where relevant, student accommodation (ie BASE)
Oversight of strategic risk management & risk framework	15. Ensuring a robust risk management framework is in place and used effectively
Student and staff experience strategic oversight	16. Ensuring that systems and policies are in place to provide the best staff and student experience possible within the resource limitations of being a small specialist higher education institution (referred to as being an SSI) 17. Enabling the effective functioning of the Students Union
Monitoring performance	18. Ensuring that processes are in place to monitor and evaluate the performance and effectiveness of the Conservatoire. 19. Establishing processes to monitor and evaluate the performance and effectiveness of the Board of Governors. 20. Determining and reviewing the remuneration of those senior staff members whose salaries are not included within national pay scales.
Collective responsibility	21. Ensuring regular attendance 22. Engaging with relevant documentation 23. Ensuring the minutes reflect an accurate record of proceedings as appropriate 24. Actively participating in the decision-making of the Board of Governors
Embodying the Nine Principles of Public Life	25. Exercising independent judgement, act honestly, diligently and in good faith; 26. Adhering to the Nine Principles of Public Life and thereby safeguarding and promoting the Conservatoire's reputation and autonomy.

Table 2: summary of governors' responsibilities

Governors have a mandatory role as members of the governing body of the Conservatoire to demonstrate high standards of corporate governance and to establish the principles for governance throughout the institution.

Further details

As well as having a **responsibility to attend** and **actively participate** in the Board's activities, governors have a broad range of responsibilities. These divide into those related to the Code; those related to the RCS being a company; those related to RCS being a charity; and those relating to RCS being an entity bound by the broader laws of Scotland and the UK.

No Governor may be bound, when speaking or voting, by mandates given to them by others, except when acting under approved arrangements as a proxy for another member of the Board. This fulfils good governance requirements as set out in the Code (2023) and complies with the regulations established for charity trustees.

Governors are not there to represent a constituent group, rather they make their contribution from their point of view as a member of a constituent group.

2. Being a governor of an higher education institution: *Responsibilities under The Code*

All governors must have regard to the terms of the Scottish Code of Good HE Governance, the need to comply with the rules relating to the use of public funds as laid down in the Financial Memorandum (with the SFC), all other statutory obligations and act in good faith and in the best interests of the Conservatoire.

The Code 2023 also establishes the principles RCS must adhere to with respect to:

a. *Committee membership*

All governors at RCS are primarily of equal stature and responsibility as each other, whether they are lay governors or staff / student elected/ appointed ones.

Only the RCS Audit and Risk Committee can preclude membership on the grounds of the category of governing Board member. In the case of Audit & Risk this means that only lay governors can be members, all other category of governor must be absent.

For all other committees of the Board, however, a member cannot be excluded purely because of the type of governing membership they hold (eg elected or nominated staff / student members);

b. *Code Committee attendance regulations and interface with our Articles/ Orders:*

Categories of governor can be excluded temporarily from Board and committee meetings when the discussion and decision-making relates to the conditions of employment of any member of the RCS (2014 *Order of Council*). At this point in a given meeting, those members who are also employees of RCS and student representative governors are required to leave the room for the duration of the relevant agenda item.

In the case of Remunerations Committee, the Code suggests that student input is received from a student governor regarding the pay settlement of the senior management team (*The Code 2023*).

c. *Undue influence by Executive members*

Whilst key executive officers of the RCS should attend meetings to enable effective decision-making, they must not unduly influence the business of the Board or its sub-committees. This is to minimise conflicts of interest but also to mitigate the likelihood of operational matters becoming the discussion point of a Board committee.

d. *Equalities Duties*

Fulfilment of the role of a 'public body' with respect to the Equality Act 2010 (Specific Duties) (Scotland) Regulations 2012 and its associated public sector equality duty:

<https://www.legislation.gov.uk/ssi/2012/162/contents/made>

3. Being a Company Director of RCS: *Responsibilities Under Company Law*

The Conservatoire is a company limited by guarantee. For company law purposes, the Governors are directors, and must comply with the duties required of directors by the Companies Act, 2006

The duties of directors to the company they are appointed by are regulated primarily by the Companies Act. These general duties apply to all directors and those acting as directors, even if not validly appointed as such. The Act makes no distinction between executive (i.e. directors employed full or part-time in working in an executive role within the company) and non-executive directors (i.e. a director who is not employed in the company).

Generally, if directors act within their powers, with such care as is reasonable to expect from them having regard to their knowledge and experience, and if they act honestly for the benefit of the company they represent, then they will have discharged their duties to the company and cannot be held personally liable for loss or damage suffered by the company or third parties.²

The directors of a company must:

- Act in the way they consider, in good faith, would be most likely to **promote the success of the company** for the benefit of its members as a whole, recognizing that this intersects with the Conservatoire's role as an education provider, a charity, and an employer.
- **Act in accordance with the company's constitution** (including, but not limited to its Articles of Association). In the Conservatoire's case, this includes its Orders of Council.
- Only exercise powers for the purposes for which they are conferred. Directors must **ensure they are aware of and act consistently with their company's Articles, realising that there are some constraints to the powers**. In addition to the Articles, directors must act in accordance with any decisions which are taken in accordance with the articles, for example decisions or resolutions made at general meetings, or any agreements made which affect the company's constitution.
- Ensure:
 - Suitable accounting policies are selected and applied consistently;
 - Judgments and estimates are made that are reasonable and prudent;
 - Applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
 - Financial statements are prepared on a going concern basis unless it is inappropriate to presume that RCS will continue in operation.
 - Funds from the Scottish Funding Council are used only for the purposes for which they have been given and in accordance with the Financial Memorandum with the Council and any other conditions which they may from time to time prescribe;
 - Appropriate financial and management controls are in place to safeguard

² In very limited and, within higher education, unlikely circumstances, personal liability may arise in the event that a director fails to properly discharge their duties.

- public funds and funds from other sources;
- The assets of RCS are safeguarded and hence to take reasonable steps to prevent and detect fraud and other irregularities;
- The economical, efficient and effective management of RCS's resources and expenditure are secured;
- Sound corporate governance and the proper conduct of RCS's operations.

4. Being a Charity Trustee: *Responsibilities under Charities Law*

The Charities and Trustee Investment (Scotland) Act 2005 imposes certain duties on charity trustees. These apply to Governors, on the basis that charities law in Scotland defines charity trustees as the group of individuals with general control and management of the administration of a charity, however they are identified. These duties will also potentially apply to certain of the senior executive management team of the Conservatoire, given their level of influence and control over its day-to-day running.

As charity trustees, the Governors have collective responsibility for the actions and operation of RCS as a charity. This accountability cannot be delegated or passed on to any other party. There is a positive obligation under the Charities and Trustee Investment (Scotland) Act 2005 on all trustees to take all steps reasonably necessary to correct any breach of duty identified. As such, the conduct of one trustee is also the concern of the others.

Failure by charity trustees to comply with their duties under the Charities and Trustee Investment (Scotland) Act 2005 can constitute misconduct in the running of the charity.

In the context of a charitable company limited by guarantee, the duties are still owed to the company, but in exercising their duties the directors require to consider the company's provision of public benefit in pursuit of its charitable purposes rather than provision of commercial benefit to its members.

Conflicts of Interest

Members of the Conservatoire's Board of Governors need to act, and be perceived to act, impartially, and not be influenced by social or business relationships.

Revised information is requested annually to update the Register of Business Interests of Governors. Items in the Register of Business Interests, in addition to Directorships, include the Governor's principal occupation and any personal or business interests which they consider may conflict with their responsibilities as a Governor of Conservatoire. It may not be possible to judge in advance where a conflict may arise and when this happens a Governor should declare an interest or conflict and offer to leave the meeting or whatever action is judged appropriate at that time.

5. Being in 'public life': *embodying the Nine Principles of Public Life*

Duty

Governors have a duty to uphold the law and act in accordance with the law and the public trust placed in them. They have a duty to act in the interests of the public body of which they are a member and in accordance with the core functions and duties of that

body.

Selflessness

Governors should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.

Integrity

Governors should not place themselves under any financial or other obligation to any individuals or organisations that might reasonably be thought to influence them in the performance of their duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, Governors should make choices solely on merit.

Accountability and Stewardship

Governors are accountable for their decisions and actions to the public. They have a duty to consider issues on their merits, taking account of the views of others and must ensure that the Conservatoire uses its resources prudently and in accordance with the law.

Openness

Governors should be as open as possible about all their decisions and the actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Governors have a duty to act honestly and to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Governors should promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of the Conservatoire in conducting public business.

Respect

Governors must respect fellow members of the Board and employees of the Conservatoire and the role they play, treating them with courtesy at all times. Similarly, they must respect members of the public when performing duties as a member of the board.

6. Additional responsibilities

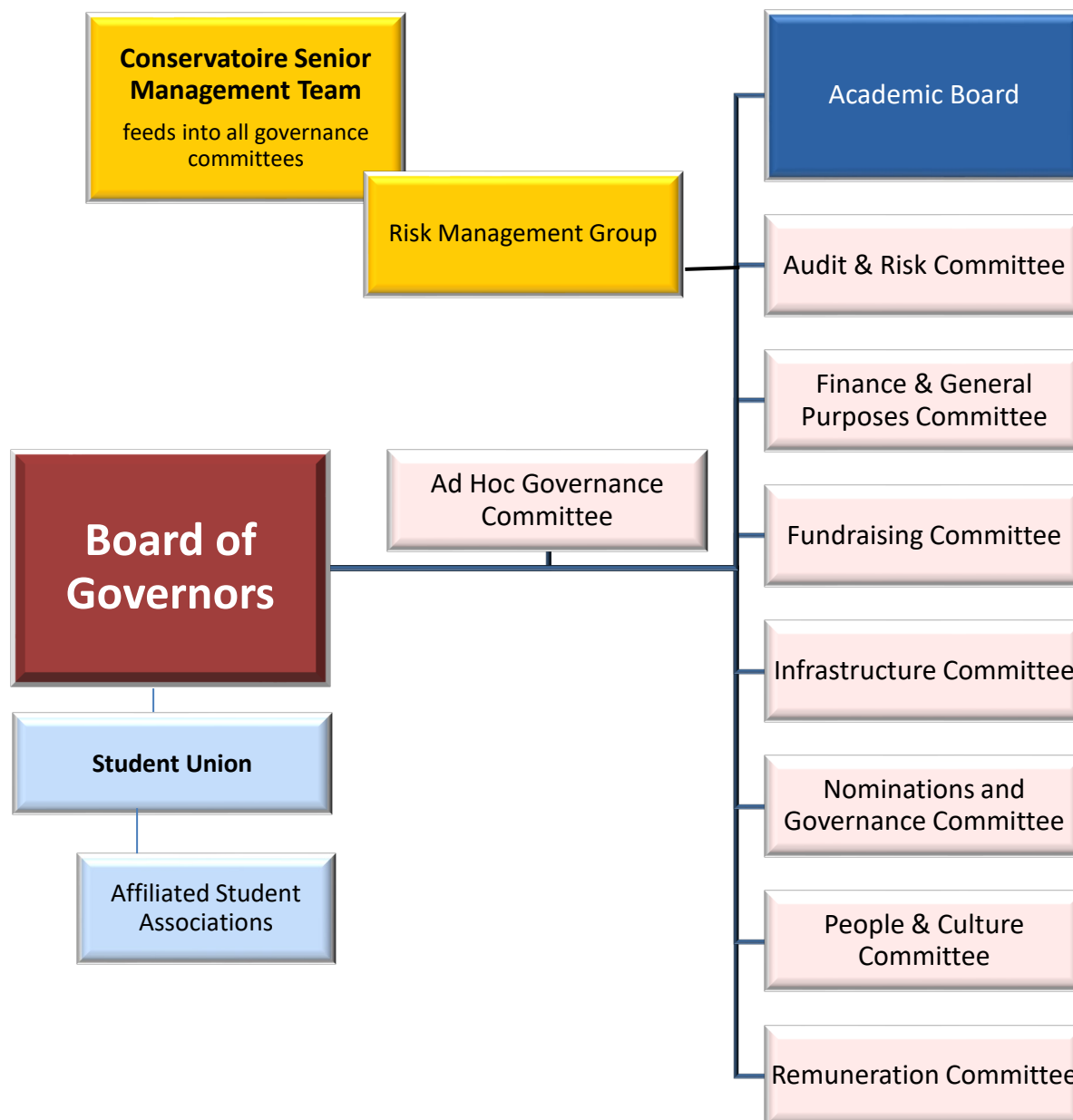
- The Health and Safety at Work etc. Act 1974 and associated regulations. This Act and the regulations made under it (of which there are a vast number, relating to a range of different industries, hazards or circumstances) sets out the basic health and safety duties of a company, its directors and employees. The particular obligations and duties which will apply will depend on the circumstances. However, directors can be held criminally liable where the company is found guilty of a health and safety offence, and it can be demonstrated that the offence was committed with the consent

or connivance of a director, or the offence is attributable to neglect on the part of a director.

- Directors can similarly be held personally responsible for certain offences under a variety of different pieces of environmental legislation if it can be shown that the director contributed to a breach through consent, connivance, or neglect.
- Under the Company Directors Disqualification Act 1986, individuals may be barred from acting as directors of limited companies where they have been found to have been involved in circumstances involving fraudulent or dishonest business activity. To act as a company director whilst disqualified is a criminal offence.
- The financial sustainability of the higher education sector in Scotland is regulated by the Scottish Funding Council, with institutions being required to address their financial security within the regulatory requirements of the financial memorandum. To date, 'trading as insolvent' has not been seen in Scotland amongst higher education providers. Arguably, nonetheless, Governors could potentially have duties under the Insolvency Act 1986 which arise when a company is in financial difficulty. For example, directors can become personally liable for their actions where a director continues to allow a company to trade when the director knew or ought to have known that there was no reasonable prospect of the company avoiding insolvent liquidation (referred to as, "wrongful trading"), or if the director knowingly continues to carry on business with the intention of defrauding creditors in the knowledge that there was no reasonable prospect of the creditors being paid by the company. Action can be taken in certain circumstances by a liquidator or administrator of the company following formal insolvency proceedings, or by the Insolvency Service and prosecuting authorities in certain circumstances (e.g. fraud). At present, this is not seen as a major issue within Scottish Higher Education governance, but is presented here to cover the legal context.

1.3.5 Board and committees summarized

Whilst each governor has equal responsibilities as related to their category of membership, the Board of Governors also operates a committee structure to detailed scrutiny of particular aspects of the Board's remit is delegated to a smaller group of Governors. The visualization below outlines the Conservatoire's Board sub-committees and associated groups:



Dark blue	- Academic Governance (Academic Board holds delegated authority from the Board of Governors) - Convened by the Principal
Light blue	- Student Union - Led by the annually elected Student Union President
Light pink	- Board of Governors' Committees
Gold	- Conservatoire Senior Management Team - Convened by the Principal
Ochre	- Governance of the Board of Governors' (oversight groups and committees)

Governors may be asked to serve on a committee in an area in which they have particular experience, expertise or interest.

Appointment to committees is the responsibility of the Nominations and Governance Committee.

1.3.6 The Work and Membership of The Board's Committees

The Board of Governors has several committees some of which are statutorily required by external regulation (numbers 1-4 below) and some of which have been explicitly constituted by the Conservatoire to enhance governance and emphasize the Conservatoire's values and needs (numbers 5-9 below). All of these committees are formally constituted with their own terms of reference. The committees are divided below into two sections: Corporate governance committees and academic governance committees.

A. CORPORATE GOVERNANCE COMMITTEES

1. **Finance & General Purposes Committee** recommends to the Board of Governors the RCS's annual revenue and capital budgets and monitors performance in relation to these approved budgets. The Committee examines all matters which have major financial implications for the RCS. It is, therefore, involved in the examination of all aspects of the RCS's planning and budgetary processes. The scope of the Committee's remit may, from time to time, include the examination of issues which extend beyond financial, but which are nevertheless of strategic importance. Its membership is composed of 9 governors in total, including the Chair (*ex officio*), 5 lay governors, the Principal (*ex officio*), and the Student President (*ex officio*), plus the convenor of Audit & Risk Committee in attendance.
2. **Audit & Risk Committee** advises and assists on the assurance and control environment of the Conservatoire in respect of proper financial management; safeguarding the RCS's assets; the economy, efficiency and effectiveness of the RCS's activities; corporate governance and the conduct of the RCS's operations; risk management and counter-fraud and whistleblowing. It meets at least three times per year and at least once per year it meets with the Conservatoire's external and internal auditors. Its membership is composed of 4 lay members, plus the convenor of Finance and General Purposes in attendance.
 - The **Risk Management Group** reports to the Audit and Risk Committee. Risk Management Group has responsibility for the Strategic Risk Register. It is responsible to the Audit and Risk Committee for identification of risk and ensuring that all identified risks are assessed adequately, addressed in policies, and regularly reviewed and updated in a systematic process.
3. The **Nominations and Governance Committee** makes recommendations to the Board of Governors on matters relating to its structure, effective governance and membership. It is composed of the Chair (*ex officio*), the Principal (*ex officio*), the Student President (*ex officio*), the Senior Independent Governor (*ex officio*), two lay governors, and one elected staff governor (normally the Academic Board representative).
4. The **Remuneration Committee** ensures that the salaries and terms and conditions of members of the RCS senior management, including any severance arrangements, are decided in accordance with agreed policies and processes and take account of all relevant external requirements, including those of: the Scottish Funding Council; the Scottish Code of Good Higher Education Governance; and the Committee of Scottish Chairs' Guidance Note on the Operation of Remuneration Committees in Scottish Higher Education. The Committee ensures that all salaries and conditions are determined by the use of performance management systems, such as the Professional Update process, and a transparent reward framework, using appropriate salary benchmarking for the RCS/Public Sector as appropriate and the RCS pay award. The committee has two lay governors, the Convenor of F&GP (*ex officio*), the Chair (*ex officio*) and is attended by the Director of HR

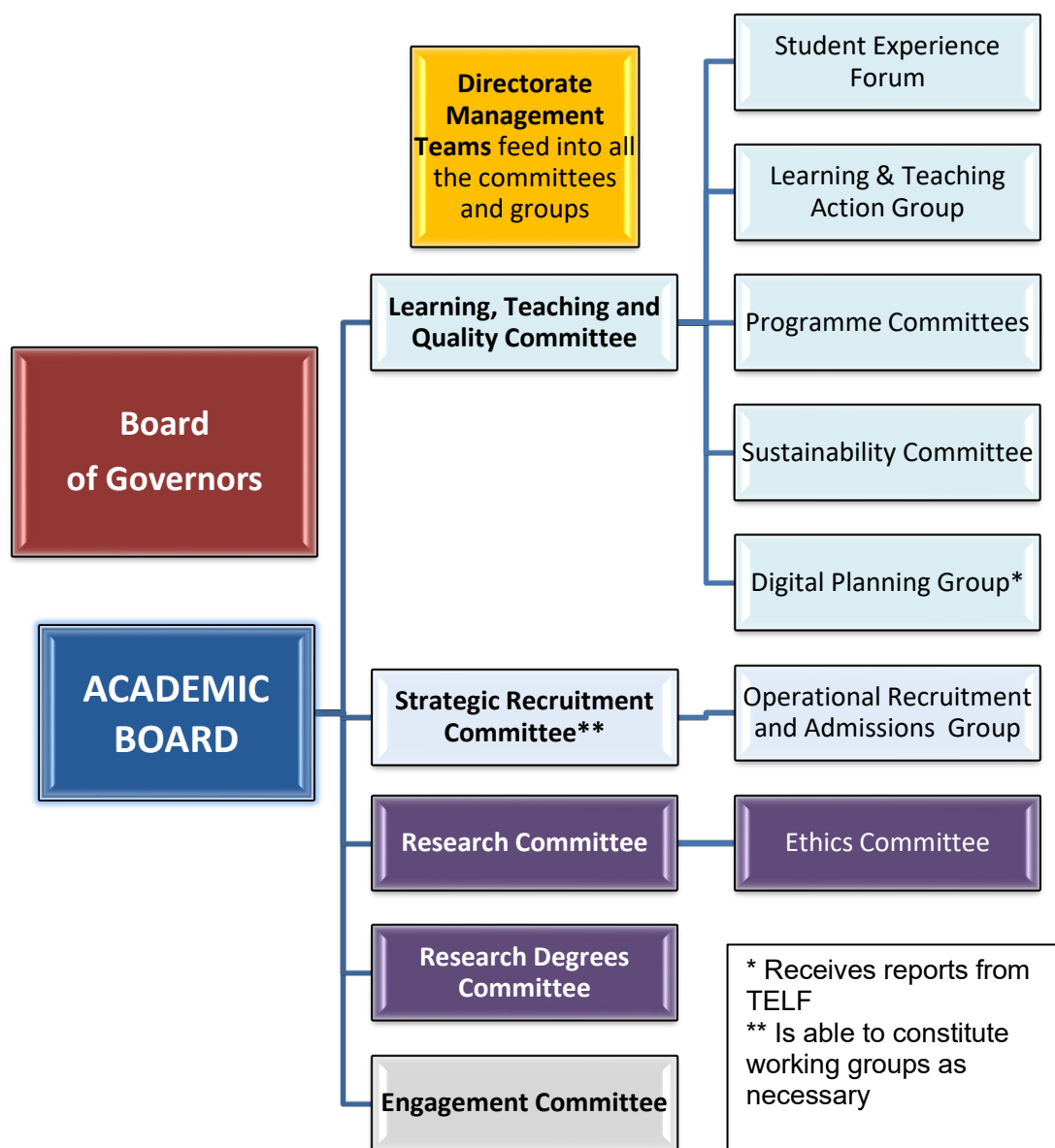
and the Principal (*ex officio*) (except during discussions regarding the Principal's remuneration) and the Secretary as required by the revised (2023) *Scottish Code of Good Higher Education Governance*.

5. The **People and Culture Committee** is responsible for the review of people strategies across RCS. This includes both a specific focus on the employee life-cycle and also the strategies and policies relating to the student life-cycle. The Committee will monitor and report on strategic progress and will review related KPIs and data, which will inform future development. The Committee will make recommendations to the audit cycle as and when appropriate. The Committee shall provide a People and Culture report to the Board of Governors which will include Health Safety and Wellbeing, and Equality, Diversity and Inclusion activities. The Committee ensures that the Conservatoire approaches are directed by and consistent with the RCS Strategic Plan. Its current membership is five lay governors, the Deputy Principal (*ex officio*), the Student President (*ex officio*), and one elected staff governor (*ex officio*).
6. The **Fundraising Committee** ensures the approval and oversight of a fundraising strategy that aligns with and enables the achievement of the RCS strategic plan. It also actively supports and challenges the RCS executive in the development of and securing of additional and recurring revenue sources and/or streams to support scholarship, project, campaign, and unrestricted income activity with a target of £1m-plus per annum as well as approving and overseeing the strategy for alumni engagement and future giving. Its current membership comprises of six lay governors, the Chair (*ex officio*), the Principal (*ex officio*) and the Student President (*ex officio*).
7. The **Infrastructure Committee** oversees the operation and, where appropriate, development of the RCS Estate Strategy to ensure that it supports the achievement of the RCS strategic plan. The Committee has delegated responsibility for the control of major capital works in accordance with the terms of the guidelines and directions issued by the Scottish Funding Council and Government, always observing the principles and procedures set down in the *Procedure Notes for Capital Projects and Equipment*. It receives, considers, and ultimately recommends the Estate Strategy to the Board of Governors. Its current membership is three lay governors, the Chair (*ex officio*), the Principal (*ex officio*), the Chair of F&GP (*ex officio*), and Student President (*ex officio*).
8. Additional groups to ensure the effective operation of the Board of Governors are:
 - a. **Ad Hoc Corporate Governance Reference Group** is established by the Board of Governors to meet on an ad hoc basis in order to receive sensitive information, for example about complaints or sensitive issues that could impact the governance and/or reputation of the Royal Conservatoire of Scotland (RCS), which might raise general or specific issues of concern or suggest a significant lapse in good governance. It provides a mechanism for determining whether and in what way these matters should be considered and eventually brought formally to the attention of the Board
 - b. **Convenors' Group** is for all the convenors of RCS' Board of Governors' related committees and is convened by the Chair. It meets regularly to discuss issues affecting Board committees, communicate regarding governance and committee business between committee meetings as necessary, and oversee the current annual evaluation of Board committee effectiveness.

B. ACADEMIC GOVERNANCE COMMITTEES

Via delegated authority from the Board, **Academic Board** effectively oversees the governance of all academic matters. For Academic Board to undertake its business, it also has its own structure of committees (visualized below) from which business moves up to Academic Board and then, in reserved powers' situations, up to the Board of Governors.

The Academic Board is responsible to the Board of Governors for the overall planning, co-ordination, development and supervision of the academic work and for Quality Assurance and Quality Enhancement within RCS. Its basic function and constitution are established in the 2014 *Order of Council*. The membership comprises the Principal, the Deputy Principal, the Senior Academic Managers, the Head of Information Services, a member co-opted from another academic institution, up to three elected student members, five elected academic staff members and a lay governor in attendance.



Statement of Corporate Governance

The most common materials from Academic Board with which the Board actively engages with are:

- material related to the SFC Outcomes Framework (OF) and Assurance Model (AM)
- material related to the Strategic Plan and associated annual plans
- memoranda of understanding (establishing partnerships) and agreement (contracts) that form partnerships with other entities
- sign off approval for student facing policies
- sign off for the Code of Appeals

2 TERMS OF REFERENCE (TOR) FOR BOARD COMMITTEES & SUB-GROUPS

2.1 INTRODUCTION

This section provides the full terms of reference for the following Board committees:

- The Board of Governors
- Academic Board
- Audit & Risk Committee
- Finance & General Purposes Committee
- Fundraising Committee
- Infrastructure Committee
- Nominations and Governance Committee
- People and Culture Committee
- Remuneration Committee

It also provides the remit and membership for the following Board groups:

- *Ad hoc* Corporate Governance Group
- Convenors Group
- Risk Management Group

2.2 GENERAL BOARD & COMMITTEE GOVERNANCE

The following items relate to all Board committees:

1. Requirements of quorum & decision-making rules

A quorum is the minimum number of people that a committee needs in order to carry out its business officially. When a meeting is quorate, there are at least that number of people present.

For an item of business to be passed in terms of **agreeing** a direction/ action or **approving** documentation, a majority vote is normally required (unless otherwise specified in a particular committee's TOR). The associated convenor has a casting vote in the event of a tied outcome.

The quorum requirements for the RCS Board & its Committees are as follows:

The Board of Governors	In person:	4 members
	Via email circulation or other comparative means:	4 members
Academic Board	In person:	5 members, plus the Convenor (with at least two elected members & 2 <i>ex officio</i> members)
	Via email circulation or other comparative means:	5 members
Audit & Risk Committee	In person:	2 members
	Via email circulation or other comparative means:	2 members

Finance & General Purposes Committee	In person:	3 members
	Via email circulation or other comparative means:	4 members
Fundraising Committee	In person:	3 members
	Via email circulation or other comparative means:	3 members
Infrastructure Committee	In person:	3 members
	Via email circulation or other comparative means:	3 members
Nominations and Governance Committee	In person:	3 members
	Via email circulation or other comparative means:	3 members
People and Culture Committee	In person:	4 members
	Via email circulation or other comparative means:	4 members
Remuneration Committee	In person:	3 members
	Via email circulation or other comparative means:	3 members

2. Commitment to attend

To ensure that the Board can discharge its collective responsibility, attendance at meetings is crucial. Where a member is unable to attend, it is important to let the Assistant Registrar (Secretariat) know in advance (where possible), as well as relevant secretary to the committee being missed.

3. Number of meetings each academic session

The table below summaries the number of meetings each committee has over the course of an academic year schedule and how these meetings happen. Members should note that where a meeting is in person, attempts to provide a hybrid option will be made if necessary but cannot always be guaranteed.

	Number of Meetings each year	In person/ hybrid/ fully online
The Board of Governors	4	In person (hybrid if necessary)
Academic Board	5	In person (hybrid if necessary)
Audit & Risk Committee	3	Online except one in person (hybrid if necessary) meeting in October
Finance & General Purposes Committee	6	Mainly online; one in person meeting per year in October
Fundraising Committee	3	Mainly online; one in person meeting per year

Infrastructure Committee	6	Mainly online; one in person in October
Nominations and Governance Committee	As required	Mainly online (hybrid when possible)
People and Culture Committee	4	In person (hybrid if necessary)
Remuneration Committee	At least once per year	In person & hybrid

Risk Management Group	4	In person & hybrid
Convenors' Group	1	In person in June
Ad Hoc Governance	As required	Hybrid

AGM	1	In person
Strategy Planning Day	1	In person, (Board & Academic Board)
Graduations	3	In person

4. **Managing changes to Board and Academic Board TORs**

The basic TORs for both the Board and the Academic Board are established by statutory instruments. As such, these TORs are based on legal requirement. Changes to these TORs would involve changes to the statutory instruments and, currently, would require Privy Council and Scottish Government engagement.

5. **Managing changes to committee TORs**

The Nominations and Governance Committee is responsible for overseeing and recommending changes to committee TORs to the Board. The process for making changes is normally as follows:

1. Two-yearly committee effectiveness review identifies areas of enhancement or change are required; OR membership of a given committee is identified as needing change as a result of the strategic needs of the institution in year; OR quinquennial governance review identifies areas requiring improvement;
2. Convenor of the Committee in consultation with committee members and in conversation with the Chair, develops a proposal of changes which are agreed by the committee;
3. Convenor of the Committee checks with the Secretary that there are no governance compliance issues relating to proposed changes (of particular relevance to Audit &

Risk Committee, Nominations and Governance Committee, Remuneration Committee, re: *Code of HE Good Governance 2022* section 7);

4. Assistant Registrar (Secretariat) organises a Nominations and Governance Committee;
5. The proposal is received as an agenda item, considered, adapted if necessary, and approved for recommendation by Nominations and Governance Committee to the Board;
6. Board approves the new TOR;
7. First meeting of the committee following the Board formally approves its renewed TOR.
8. Handbook and website are updated with the new TOR by the Assistant Registrar (Secretariat).

6. Establishing sub/working groups

On occasion, effective operation of the governance structure is enhanced through short-term, task-defined sub-groups being established by the Board, Academic Board, or committee as relevant to their specific remits.

Where this is the case, the Board or one of its associated Committees (including the Academic Board) is authorised to establish such a sub-group. For the introduction of a committee sub-group, however, the following conditions must be satisfied:

- The sub-group shall be chaired by a member of the Board or, in the case of the Academic Board, an Academic Board member. This person also acts as a full member of the sub-group.
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor (where the committee convenor is not also acting as sub-group Chair).
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

7. Co-opting non-Board specialists as members of Committees

Where a Committee's members believe their skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board. This is achieved by submitting a proposal to Nominations and Governance Committee, who then make a recommendation to the Board. Such appointments are for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time).

8. Reviewing Terms of Reference

Annually, at the first meeting of the **Board** and the **Academic Board (and its associated committees)** per academic session, members will review and reapprove their Terms of Reference.

Annually, governance committees will note their TOR at the first meeting of a given academic session and, at least once every two years, associated **Board Committees** will review their own performance, composition, and Terms of Reference to ensure that effective functioning. Any necessary changes that are an outcome of this process much be referred to Nominations and Governance Committee for review, prior to going to the Board for approval.

9. Secretariat (Administration)

The Conservatoire's governance 'secretariat' is composed of:

- The Secretary to the Board (responsible for Convenors' Group organization),
- The Assistant Registrar (Secretariat) (responsible for general administration)
- Specific committee secretaries as follows:

BOARD	Secretary to the Board (administration of papers – Assistant Registrar)
Academic Board	Secretary to the Board (administration of papers – Assistant Registrar)
Audit & Risk Committee	Trust Administrator & PA to the Director of Finance & Estates
Finance & General Purposes	Trust Administrator & PA to the Director of Finance & Estates
Infrastructure Committee	Secretary to the Board (administration of papers Trust Administrator & PA to the Director of Finance & Estates)
Fundraising Committee	Secretary to the Board (administration of papers – Head of Fundraising)
Nominations and Governance Committee	Secretary to the Board
People & Culture Committee	Secretary to the Board (administration of papers - Deputy Director of Human Resources)
Remuneration Committee	Director of Human Resources

2.3 SPECIFIC GOVERNANCE COMMITTEE TERMS OF REFERENCE

COMMITTEE
1. BOARD OF GOVERNORS
OBJECTIVES
The objectives of the Board of Governors are defined within the <i>Scottish Code of Good Higher Education Governance</i> (2023) section 1 (The Governing Body). The key objectives are: • The governing body must take responsibility for ensuring the effective management of the institution, planning the institution's strategic direction and future development and advancing its mission. • The governing body has ultimate responsibility for all the affairs of the institution. • The governing body must satisfy itself that the institution is compliant with all relevant legal and regulatory obligations. • The governing body must adopt and publish a Statement of Primary Responsibilities.
RATIONALE
The Board of Governors is the Conservatoire's legally constituted governing body as outlined in: RCS <i>Order of Council</i> (2014) RCS <i>Articles of Association</i> (2020) RCS <i>Order of Council Amendment</i> (2020)
MEMBERSHIP AND ATTENDEES
Its membership is established within Article 3 of <i>The RCS Amendment Order 2020</i> as: (a) the Chair, being the person appointed by the Board to the position of senior lay member, by virtue of section 8(1) (appointment and tenure) of the 2016 Act, (b) the Principal, (c) one Governor having the role of Assistant [now Deputy] Principal or any other executive office as the Board considers to be of at least equivalent standing, however named, being nominated by the Principal, (d) two Governors appointed by being elected by the staff of the Institution from among their own number, (e) one Governor appointed by being nominated by a trade union from among the academic staff of the Institution who are members of a branch of a trade union that has a connection with the Institution, in accordance with section 10(2) (composition of governing body) of the 2016 Act, (f) one Governor appointed by being nominated by a trade union from among the support staff of the Institution who are members of a branch of a trade union that has a connection with the Institution, in accordance with section 10(2) of the 2016 Act, (g) two Governors appointed by being nominated by the students' association of the Institution from among the students of the Institution, (h) one Governor appointed by being nominated by the Academic Board from among its members, and (i) 11 to 19 Governors appointed by the Board from time to time, in accordance with its rules and procedures, from among persons appearing to the Board to have experience in, and to have shown capacity in, industrial, commercial, employment or government matters, the performing arts or any profession and who may not be members of staff or students of the Institution.

QUORUM
'The quorum for the Board may be fixed by the Board. Where not fixed, the quorum is FOUR '. (2014 <i>Order of Council</i>).
FREQUENCY
The Board meets four times per year and, in exceptional circumstances, can be called as necessary. Additionally, it normally meets once per year to consider strategic planning issues.
DUTIES AND RESPONSIBILITIES (as set out in the statement of primary responsibilities)
The Conservatoire's Statement of Primary Responsibilities establishes the Board's duties and responsibilities (as set out in 1.2 of this handbook).
RESERVED POWERS
The Conservatoire's Statement of Primary Responsibilities establishes the Board's reserved powers (as set out in 1.2 of this handbook).
REPORTING AND MATTERS FOR REFERRAL
Reporting matters and matters for referral from the Board mainly relate to its incorporation, charitable responsibilities, and the memorandum with the SFC. The Board is required to report on: Company reporting & associated HE requirements - Annual Report and Financial Statements (to SFC) - Governors' details to Companies House - Governors' Interests (Register of Business Interests to Companies' House) HEI activity - Approval of submissions relating to Scottish Funding Council accountability and enhancement frameworks as they relate to student lifecycle (recruitment to graduation), learning, teaching, student experience, research and knowledge exchange to reflect the implementation of the SFC's Outcomes Framework (OF) and Assurance Model (AM) and associated institutional submissions - Lay members required to stay on the Board beyond their three terms of office are required to be reported to the SFC (2020 <i>The Code</i>) - Equalities reporting and Gender composition of lay governor membership (to Scottish Government) Charity reporting - Ensuring the charity's registered details with OSCR are kept up to date. - Obtaining OSCR consent to certain changes (name, amendment to objects/ purposes, merger, change of legal form). - Maintenance of accounting records in line with the <u>Charities Accounts (Scotland) Regulations 2006</u> (which set out detailed accounting and reporting requirements and principles), auditing of accounts and submission to OSCR. - Filing of annual return, accounts, trustees' report and audit report to OSCR each year as required by the <u>Charities and Trustee Investment (Scotland) Act 2005</u>, Section 44. - Provision of information to the public upon request – including a list of trustees and a copy of the charity's constitution.

LINKAGES: RECEIVING BUSINESS FOR AGREEMENT & APPROVAL

The Board receives reports and business for approval from the following committees and groups:

Academic Board	• SFC OFAM Reports (approval) • Strategic plan and associated annual plans (approval) • Memorandum of Understanding (note) / Minutes of Agreement (Partnerships' contracts) (approval) • Research integrity statement (approval) • Institutional-wide research and knowledge exchange policies (approval) • The Code of Appeals (approval) • Student Recruitment Strategy (approval) • Student lifecycle metrics (discussion) • The annual governors' report on complaints, disciplinaries, and appeals (discussion) • A summary of updates to student-facing policies (note)
Audit & Risk Committee	• Recommendation of external auditors (approval) • Audited financial statements (approval) • Annual Report from the Committee (including the annual report from the Risk Management Group) (consider / note)
Finance & General Purposes Committee	• Draft budgets and forecasts (note/ consideration); • Proposals for material alterations to staff contractual arrangements, including pensions provision (approval); • The annual report in respect of progress in relation to the Strategic Plan and the Outcome Agreement (approval).
Fundraising Committee	• The RCS fundraising strategy (approval) • The RCS strategy for alumni engagement and future giving (approval) • Annual Report from the Committee (consider/note)
Infrastructure Committee	• The RCS Estate strategy, and any changes to it (approval).
Nominations and Governance Committee	• Proposals for changes in the membership of the Board, including the appointment of new Lay Governors (approval); • The membership of Board Committees (approval); • Proposals for changes to the Board Committee structure, including Committee Terms of Reference and any proposed cross-Committee sub-groups (approval); • As appropriate, the person elected to succeed the Chair as achieved specific to the conditions of the Higher Education Governance (Scotland) Act 2016 (note); • As appropriate, the person selected to succeed the Principal (approval); • Proposals for Fellowship of the RCS (approval); • An annual report including skills and equalities membership compliance & effectiveness review of Board & its committees (consideration/note).

People & Culture Committee	• Institutional-wide Policies & Statements (except for Student-facing policies which come through Academic Board); • Annual Report (including staffing related metrics – tbc; equalities, diversity & inclusion activities) (consider/note); • Annual Report: Safeguarding
Remuneration Committee	• The RCS policy and procedures for remuneration of senior staff (approval); • The RCS policy and procedures for severance arrangements for senior staff (approval); • An annual report to the Board setting out appropriate details concerning the salary and terms and conditions of members of senior management (consider/note).
ADMINISTRATION	
The Secretary to the Board normally acts as Secretary to the Board of Governors. Where the Secretary is unavailable the Director of Finance & Estates will act temporarily as Secretary for the Board.	
DATE OF REVISIONS AND APPROVAL The Terms of Reference for the Board of Governors will be reviewed annually and approved at the first meeting of the academic session to ensure they are still relevant, decision-making structures are effective, and it can effectively discharge its duties.	
Version	Approval
Final 2023	Approved by the Board of Governors 27.10.23 As no substantive changes proposed, noted by Board 31.10.25

COMMITTEE
2. ACADEMIC BOARD
OBJECTIVES
The Academic Board of the Royal Conservatoire of Scotland oversees the academic work of the institution. As such, the Academic Board is responsible to the Board of Governors for the overall planning, co-ordination, development, and supervision of the academic work and for Quality Assurance and Quality Enhancement within the Conservatoire. In particular, the Academic Board is responsible for all matters concerning the Validation and Review of courses, for the maintenance of academic standards and, in relation to academic needs, for the assessment and prioritisation of resources. In relation to strategic planning, the Academic Board considers and, ultimately, recommends the Strategic Plan to the Board of Governors for its approval.
RATIONALE
The Academic Board is a legal constituted entity as established by: RCS <i>Order of Council</i> (2014) Part 4 RCS <i>Articles of Association</i> (2020) Paragraphs 87,89,90
MEMBERSHIP AND ATTENDEES
Membership <i>Ex Officio</i> (7): • Principal (Chair) • Deputy Principal (Vice Chair) • Director of Music • Director of Stage and Screen • Head of Ballet • Head of Information Services • Director of Research and Knowledge Exchange • Director of Business Development <i>Elected</i> (8): • A member elected by the academic staff of the School of Music - • A member elected by the academic staff of the School of Stage and Screen • Three elected internal members from academic directorates • Student Union President • Vice President of the Students' Union • A research student representative (normally PGR) <i>Co-opted</i> (1): • An external member co-opted from another academic institution <i>In Attendance:</i> • Secretary to the Board as Secretary to Academic Board

• Director of Finance & Estates • A lay member of the Board of Governors Term of Membership for co-opted and elected members: Three years (with exceptional one year overlap where necessary), with no more than three terms of office in total per member.
QUORUM
The quorum necessary for the transaction of business at a Committee meeting shall be FIVE members plus Convenor (please note that this should comprise at least two members each of the <i>elected</i> and <i>ex officio</i> members) Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote. Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least FIVE members of the Academic Board have responded.
FREQUENCY
Academic Board will normally meet FIVE times a year. The duration of meetings will be approximately three hours. Academic Board will also have an opportunity to meet with the Board of Governors annually to support strategic planning and appropriate oversight. Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.
DUTIES AND RESPONSIBILITIES
Academic Board is responsible for the effectiveness of the Conservatoire's academic governance, continuous improvement of the student experience, the setting and maintaining of standards, and approving and ensuring the overall effectiveness of policies and services in support of the academic endeavour. This includes responsibility for: • Supporting the development of the Strategic Plan and associated annual plans; • Approval of submissions relating to Scottish Funding Council accountability and enhancement frameworks • Procedures for developing the content of the curriculum and matters of quality enhancement; • Arrangements for the management of academic standards and quality and the validation, monitoring and review of courses; • Entry requirements and procedures for entry to study on a programme at the Conservatoire; • Reviewing and approving the Conservatoire's academic regulations to assure academic standards and that all students are treated consistently and equitably; • The approval and closure of subject areas and, where required, to ensure these are progressed in line with QAA Scotland expectations; • Policies and procedures for assessment and examination of the academic performance of students; • The appointment and removal of internal and external examiners; • Procedures for the award of qualifications and honorary academic titles; • The Conservatoire's arrangements for collaborative provision/ academic partnerships;

- The approval of student facing policies as referred from the Learning, Teaching and Quality Committee, on behalf of the Board of Governors;
- Reviewing data on complaints, conduct and other appropriate policy-related data ensuring that appropriate actions are taken;
- Considering the development of the academic activities of the Conservatoire and the resources needed to support them and for advising the Principal and the Board of Governors thereon;
- Ensuring active consideration of equality, diversity and inclusion in the conduct of its business;
- Supporting the Board of Governors in ensuring provision to support the general welfare of students;
- Advising on such other matters as the Board of Governors or the Principal may refer to the Academic Board;
- Reviewing its own performance and the performance of any committees it creates to ensure academic governance arrangements are effective and enhance institutional performance;
- Overseeing its Committees Terms of Reference.

DELEGATED AUTHORITY

The Academic Board is appointed by and reports to the Board of Governors via delegated authority to the Principal. The Governing Body, nonetheless, retains responsibility for the effectiveness of the Academic Board (as noted in the *Scottish Code of Good Higher Education Governance 2023*, p.22).

As such, the Academic Board receives its authority directly from the Board of Governors and in discharging its functions, it has all the powers and duties of the Board of Governors. Normally, however, substantive changes to its functions and schedule of business should be reported to the Board of Governors via the Secretary.

The Academic Board is authorised to discharge the following functions of the Board of Governors (RCS OC 2014 Part 4, 19(3)):

- a. Functions relating to the overall planning, coordination, development and supervision of the academic work of the institution;
- b. Such other functions as may be assigned to the Academic Board by the Board of Governors.

Establishment of sub/working groups

Where, to support its effective operation, the Academic Board believes that it would be appropriate to set up a sub-group to undertake a specific task within the Academic Board's remit, the following should be satisfied:

- The sub-group shall be chaired by a member of the Academic Board (who would normally be expected also to be a member of the sub-group);
- The purpose of the sub-group is clearly but briefly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Academic Board, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

The Academic Board shall provide a brief update of its business to the Board of Governors following each meeting.

It will normally refer up to the Board of Governors the following items for discussion and/or final approval:

○ Strategic plan and associated annual plans (approval) ○ Memorandum of Understanding (note) / Minutes of Agreement (Partnerships' contracts) (approval) ○ Research integrity statement (approval) ○ Institutional-wide research and knowledge exchange policies (approval) ○ The Code of Appeals (approval) ○ Student Recruitment Strategy (approval) ○ Student lifecycle metrics (discussion) ○ The annual governors' report on student complaints, disciplinaries, and appeals (discussion) ○ A summary of updates to student-facing policies (note) Where timescales / practicalities inhibit this referral, the Secretary will inform the Chair of Board of Governors of the relevant business with an explanation of the exceptional circumstances.	
ADMINISTRATION	
The Secretary normally acts as secretary to the Academic Board. Where the Secretary is unavailable the Head of Academic Administration will act as secretary. Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Academic Board and any other person required to attend. Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter. The secretary shall minute the proceedings of all meetings of the Academic Board, including recording the names of those members present and those in attendance. Draft minutes of Academic Board shall be circulated to all members, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Academic Board unless it would be inappropriate to do so.	
LINKAGES	
The Academic Board receives reports and business for approval from the following committees and groups: 1. Learning, Teaching and Quality Committee (LTQC) 2. Strategic Recruitment Committee (SRC) 3. Research Committee (RC) 4. Ethics Committee 5. Engagement Committee (EC)	
DATE OF REVISIONS AND APPROVAL	
The Terms of Reference for Academic Board will be reviewed annually and approved at the first meeting of the academic session to ensure they are still relevant, decision-making structures are effective and it can effectively discharge its duties.	
Version	Approval
V1 2023; V2 2024;	Approved by the Academic Board on 11.10.23;
V3 2025	Approved by the Board of Governors on 27.10.23;

	Revised AB 091024; Minor amendments approved AB 081025
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COMMITTEE

3. AUDIT AND RISK COMMITTEE

OBJECTIVES

The role of the Committee is to advise and assist on the assurance and control environment of the RCS in respect of:

- proper financial management;
- safeguarding the RCS's assets;
- the financial economy, efficiency and effectiveness of the RCS's activities;
- corporate governance and the conduct of the RCS's operations;
- to ensure compliance with the mandatory requirements in relation to the Conservatoire's audit arrangements as set out in the Financial Memorandum between the Conservatoire and the SFC;
- risk management and,
- counter-fraud and whistleblowing.

RATIONALE

The Audit and Risk Committee has been established by the Board in accordance with best governance practice.

The Committee is one of the 3 Committees required by the Scottish Code of Good Higher Education Governance (revised 2022), where section 7 states that "*A suitably qualified audit committee must be appointed*", and paragraphs 93 and 94 clarify the minimum that is expected of such a committee as follows:

93. The governing body must appoint an audit committee and set up internal and external audit arrangements in accordance with the appropriate Audit Code and the Scottish Funding Council's requirements. The Audit Committee should be a small, authoritative body which has the necessary financial expertise and the time to examine the institution's financial and risk management control and governance under delegation from the governing body. The committee is expected to produce an annual report for the governing body, including its opinion on the adequacy and effectiveness of governance arrangements (not confined to financial arrangements), financial control and arrangements for promoting economy, efficiency and effectiveness.
94. The governing body should also receive reports on the institution's risk management arrangements. These may be the responsibility of the Audit Committee or of a separate Risk Committee (or equivalent).

To support the effective risk management of the institution, the RCS meets the relevant governance requirements through the establishment of the Risk Management Group which reports to the Board of Governors through the Audit and Risk Committee.

MEMBERSHIP AND ATTENDEES

Members of the Committee, including its Convenor, shall be appointed by the Board, on the recommendation of the Nominations and Governance Committee.

The Convenor shall be selected from the Lay Governors.

In addition to the Convenor, the Committee membership shall comprise at least TWO other Lay Governors, only one of whom may also be a member of the Finance and

General Purposes (F&GP) Committee. The Convenor cannot be a member of the F&GP Committee but will be expected to attend meetings of that Committee.

Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations and Governance Committee, such appointment being for a specified term no longer than three years (but with re- appointment possible, subject to constraints considered appropriate at the time).

The Committee as a whole should have recent and relevant financial experience. Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting.

Only members of the Committee and the Convenor of the F&GP Committee (who would be expected to attend) have the right to attend Committee meetings.

However, the following individuals would be expected to attend all but any closed Committee meetings:

- Director of Finance and Estates;
- Deputy Director of Finance;
- Committee Secretary, and
- Representatives of the internal and external auditors.

Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be TWO members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least TWO members of the Committee have responded.

FREQUENCY

The Committee will meet at least three times per annum as determined by the Convenor and otherwise, as required.

At least once per annum, the Committee should meet formally with the external and internal auditors, without management present.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise:

- Review and advise on the appointment, fees, scope and effectiveness of internal and external auditors;
- Receive reports and discuss appropriate action with senior management and the Board in relation to the effectiveness of RCS's financial and other internal control systems and for ensuring value for money is achieved;

- Approve the external audit plan;
- Approve the internal audit plan;
- Audit needs assessment;
- Ensure that risk management systems are in place;
- Review reports on risk management arrangements;
- Receive the Risk Management Group Annual report;
- Oversee the arrangements for whistle-blowing;
- Consider and recommend annual audited financial statements to the Board;
- Review reports on legislative and technical changes;
- Produce an annual report for the Board, including the annual report from the Risk Management Group, which reports on the adequacy and effectiveness of governance arrangements and on RCS's internal controls;
- Consider the arrangements (in terms of policies and frameworks) for promoting financial economy, efficiency and effectiveness, and advise the Board accordingly at least once per annum; and
- Any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval, subject to review by the Nominations and Governance Committee.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations and Governance Committee

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;
- Seek any information that it requires from any relevant RCS employee;
- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair;
- Approve any proposal to re-appoint the external auditors;
- Approve the external audit plan;
- Approve the external audit fee;
- Approve the internal audit plan; and
- Agree the audit needs assessment.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and

- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless otherwise agreed with the Board Chair, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board.

Following review, as appropriate, the Committee will recommend for Board approval:

- The appointment of external auditors; and
- Audited annual financial statements.

The decision whether or not to re-appoint the existing external auditors is delegated to the Committee, subject to ratification by the members at the RCS Annual General Meeting.

The Committee will also produce an annual report to the Board including:

- Its opinion on the adequacy and effectiveness of governance arrangements and RCS's internal controls;
- Its opinion on the arrangements (in terms of policies and frameworks) for promoting economy, efficiency and effectiveness; and
- The annual report from the Risk Management Group.

ADMINISTRATION

The PA to the Director of Finance (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor. Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of Board unless it would be inappropriate to do so.

LINKAGES

At least once a year, the Committee should meet with the F&GP Committee to consider the annual financial statements before the Committee recommends their approval to the Board.

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations and Governance Committee.

DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by Committee on 16.10.2023 Approved by the Board on Date 27.10.2023

COMMITTEE
5. FINANCE AND GENERAL PURPOSES COMMITTEE
OBJECTIVES The Committee examines all matters which have major financial implications for the RCS and therefore it is involved in the examination of all aspects of the RCS's planning and budgetary processes. The scope of the Committee's remit may, from time to time, include the examination of issues which extend beyond financial, but which are nevertheless of strategic importance. The Finance and General Purposes Committee <i>also</i> recommends to the Board of Governors the RCS's annual revenue and capital budgets and monitors performance in relation to these approved budgets.
RATIONALE The establishment of the Committee is a voluntary choice by the RCS to support the effective operation of the institution and its Board of Governors.
MEMBERSHIP AND ATTENDEES Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Nominations and Governance Committee. The Convenor shall be selected from the Lay Governors. In addition to the Convenor, the Committee membership shall comprise: • Chair of the Board (ex officio); • FOUR Lay Governors; • Principal (ex officio); and • Student Union President (ex officio). Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations and Governance Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time). Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting. Only members of the Committee and the following individuals (who would be expected to attend and play an active part in the proceedings) and the Committee Secretary have the right to attend Committee meetings: • Convenor of the Audit and Risk Committee; • Director of Finance and Estates; • Director of Human Resources; • Deputy Director of Finance; • Deputy Principal; and • Director of Business Development • RCS Secretary.

Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be THREE members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least FOUR members of the Committee have responded.

FREQUENCY

The Committee will meet at least six times per annum as determined by the Convenor and otherwise, as required.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise:

- scrutinise draft budgets and forward financial forecasts and make recommendations to the Board of Governors for approval of those draft budgets and forecasts;
- scrutinise monthly management accounts;
- monitor and examine key performance indicators;
- monitor and examine business development, including student recruitment;
- scrutinise draft statutory accounts prior to audit and thereafter support the Audit and Risk Committee as it considers and finally recommends audited accounts to the Board for adoption;
- monitor treasury management activities and, in particular:
 - appoint/re-appoint investment managers;
 - set the parameters of investment policy within which investment managers will operate; and
 - monitor the performance of investment managers;
- scrutinise proposals for material alterations to staff contractual arrangements, including pensions provision, and make recommendations to the Board of Governors accordingly;
- prior to its submission to the full Board, receive and comment upon the annual report in respect of progress in relation to the Strategic Plan and the Outcome Agreement; and
- carry out any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval, subject to review by the Nominations and Governance Committee.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations and Governance Committee.

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;
- Seek any information that it requires from any relevant RCS employee;
- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair
- evaluate changes to budgets and forecast expenditure proposed by the executive as appropriate with reference to alignment with strategic plan objectives and overall affordability, provide challenge to the executive and refer back to the Board if necessary.
- Appoint/re-appoint investment managers;
- Set the parameters of investment policy within which investment managers will operate.
- Sign off the TRAC report

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless otherwise agreed with the Board Chair, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board, including recommendations as appropriate.

Following review, as appropriate, the Committee will recommend for Board approval:

- Draft budgets and forecasts;
- Proposals for material alterations to staff contractual arrangements, including pensions provision; and
- The annual report in respect of progress in relation to the Strategic Plan and the Outcome Agreement.

ADMINISTRATION

The Trust Administrator and PA to Director of Finance and Estates (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES

At least once a year, the Committee should meet with the Audit and Risk Committee to consider the annual financial statements before the Audit and Risk Committee recommends their approval to the Board.

The consideration of material alterations to staff contractual arrangement, including pension provision, also falls within the responsibilities of the People and Culture Committee and the Remuneration Committee. When making recommendations to the Board following their scrutiny of any such proposals, the Committee may do so jointly with these other Committees or separately, as appropriate.

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations and Governance Committee.

DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by the Committee on 16 October 2023 Approved by the Board of Governors on 27.10.23

COMMITTEE
6. FUNDRAISING COMMITTEE
OBJECTIVES
The purpose of the Committee is to: • Ensure approval and oversight of a fundraising strategy that aligns with and enables the achievement of the RCS strategic plan; • Actively support and challenge the RCS executive in the development of and securing of additional and recurring revenue sources and/or streams to support scholarship, project, campaign, and unrestricted income activity with a target of £1m-plus per annum; and • Approve and oversee the strategy for alumni engagement and future giving.
RATIONALE
The establishment of the Committee is a voluntary choice by the RCS to support the effective operation of the institution and its Board of Governors.
MEMBERSHIP AND ATTENDEES
Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Nominations and Governance Committee. The Convenor shall be selected from the Lay Governors. In addition to the Convenor, the Committee membership shall comprise: • Chair of the Board (<i>ex officio</i>); • At least TWO Lay Governors; and • Principal (<i>ex officio</i>). Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations and Governance Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time). Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting. Only members of the Committee and the following individuals (who would be expected to attend and play an active part in the proceedings) and the Committee Secretary have the right to attend Committee meetings: • Director of External Relations; • Strategic Director of Principal Gifts; and • Head of Fundraising. Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.
QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be THREE members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least THREE members of the Committee have responded.

FREQUENCY

The Committee will meet at least THREE times per annum, as determined by the Convenor and otherwise, as required.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise:

- On behalf of the Board, maintain oversight and approval of RCS's Fundraising in terms of delivery against the institutional Strategic Plan;
- As a member of the Fundraising Committee, demonstrate an active commitment to the Committee's work by securing an agreed level of fundraising per annum fulfilled through personal or corporate donations from committee members or through active engagement with their network
- Support fundraising in line with the overarching strategic goals of RCS;
- Play a key role in widening and cultivating donors, connectors and influencers across Scotland, UK and the rest of the world to achieve RCS's fundraising goals;
- Commit to the delivery of a Committee target (as agreed) through personal or corporate donations from committee members and their networks;
- Be the formal liaison-point with the International Advisory Board;
- Encourage wider Board engagement with fundraising activities;
- Nurture opportunities which enhance RCS's ability to cultivate new and existing donors; and
- Carry out any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval, subject to review by the Nominations and Governance Committee.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations and Governance Committee.

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;
- Seek any information that it requires from any relevant RCS employee;

- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair;
- Set appropriate metrics by which Committee members might demonstrate an active commitment to the Committee's work by securing an agreed level of fundraising per annum fulfilled through personal or corporate donations from them or through active engagement with their network;
- Play a key role in widening and cultivating donors, connectors and influencers across Scotland, UK and the rest of the world to achieve RCS's fundraising goals;
- Be the formal liaison-point with the International Advisory Board; and
- Nurture opportunities which enhance RCS's ability to cultivate new and existing donors.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless otherwise agreed with the Board Chair, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board, including recommendations as appropriate.

Following review, as appropriate, the Committee will recommend for Board approval:

- The RCS fundraising strategy; and
- The RCS strategy for alumni engagement and future giving.

The Committee will also produce an annual report to the Board which will include recommendations, as appropriate, concerning RCS's fundraising activities and strategy.

ADMINISTRATION

The Head of Fundraising (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES

The Committee acts as the formal liaison point with the International Advisory Board.

The Committee is also expected to encourage wider Board engagement with fundraising activities.

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations and Governance Committee.

DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by the Committee on 26.09.23 Approved by the Board of Governors on 27.10.23

COMMITTEE
7. INFRASTRUCTURE COMMITTEE
OBJECTIVES The purpose of the Committee is to oversee the operation and, where appropriate, development of the RCS Estate Strategy to ensure that it supports the achievement of the RCS strategic plan. The Committee has delegated responsibility for the control of major capital works in accordance with the terms of the guidelines and directions issued by the Scottish Funding Council and Government, always observing the principles and procedures set down in the <i>Capital Projects Decision Point Process</i>. It receives, considers and ultimately recommends the Estate Strategy to the Board of Governors.
RATIONALE The establishment of the Committee is a voluntary choice by the RCS to support the effective operation of the institution and its Board of Governors.
MEMBERSHIP AND ATTENDEES Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Nominations and Governance Committee. The Convenor shall be selected from the Lay Governors. In addition to the Convenor, the Committee membership shall comprise: • Chair of the Board (ex officio); • Convenor of the Finance and General Purposes Committee (ex officio); • Up to TWO Lay Governors; • Principal (ex officio); and • Student Union President (ex officio). Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations and Governance Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time). Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting. Only members of the Committee and the following individuals (who would be expected to attend and play an active part in the proceedings) and the Committee Secretary have the right to attend Committee meetings: • Director of Finance and Estates; and • Head of Estates. Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the

Committee Convenor.

QUORUM
The quorum necessary for the transaction of business at a Committee meeting shall be THREE members. Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote. Where a decision needs to be taken by email circulation out with a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least THREE members of the Committee have responded.
FREQUENCY
The Committee will meet as required, as determined by the Convenor. Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.
DUTIES AND RESPONSIBILITIES
The duties of the Committee comprise: • On behalf of the Board, maintain oversight and approval of RCS's Estate Strategy and its fit with the institutional Strategic Plan; • Review the environmental impact of the RCS and make recommendations as appropriate; • Explore potential opportunities to enhance the RCS Estate in support of achieving the institutional Strategic Plan and make recommendations as appropriate; Following appropriate approval by the Board, control major capital works in accordance with the terms of the guidelines and directions issues by the Scottish Funding Council and Government, always observing the principles and procedures set down in the <i>Capital Projects Decision Point Process</i>, and carry out any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board. At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval, subject to review by Nominations and Governance Committee.
DELEGATED AUTHORITY
The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations and Governance Committee. The Committee shall be provided with sufficient resources in order to carry out its duties. The Committee is authorised to: • Investigate any activity within its terms of reference; • Seek any information that it requires from any relevant RCS employee; • Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair;

- Explore opportunities to enhance the RCS Estate through acquisition and/or development, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair; and
- Following appropriate approval by the Board, control major capital works in accordance with the terms of the guidelines and directions issues by the Scottish Funding Council and Government, always observing the principles and procedures set down in the *Capital Projects Decision Point Process*.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless there has been no activity on which to report since the last such update, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board, including recommendations as appropriate.

Following review, as appropriate, the Committee will recommend for Board approval:

- The RCS Estate strategy, and any changes to it.

ADMINISTRATION

The Director of Finance and Estates (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES	
Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference. Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group would require Board approval, following review by the Nominations and Governance Committee).	
DATE OF REVISIONS AND APPROVAL	
Version	Approval
Final 2023	Approved by the Committee on 16 October 2023 Approved by the Board of Governors on 27.10.23

8. NOMINATIONS AND GOVERNANCE COMMITTEE

OBJECTIVES

The role of the Committee is to oversee and make recommendations to the Board of Governors on matters relating to the effectiveness of governance structures and practices, and the composition and competence required for the Board of Governors and committees.

RATIONALE

The Committee is one of the 3 Committees required by the Scottish Code of Good Higher Education Governance (revised 2022), where section 7 states that “*The governing body must establish a nominations committee with a suitably inclusive membership to oversee the appointment of new member to the governing body*”, and paragraphs 91 and 92 clarify the minimum that is expected of such a committee as follows:

91. The membership of the nominations committee should have a lay member majority. The membership should include the Chair, the Principal, at least one Elected or Union staff member and a student member of the governing body. Where the Chair is the chair of the nominations committee, this role should be delegated to another member when the committee is managing the appointment of the Chair's successor.

92. The nominations committee is expected to consider the field of candidates against a skills register and also to consider whether candidates share the values of the institution and will add to the overall success and health of the institution. **The nominations committee must also give due consideration to issues of equality and diversity**, in line with Section 3 of this Code, and to the appropriate inclusion in the governing body of relevant stakeholder groups.

Following the External Governance Effectiveness Review (2025), the rationale is extended explicitly to include:

The RCS Governance and Nominations Committee is expected to maintain oversight of the governance activities and resource requirements, to ensure the good practice and consistency is maintained across the governance of the Conservatoire.

MEMBERSHIP AND ATTENDEES

Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Committee.

The Convenor shall be the **Chair** of the Board.

In addition to the Convenor, the Committee membership shall comprise:

- Senior Independent Governor (*ex officio*);
- One of the Staff Governors (*ex officio*);
- President of the RCS Students Union (*ex officio*);
- Principal (*ex officio*); and
- Up to TWO other Lay Governors.

Normally, the Staff Governor should be one of the Elected Staff Governors. However, in exceptional circumstances, the Staff Governor could be the Governor nominated and elected by the Academic Board.

Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time).

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be THREE members, including at least one of the Lay Governor members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least THREE members of the Committee have responded.

FREQUENCY

The Committee will meet three scheduled times per year normally in September, February, June plus as required at times determined by the Convenor.

Meetings will normally take place online, but may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise:

Membership

- Monitor the Board membership and identify persons who fulfil the agreed criteria (including balance of skills, attributes, equality and diversity) for Lay Governor membership as set out in Article 3(i) of the RCS Amendment Order 2020, normally through advertisement and report annually to the Board;
- Notify the Board of vacancies in its membership, and on its committees and to ensure the integrity of the Board approved selection processes
- Recommend to the Board the membership of the Committees of the Board;
- To fill agreed vacancies for co-opted membership of Board Committees and Working Groups and recommend to the Board

Recruitment, election, induction, and development

- Manage the election and appointment process for the Chair;
- Manage the appointment process for the Principal;
- Manage the recruitment process for new lay members
- Recommend the appointment of new lay members to the Board following the recruitment process
- Oversee the induction of all governors to the Board (Staff, Student, Lay), including monitoring mentoring of new members
- Satisfy itself that a nominee recommended to the Board is aware of their responsibilities, is not disbarred by any provision of the Articles of Association, other legal requirements, the provisions of the Charities Act and is prepared to serve if elected
- Review the arrangements in place for ongoing development of all governors and any implications for the skills mix across the board

Effectiveness and enhancement

- Manage the process of external governance review every five years
- Have ownership of the action plan related to the external governance review, monitoring implementation of any recommendations/ suggestions as relevant
- Receive and monitor internal bi-annual committee effectiveness reviews of governance committees
- Receive, consider and, where appropriate, develop proposals for changes to the Committee structure, including Committee Terms of Reference and any cross-Committee sub-groups and make recommendations to the Board;

Other duties

- Manage the process for Fellowship of the RCS; and
- Any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board.

The Committee shall be provided with sufficient resources in order to carry out its duties. The Committee is authorized to:

- Investigate any activity within its terms of reference;
- Seek any information that it requires from any relevant RCS employee;
- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair;
- Manage the selection and appointment process for new Lay Governors, including any associated advertising and other executive search activity;
- Manage the election and appointment process for the Chair, including any associated advertising and other executive search activity;
- Manage the appointment process for the Principal, including any associated advertising and other executive search activity; and
- Manage the process for Fellowship of the RCS.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

In particular, it is envisaged that such a sub-group would be set up whenever it was necessary to manage the process for appointing the Board Chair's successor in compliance with the relevant law.

REPORTING AND MATTERS FOR REFERRAL

Unless there has been no activity on which to report since the last such update, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board.

Following review, as appropriate, the Committee will recommend for Board approval:

- Proposals for changes in the membership of the Board, including the appointment of new Lay Governors;
- The membership of Board Committees;
- Proposals for changes to the Board Committee structure, including Committee Terms of Reference and any proposed cross-Committee sub-groups;
- As appropriate, the person elected to succeed the Chair;
- As appropriate, the person selected to succeed the Principal; and

- Proposals for Fellowship of the RCS.

The Committee will also produce an annual report to the Board including:

- Its opinion on the extent to which the balance of skills, attributes, equality and diversity within the Board Lay Governors fulfil the agreed criteria as set out in Article 3(i) of the RCS Amendment Order 2020; and
- The results of the latest review of the effectiveness of the Board, its Committees and its members.

ADMINISTRATION

The RCS Secretary to the Board (or, whom failing, their representative) will act as Secretary to the Committee.

Three meetings of the committee will be timetabled on an annual basis, taking into account the schedule of Board meetings to ensure appropriate

reporting plus, additional meetings may be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

- Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, will be forwarded to each member of the Committee and any other person required to attend.
- Supporting papers will be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.
- The Secretary will minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.
- Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.
- Draft minutes of Committee meetings will be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations Committee.

DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by the Committee 29 September 2023 Approved by the Board of Governors on 27 January 2023
Major Revision 2025	Approved by the Committee: 19 May 2025 (Following GER) Approved by the Board of Governors on: 27.06.2025

COMMITTEE
9. PEOPLE AND CULTURE COMMITTEE
OBJECTIVES
The Committee is responsible for the review of what it is like to be a member of staff or a student at the RCS and the strategies in place which shape this "people experience". This includes consideration of the culture(s) in place, as well as satisfaction and well-being considerations for both members of staff and members of the student body, with a view to ensuring that the strategies and policies in place are effective in promoting the desired values and culture across all aspects of the RCS and, in so doing, support the achievement of the RCS strategic plan. The Committee will monitor and report on strategic progress and will review related KPIs and data, which will inform future development. The Committee will make recommendations to the audit cycle as and when appropriate. The Committee shall provide a People and Culture report to the Board of Governors which will include Health Safety and Wellbeing, and Equality, Diversity and Inclusion activities. The Committee shall ensure that the Conservatoire approaches are directed by and consistent with the RCS Strategic Plan: • aligned with our mission, vision, values; • facilitative of the inclusive culture to which we aspire; and • based on dignity through equality and diversity.
RATIONALE
The establishment of the Committee is a voluntary choice by the RCS to support the effective operation of the institution and its Board of Governors.
MEMBERSHIP AND ATTENDEES
Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Nominations and Governance Committee. The Convenor shall be selected from the Lay Governors. In addition to the Convenor, the Committee membership shall comprise: • Deputy Principal (ex officio); • Elected Staff Governor (Academic Services) (ex officio); • Elected Staff Governor (Professional Services) (ex officio); • FOUR Lay Governors; and • Student Union President (ex officio). Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations and Governance Committee, such appointment being for a specified term no longer than three years (but with re-appointment possible, subject to constraints considered appropriate at the time). Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting.

Only members of the Committee and the following individuals (who would be expected to attend and play an active part in the proceedings) and the Committee Secretary have the right to attend Committee meetings:

- Director of HR;
- Equality, Diversity and Inclusion Officer;
- Health, Safety and Wellbeing Manager;
- Part-time Teaching Staff Representative; and
- Trade Union Representative(s).

Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be FOUR members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least FOUR members of the Committee have responded.

FREQUENCY

The Committee will meet at least once per term as determined by the Convenor and otherwise, as required.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise to:

- act as a sounding board and, where appropriate, provide advice, support, and a degree of challenge, from a breadth of perspectives on key people and culture strategies – including but not limited to:
 - Recruitment and Induction;
 - Recognition and Reward;
 - Learning and Development;
 - Health, Safety and Wellbeing;
 - Equality, Diversity and Inclusion; and
 - Student life cycle;
- Monitor the current talent pools of staff in the RCS, identify potential future needs and capabilities, and develop systematic approaches to meet the changing workplace;
- Monitor student applicant pathways and anticipate potential future barriers and opportunities to entry into arts education;
- Regularly review that the RCS has adequate processes and procedures in place to drive transformational change and enhance employee engagement as required;
- Monitor the policy portfolio that supports compliance and enhances the student experience and that, where appropriate, staff and student policies interface with a common purpose;

- Provide guidance and oversight of the RCS's performance management and reward practices, including supporting the Remuneration Committee in the sourcing of the views of representatives of RCS students and staff, including recognised Trade Unions, in relation to the remuneration packages of senior management;
 - Monitor compliance in accordance with the relevant and related legal and regulatory frameworks and ensure the adoption of best practice;
 - Provide a forum for discussion of key trends in the external environment likely to impact on the RCS and, where appropriate, recommend associated actions;
 - Monitor the employee relations culture and climate within the RCS, supporting positive engagement/partnership with the recognised Trade Unions;
 - Oversee and monitor agreed performance indicators in terms of recruitment, development, absences, and staff health, safety and wellbeing – including review of:
 - Occupational injury and ill health statistics and trends (including work related absence);
 - Staff turnover statistics including information from exit interviews;
 - EDI statistics and statutory / regulatory reports;
 - Dignity at the RCS survey / other staff survey data;
 - Health and safety training courses and attendee data (in conjunction with the Risk and Audit Committee);
 - Safety audit reports (in conjunction with the Risk and Audit Committee);
 - Reports into serious incidents at work;
 - Reports arising from inspections and/ or enforcement action by relevant enforcing authorities;
 - Reports submitted by recognised employee trades unions and partnership bodies;
 - Occupational Health activity reports; and
 - Compulsory staff development training courses attendance patterns (in conjunction with the Risk and Audit Committee);
1. monitor key people risks on behalf of the Board of Governors, referring and or escalating matters as appropriate to appropriate committees (eg. Audit & Risk Committee) as necessary;
 2. explore best practice from similar organisations; and
 3. carry out any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval, subject to review by the Nominations and Governance Committee.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations and Governance Committee.

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;
- Seek any information that it requires from any relevant RCS employee;

- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair;
- Explore best practice from similar organisations;
- Obtain the views of representatives of RCS students and staff, including recognised trade unions, in relation to the remuneration package of senior management in order to support the operation of the Remuneration Committee; and
- Escalate to any other RCS Committee, as appropriate, any matters of concern within its remit.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless otherwise agreed with the Board Chair, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board, including recommendations as appropriate.

The Committee will also produce an annual report to the Board which will include Health Safety and Wellbeing, and Equality, Diversity and Inclusion activities.

ADMINISTRATION

The Deputy Director of Human Resources (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES

In conjunction with the RCS Nominations and Governance Committee, the Committee shall ensure that there are appropriate mechanism(s) in place by which the RCS Remuneration Committee will receive the views of representatives of RCS students and staff, including recognised trade unions, in relation to the remuneration package of senior management.

In conjunction with the RCS Audit and Risk Committee, the Committee shall:

- review appropriate staff training attendance and completion data;
- review relevant audit reports (e.g. regarding safety); and
- monitor key people risks,

and make recommendations as appropriate.

The Committee receives report from Operational Health, Safety and Wellbeing Committee (which is also attended by the Committee Convenor).

Where it considers appropriate, the Committee may escalate matters of concern relating to any aspect of its remit to other RCS Committees as well as to the Board.

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations and Governance Committee.

DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by the Committee 13.09.23 Approved by the Board of Governors on 27.10.23

COMMITTEE
10. REMUNERATION COMMITTEE
OBJECTIVES The role of the Committee is to ensure that the salaries and terms and conditions of members of the RCS senior management, including any severance arrangements, are decided in accordance with agreed policies and processes and take account of all relevant external requirements, including those of: • the Scottish Funding Council; • the Scottish Code of Good Higher Education Governance; and • the Committee of Scottish Chairs' Guidance Note on the Operation of Remuneration Committees in Scottish Higher Education. The Committee will ensure that all salaries and conditions are determined by the use of performance management systems, such as the Professional Update process, and a transparent reward framework, using appropriate salary benchmarking for the RCS/Public Sector as appropriate and the RCS pay award.
RATIONALE The Committee is one of the 3 Committees required by the Scottish Code of Good Higher Education Governance (revised 2022), where section 7 states that: “The governing body must establish a remuneration committee to determine and review the salaries, benefits and terms and conditions (and, where appropriate, severance payments) of the Principal and such other members of staff as the governing body deems appropriate. The policies and processes used by the remuneration committee must be determined by the governing body, and the committee’s reports to the governing body should provide sufficient detail to enable the governing body to satisfy itself that the decisions made have been compliant with its policies.” Paragraphs 95 to 103 clarify the minimum that is expected of such a committee as follows: 95. The remuneration committee is responsible for determining and reviewing the salaries, benefits and terms and conditions (and, where appropriate, severance payments) of the Principal and such other members of staff as the governing body deems appropriate. The policies and processes used by the remuneration committee must be determined by the governing body. 96. The remuneration committee will be open, objective and accountable in exercising its responsibilities in keeping with the nine principles of public life in Scotland (Appendix 2). 97. The policies and processes used by the remuneration committee in reaching decisions on individuals must be discussed by the whole governing body and approved by that body. The remuneration committee’s reports to the governing body should provide sufficient detail of the broad criteria and policies against which decisions, including in relation to any unusual severance payments, have been made. 98. Membership of the remuneration committee should have a majority of lay members. A majority of these lay members should be members of the governing body (others may be external lay committee members).

The Secretary to the governing body should normally attend all meetings of the remuneration committee but **must not be** in attendance when their own remuneration is being considered. The Principal should be consulted on remuneration relating to other senior post-holders and should attend meetings of the committee, except when the committee discusses matters relating to the Principal's own remuneration.

99. The remuneration committee is expected to seek and make use of sufficient relevant information to reach well-informed, evidence-based decisions. This should include appropriate comparative information on salaries and other benefits and conditions of service in equivalent positions in the higher education sector and elsewhere, including other organisation that similarly receive public funding; national pay awards and rates of pay used throughout the institution; and assessments of relevant individuals' performance.
100. In addition, the remuneration committee is expected to seek the views of representatives of students and staff of the institution, including representatives of recognised trade unions, in relation to the remuneration package of the Principal and the senior executive team. This requirement may be implemented in part through relevant members of the governing body serving as members of the remuneration committee or attending its meetings, or may be achieved through separate consultation with representatives of the student and staff communities. The relevant process should form part of the policies and processes approved by the whole governing body, as outlined above.
101. The remuneration committee is expected to represent the public interest and avoid any inappropriate use of the institution's funds. In particular, it **must** take account of the SFC's expectations of the institution in their Financial Memorandum regarding the use of public funds, including with regard to the salary and terms and conditions for senior appointments.
102. The remuneration committee is expected similarly to act proportionately and with regard to the appropriate use of funds when considering severance arrangements for senior staff. The institution **must** have in place a clear policy on severance payments and must adhere to the principles set out in the SFC's Financial Memorandum when taking decisions about such payments, including settlement agreements. Severance packages must be consistent with the institution's policy and that policy must include a formal statement of the types of severance arrangements that should be approved by the remuneration committee or equivalent and approved formally by the governing body. These **must** include an severance package proposed for a member of the senior management team, in recognition of the level of accountability that is attached to senior management positions.
103. Where a settlement agreement has been put in place for the Principal of an institution, the information that will in due course be contained in the institution's financial statements should be published as soon as possible after the date of the settlement agreement.

To support the effective operation of the institution, the RCS has chosen to include all direct reports of the Principal and a number of other significant roles within the scope of the Remuneration Committee. Thus, for the purposes of this Terms of Reference, the term "senior management" covers the holders of the following roles (on either a permanent or interim basis):

- Principal;

- Deputy Principal;
- Director of Business Development;
- Director of Stage and Screen;
- Director of External Relations;
- Director of Finance and Estates;
- Director of Human Resources;
- Director of Music; and
- Director of Research and Knowledge Exchange.

MEMBERSHIP AND ATTENDEES

Members of the Committee, including its Convenor, shall be appointed by the Board of Governors (Board), on the recommendation of the Nominations and Governance Committee.

The Convenor shall be the Chair of the Board

In addition to the Convenor, the Committee membership shall comprise:

- Convenor of the Finance and General Purposes (F&GP) Committee (ex officio); and
- at least ONE other Lay Governor.

Where the Committee believes its skillset should be enhanced in some area, an additional suitably-skilled non-Board member, external to the RCS, may be appointed as a member of the Committee by the Board, on the recommendation of the Nominations and Governance Committee, such appointment being for a specified term no longer than three years (but with re- appointment possible, subject to constraints considered appropriate at the time).

Meetings of the Committee should be chaired by the Convenor. In the absence of the Convenor, the remaining members of the Committee present at the meeting shall elect one of themselves to act as Chair for the meeting.

Only members of the Committee and the following individuals (who would be expected to attend, except when their own remuneration and terms and conditions are being discussed or in other circumstances at the discretion of the meeting Chair) have the right to attend Committee meetings:

- Principal;
- Director of Human Resources; and
- Secretary to the Board.

Other individuals (from either within or external to the RCS) may be invited to attend all or part of any Committee meeting as and when appropriate, subject to the agreement of the Committee Convenor.

QUORUM

The quorum necessary for the transaction of business at a Committee meeting shall be THREE members.

Where necessary, decisions are by majority vote of members present at a meeting. In the event of equality in voting on any decision, the meeting Chair shall have a casting vote.

Where a decision needs to be taken by email circulation outwith a Committee meeting, a majority of responses in favour of the proposal will be sufficient to approve it, provided at least THREE members of the Committee have responded.

FREQUENCY

The Committee will meet at least once per annum as determined by the Convenor and otherwise, as required.

Meetings may take place in person or by telephone or video conference, or by any other means of communication through which members attending the meeting are able to hear and speak to each other.

DUTIES AND RESPONSIBILITIES

The duties of the Committee comprise:

- Formulating, advising on and keeping under review the RCS policy and procedures for remuneration of senior staff, for approval by the Board;
- Obtaining sufficient relevant information to reach well-informed, evidence-based decisions, including:
 - appropriate comparative information on salaries and other benefits and conditions of service in equivalent positions in the higher education sector and elsewhere, including other organisation that similarly receive public funding;
 - national pay awards and rates of pay used throughout the RCS; and
 - performance assessments of the members of senior management;
- Receiving the views of representatives of RCS students and staff, including recognised trade unions, in relation to the remuneration package of senior management;
- Reviewing and determining the salary and terms and conditions of members of senior management;
- Formulating and advising on the RCS's policy on severance arrangements and approving the terms of any severance or early retirement arrangements for a senior manager;
- Determining any issue referred to it by the Board concerning remuneration and terms and conditions of senior staff;
- Reporting its decision to the Board; and
- Any other duty relevant to the Committee's Objectives identified by the Committee or requested of it by the Board.

At least once every two years the Committee shall review its own performance, composition, and Terms of Reference to ensure that it operates effectively, and recommend any changes it considers necessary to the Board for approval, subject to review by the Nominations and Governance Committee.

DELEGATED AUTHORITY

The Committee is appointed by the Board from which it receives its authority, and any material change to these Terms of Reference must be approved by the Board, on the advice of the Nominations and Governance Committee

The Committee shall be provided with sufficient resources in order to carry out its duties.

The Committee is authorised to:

- Investigate any activity within its terms of reference;

- Seek any information that it requires from any relevant RCS employee;
- Obtain outside legal or independent professional advice, subject to budgetary constraints agreed with the Director of Finance and Estates and with the agreement of the Board Chair;
- Seek sufficient relevant information to reach well-informed, evidence-based decisions, including appropriate comparative information on salaries and other benefits and conditions of service in equivalent positions in the higher education sector and elsewhere, including other organisation that similarly receive public funding;
- Seek the views of representatives of RCS students and staff, including recognised trade unions, in relation to the remuneration package of senior management;
- Approve the salary and terms and conditions of members of RCS senior management;
- Approve the terms of any severance or early retirement arrangement for a senior manager.

Where, to support its effective operation, the Committee believes that it would be appropriate to set up a sub-group to undertake a specific task within the Committee's remit, the Committee is authorised to set up such a sub-group provided that the following are satisfied:

- The sub-group shall be chaired by a member of the Board (who would normally be expected also to be a member of the Committee);
- The sub-group members, who may, but do not need to, have a prior connection with the RCS, are chosen for their relevant skills and experience by the sub-group chair, subject to the agreement of the Committee Convenor;
- The purpose of the sub-group is clearly documented, along with the decision-making protocols and reporting arrangements that will apply; and
- The sub-group shall exist only for as long as the Committee, following discussion with the sub-group chair, considers is necessary.

REPORTING AND MATTERS FOR REFERRAL

Unless otherwise agreed with the Board Chair, the Committee Convenor will provide a written update on the Committee's activities to every meeting of the Board.

Following review, as appropriate, the Committee will recommend for Board approval:

- The RCS policy and procedures for remuneration of senior staff; and
- The RCS policy and procedures for severance arrangements for senior staff.

The Committee will also produce an annual report to the Board setting out appropriate details concerning the salary and terms and conditions of members of senior management.

ADMINISTRATION

The Deputy Director of Human Resources (or, whom failing, their representative) will act as Secretary to the Committee.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Convenor, or any of its members with the agreement of the Convenor.

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend.

Supporting papers shall be sent (or otherwise made available) to Committee members, and to other attendees as appropriate, at the same time or as soon as practicable thereafter.

The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those members present and those in attendance.

Committee members shall disclose, at the beginning of each meeting, the existence of any conflicts of interest and the Secretary shall minute any accordingly.

Draft minutes of Committee meetings shall be circulated to all members of the Committee, and, where appropriate, relevant attendees, and, once agreed, may be made available to all members of the Board unless it would be inappropriate to do so.

LINKAGES

It is envisaged that the appropriate mechanism(s) by which the Committee will receive the views of representatives of RCS students and staff, including recognised trade unions, in relation to the remuneration package of senior management will be established in conjunction with the RCS People and Culture Committee.

Any Committee will be entitled to have joint meetings with any other Committee on matters within their scope. At any such joint meeting, should a decision be required to be taken, that decision will be taken separately by each Committee, in accordance with its own Terms of Reference.

Any more permanent joint working by any Committee (for example, creation of an additional Committee or cross-Committee sub-group) would require Board approval, following review by the Nominations and Governance Committee.

4. DATE OF REVISIONS AND APPROVAL

Version	Approval
Final 2023	Approved by the Committee 2 October 2023 Approved by the Board of Governors 27.10.23

Board Groups

11 AD HOC CORPORATE GOVERNANCE REFERENCE GROUP

Remit

This group is established by the Board of Governors to meet on an ad hoc basis in order to receive sensitive information, for example about complaints or sensitive issues that could impact the governance and/or reputation of the Royal Conservatoire of Scotland (RCS), which might raise general or specific issues of concern or suggest a significant lapse in good governance.

It would provide a mechanism for determining whether and in what way these matters should be considered and eventually brought formally to the attention of the Board.

It is noted that any complaints about:

- the Principal or Governors shall go to the Chair
- the Chair shall go to the Senior Independent Governor

Membership

- Chair of the Board of Governors
- Convenor of the Audit Committee
- Convenor of the Remuneration Committee
- Senior Independent Governor

Additional members may be appointed by the group on an ad hoc basis and individuals e.g. the Principal, may be invited to participate.

In Attendance

Secretary (Secretary to the group)

Meeting Frequency

This group will meet on an ad hoc basis as circumstances demand at the instigation of the Chair or the Senior Independent Governor.

12 CONVENORS' GROUP

Remit

The convenors' group is for all the convenors of RCS' Board of Governors' related committees. It is convened by the Chair.

The convenors' group meets regularly to discuss issues affecting Board committees, communicate regarding governance and committee business between committee meetings as necessary, and oversee the current annual evaluation of Board committee effectiveness.

Specifically, it:

- receives and responds to the annual effectiveness of RCS governance committees' review
- proposes the scope and approach for externally facilitated quinquennial governance review
- identifies focussed discussion items for inclusion in Board of Governors' meetings for the year ahead
- operates as an exceptions committee as required
- makes recommendations to BOG related to committee compliance in the light of changes to the Code of Good HE Governance or other legislative agendas that require action in between BOG meetings

Membership:

All committee convenors including the Principal

In attendance:

Secretary (secretary to the group)

Meetings frequency

There will be one formal meeting of the convenor's group in June to plan the schedule of business for the forthcoming academic session.

Other meetings will be arranged as necessary.

13 RISK MANAGEMENT GROUP

Remit

The group is responsible to the Audit and Risk Committee for identification of risk and ensuring that all identified risks are assessed adequately, addressed in policies and regularly reviewed and up-dated in an systematic process.

The Group has responsibility for the Strategic Risk Register which is prioritised in terms of the overall net impact each identified risk has on the achievements of the business objectives of the RCS. Operational risk registers are maintained at department level so that risks are properly identified, owned and managed at all levels of the RCS.

The Strategic Risk Register is reviewed regularly by the Group, the Audit and Risk Committee and the Board of Governors. The RCS's risk management process is compliant with the terms of the UK Corporate Governance Code.

The Group monitors the effectiveness of communication to staff and students so as to ensure full compliance by the RCS with current legislation and associated codes of practice.

The Group also acts to oversee PREVENT policy.

Membership

- RCS's Senior Management Team
- A Lay Governor, appointed by the Board of Governors

Department heads regularly attend the Committee to widen the understanding of the risk environment across the RCS management teams.

In attendance

- Deputy Director of Finance (Secretary to the Committee)
- Secretary to the Board

Meetings Frequency

The group meets 4 times per year, plus as necessary in relation to its oversight of the PREVENT Duty.

3. ROLE DESCRIPTIONS

3.1 CHAIR: Role Description

Overview

The Chair is responsible for the leadership of the Board of Governors and is ultimately responsible for its effectiveness. The Chair's role encompasses leadership, standards, business and externality.

Appointment Process

The role of Chair is an elected position under the terms of the *Higher Education Governance (Scotland) Act 2016*. At the RCS, an appointing committee of governors is constituted by Nominations and Governance Committee which oversees all of the required procedures relating to the election, including the establishing of relevant criteria for the role, the shortlisting of candidates who are to be put forward and the management of the electoral process. The electorate is formed of the governors, staff, and students of the Conservatoire and the Secretary acts as the returning officer of the election. The successfully elected candidate is then invited by the Board to take up the role of Chair.

Term of Office

The term of office is three years in the first instance. A second and, exceptionally, third term of office, without election, can be agreed by the Board via a resolution, following a formal reappointment recommendation from Nominations and Governance Committee. Where the elected Chair was previously a Board member, their term of office as Chair restarts as year 0.

LEADERSHIP

1. Board Leadership: The Chair is responsible for the leadership of the Governing Body, referred to here as the Board. As Chair of its meetings, they are responsible for ensuring that the necessary business of the Board is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of business. Discussion needs to be held at the strategic and assurance level.
2. Constructive working relationships with Committee Convenors: The Chair should ensure, *inter alia* through a good working relationship with the Convenors of the Committees of the Board that Committee business is carried out in a proper manner, efficiently and effectively, and that regular and satisfactory reports are presented to the Board.
3. Overseeing compliance with statutes, articles, rules and regulations: The Chair should ensure that the Board acts in accordance with the instruments of governance of the Royal Conservatoire of Scotland and its internal rules and regulations, and should seek advice from the Secretary in any case of uncertainty.
4. Facilitator of collective decision-making: The Chair should ensure that the Board exercises collective responsibility, that is to say, that decisions are taken corporately by all members acting as a body. The Chair will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.
5. Performance review of board members: The Chair should ensure that the Board approves and operates a procedure for the regular appraisal/review of the performance of individual members of the Governing Body, and should participate as appraiser/reviewer in that process. The Chair should encourage members to participate in appropriate training events related to their role as a Governor of a higher education institution.

6. Recruitment to the Board: The Chair will be formally and informally involved in the process for the recruitment of new members of the Board of Governors, recognizing the importance of equality and diversity aspects with the Board, and should encourage all members to participate in events and performances organised by the Conservatoire.
7. Performance review of the Principal: The Chair will be responsible for the appraisal/review of the performance of the Principal of the Conservatoire, and will make recommendations to the Remuneration Committee accordingly.

STANDARDS

1. The Chair is responsible for ensuring that the Board conducts itself in accordance with expected standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
2. The Chair shall ensure that the Board's Secretary maintains an up-to-date Register of the Interests of board members, and shall make a full and timely personal disclosure. To ensure the maintenance of the integrity of the Board and how it is seen, the Chair shall ensure that any conflict of interest is identified, exposed, and managed appropriately.
3. The Chair will be responsible for ensuring that the Board of Governors exercises efficient and effective use of the resources of the Conservatoire for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.

THE BUSINESS OF THE ROYAL CONSERVATOIRE

1. The Chair is responsible for ensuring that the Board of Governors exercises control over the strategic direction of the Conservatoire, through the delivery of the Strategic Plan and an effective planning process; and that the performance of the Conservatoire is adequately assessed against the objectives which the Board of Governors has approved, ensuring that the financial sustainability of the institution is balanced with an appropriate level of business risk.
2. The Chair should at all times act in accordance with established protocols for the use of delegated authority or Chair's Action. All instances of the use of delegated authority or Chair's Action should be reported to the next meeting of the Board of Governors.
3. The Chair should establish a constructive and supportive but challenging working relationship with the Principal, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the University.
4. The Chair will be a member of the Finance & General Purposes Committee (or equivalent), the Fundraising Committee, Infrastructure Committee, Remuneration Committee and will also convene the Nominations and Governance Committee and the Convenors' Group. The Chair will also attend and play an active role in the Conservatoire's annual graduation ceremonies and other events as required.
5. The Chair will be an authorised signatory for documents as set out in the Conservatoire's policies and procedures. These include documents signed under seal and deeds (in accordance with the contract signing procedures and the Conservatoire's financial authority limits) as well as the annual financial statements of the Conservatoire.

THE EXTERNAL ROLE

1. The Chair will represent the Governing Body and the Conservatoire externally and will be a member of the Committee of University Chairs (CUC).
2. The Chair may be asked to use personal influence and networking skills on behalf of the Conservatoire.
3. The Chair is expected to be an effective and enthusiastic ambassador with key stakeholders and the Conservatoire. This role, in particular, will be exercised in a carefully co-ordinated way with other senior officers and staff of the Conservatoire.

OTHER REQUIREMENTS/ EXPECTATIONS

1. The FTE equivalent time normally associated with the role is 0.3FTE (1 ½ days) of work per week during term time

Remuneration

- An appropriate and reasonable rate of remuneration via an honorarium is to be made available. This honorarium is to be fixed by the Board of Governors and the applicable rate is required to be stated in the Chair's letter of appointment.
- Travel & other direct expenses reimbursed.

3.2 VICE CHAIR: Role Description

Overview

This role description is to be read in conjunction with that of the Chair of Governors. The primary role of the Vice-Chair is to support the Chair of Governors and, where appropriate, to lead the Board of Governors in their absence.

There may be more than one vice-chair. The role may be used to deputise and/or in an advisory capacity.

Appointment Process

The Chair is nominated by Nominations and Governance Committee for appointment by the Board of Governors.

Term of Office

The Vice Chair is appointed to the role for 3 years in the first instance, with two further possible terms of 3 years. This is, however, limited to the actual period (and associated maximum) period of lay governor membership of the person appointed to be the Vice Chair.

Responsibilities & Requirements of The Role

1. To undertake the temporary leadership of the Board of Governors in the absence of the Chair.
2. To chair meetings of the Board of Governors in the absence of the Chair and ensure the effectiveness of such meetings.
3. To assist and participate in the full range of responsibilities necessary for the Board of Governors to discharge its responsibilities.
4. To substitute for the Chair in their absence in any of the functions described in the Role Description of the Chair or any other matter.
5. Take on specific responsibilities as delegated by the Chair.
6. To be willing to attend events organized by The Conservatoire and other bodies.

REMUNERATION

- This role is a voluntary one.
- Travel & other direct expenses reimbursed

3.3 SENIOR INDEPENDENT GOVERNOR: Role Description

Overview

This role is that of an 'intermediary governor' with whom other members can raise concerns about the conduct of the Board, its members, and/or the Chair.

Appointment Process

The Senior Independent Governor (SIG) is nominated by Nominations and Governance Committee for appointment by the Board of Governors.

Term of Office

The SIG is appointed to the role for 3 years in the first instance, with two further possible terms of 3 years. This is, however, limited to the actual period (and associated maximum) period of lay governor membership of the person appointed to be the role.

Responsibilities & Requirements of the Role

1. To be available to any Governor, whether individually or collectively, should they wish to raise concerns that they have not been able to resolve through normal channels, for example, via the *Chair* of the Board, the *Principal*, the convenor of Audit & Risk Committee or the Secretary. These concerns might include, but are not necessarily limited to, concerns about Board and/or committee governance arrangements which it has not been possible to resolve through normal channels.
2. Maintain regular contact with Governors to understand their issues and concerns.
3. On behalf of the Board, to ensure that the views of Governors are sought annually on the performance of the *Chair* of the Board and to be responsible to the Board for the annual appraisal of the *Chair* of the Board and for feeding back to *them* the findings of the annual survey or opinion.
4. Receive support and input from the Secretary and Clerk to the Board of Governors to progress an annual appraisal of Board effectiveness and compliance with the Code of Good HE Governance
5. Convene the RCS **Ad Hoc Corporate Governance Reference** Group
6. To become involved on any exceptional occasions when the Board of Governors and Governors (individually or jointly) have concerns about the performance of the *Chair* of the Board.
7. Be available to engage with external stakeholders if the normal channels (as set out in 1 above) are not appropriate.
8. To undertake such other duties as may, from time-to-time, be assigned by the Board to the Senior Independent Governor.

REMUNERATION

- This role is a voluntary one.
- Travel & other direct expenses reimbursed

BOARD OF GOVERNORS: DESCRIPTION OF ROLE AND RESPONSIBILITIES OF GOVERNORS

INTRODUCTION

This document summarises the role, responsibilities, and expectations of a member of the Board of the Governors of the Royal Conservatoire of Scotland (RCS or 'the Conservatoire'), in order to briefly describe the role of a Governor to those responsible for making appointments to or overseeing elections to the Board of Governors of the Conservatoire.

RCS is a Higher Education Institution (HEI) forming part of the Higher Education sector in Scotland and funded by the Scottish Funding Council (SFC). The Board of Governors provides one of the central pillars of the Conservatoire's governance mechanism.

RCS has taught degree awarding powers (as regulated through the SFC's designated quality body, QAA Scotland) as well as postgraduate research programmes, which are validated by St Andrews University.

The Board has overall responsibility for the running of the Conservatoire and the achievement of its ambitions and aims, particularly as expressed through its strategic plan.

As a Scottish HEI, the Conservatoire must comply with the Scottish Code of Good Higher Education Governance, which identifies the following as the key purpose of the governing body of an HEI:

"The governing body must take responsibility for ensuring the effective management of the Institution, planning the Institution's strategic direction and future development and advancing its mission. The governing body has ultimate responsibility for all the affairs of the Institution and must ensure that there are appropriate arrangements for financial management. It must satisfy itself that the Institution is compliant with all relevant legal and regulatory obligations and operates with high levels of social responsibility."

Governors will be expected to use their own experience, skills and expertise to materially contribute to this purpose.

1. SUMMARY STATEMENT OF PRIMARY RESPONSIBILITIES

All Governors are expected to make a material contribution to ensuring that the Board fulfils the following responsibilities:

Theme	Specifics
Closing a skills matrix gap	Providing individual strengths in particular areas of the Board's skills matrix
Strategic Corporate governance	1. Ensuring effective financial accountability and management of the Conservatoire 2. Playing a key role in development, approval, and review of the Conservatoire's mission and strategic vision 3. Overseeing and monitoring the development and implementation of the Conservatoire's strategic plan 4. Safeguarding the reputation and values of the Conservatoire

	5. Undertaking the election of a Chair and the appointment of up to two Vice Chairs and Lay Governors as required within the limits set out in the RCS Articles of Association 6. Appointing the Principal and the Secretary to the Board 7. Working on and engaging with regular reports from sub-committees of the Board of Governors
Compliance and regulation	8. Ensuring that systems and policies are in place for the Conservatoire to fulfil its legal and regulatory obligations 9. Ensuring academic quality and standards at the same time as upholding academic freedom
Good governance of commercial operations	10. Monitoring systems of control relating to campus facilities, estates, and, where relevant, student accommodation (ie BASE)
Oversight of strategic risk management & risk framework	11. Ensuring a robust risk management framework is in place and used effectively
Student and staff experience strategic oversight	12. Ensuring that systems and policies are in place to provide the best staff and student experience possible within the resource limitations of being an SSI 13. Enabling the effective functioning of the Students Union
Monitoring performance	14. Ensuring that processes are in place to monitor and evaluate the performance and effectiveness of the Conservatoire. 15. Establishing processes to monitor and evaluate the performance and effectiveness of the Board of Governors. 16. Determining and reviewing the remuneration of those senior staff members whose salaries are not included within national pay scales.
Collective responsibility	17. Actively participating in the decision-making of the Board of Governors
Embodying the Nine Principles of Public Life	18. Adhering to the Nine Principles of Public Life

2. KEY REGULATORY/ COMPLIANCE OBLIGATIONS

Charitable Status

The Conservatoire has charitable status and therefore has obligations under the Charities and Trustee Investment (Scotland) Act 2005, including responsibility for making annual returns to the Office of the Scottish Charity Regulator (OSCR). Governors are Charity Trustees for the purposes of charity law, and therefore have duties and responsibilities to act in the best interests of the Conservatoire and to ensure that its assets are safeguarded and applied to pursue its charitable purposes.

Scottish Further & Higher Education Funding Council (SFC)

RCS receives a significant proportion of its income in the form of grants from the SFC and is, therefore, also bound by the conditions of the SFC Financial Memorandum. The Memorandum sets out a series of conditions which RCS must comply with as conditions of receiving the Scottish Government funding provided by the SFC. The Governors have responsibility for ensuring that the Conservatoire complies with these obligations.

The Scottish Code of Good Higher Education Governance (the Code)

The Code sets out a detailed set of fundamental principles, accompanied by more detailed requirements, expectations and standards which HEIs are expected to adhere to. Governors have a key role as members of the governing body of the Conservatoire to demonstrate high standards of corporate governance and to establish the principles for governance throughout the institution. The code can be accessed here: <http://www.scottishuniversitygovernance.ac.uk/2023code/>

Commitment to Principles of Public Life in Scotland

Although the Conservatoire is not a public body, the Code identifies that Governors are expected to adhere to the Nine Principles of Public Life in Scotland. These are:

1. Duty

Governors have a duty to uphold the law and act in accordance with the law and the public trust placed in them. They have a duty to act in the interests of the public body of which they are a member and in accordance with the core functions and duties of that body.

2. Selflessness

Governors should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.

3. Integrity

Governors should not place themselves under any financial or other obligation to any individuals or organisations that might reasonably be thought to influence them in the performance of their duties.

4. Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, Governors should make choices solely on merit.

5. Accountability and Stewardship

Governors are accountable for their decisions and actions to the public. They have a duty to consider issues on their merits, taking account of the views of others and must ensure that the Conservatoire uses its resources prudently and in accordance with the law.

6. Openness

Governors should be as open as possible about all their decisions and the actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

7. Honesty

Governors have a duty to act honestly and to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

8. Leadership

Governors should promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of the Conservatoire in conducting public business.

9. Respect

Governors must respect fellow members of the Board and employees of the Conservatoire and the role they play, treating them with courtesy at all times. Similarly, they must respect members of the public when performing duties as a member of their public body.

REMUNERATION

- This role is a voluntary one.
- Travel & other direct expenses reimbursed