

BOARD OF GOVERNORS

Minute

31 October 2025 at 10.00am

RCS, Boardroom



PRESENT	Jo Buckley (JB) Ruth Calder (RC) Morag Campbell (MC) Tabitha Dearie (TD) (SUVP) Prof Lois Fitch (LF) (Dep Principal) Elizabeth Jenkinson (EJ) <i>via Teams</i> Robert Laidlow (RL) Alexander Lee (AL) Jamie Mackay (JM)	Sharon Mair (SM) <i>via Teams</i> Umut Mert (UT) (SUP) Andrew Outram (AO) Nacim Pak-Shiraz (NPS) Philip Rodney (PR) Prof Matthew Rooke (MR) Caroline Roxburgh (CR) Prof Jeffrey Sharkey (PJS) (Principal) John Taylor (JT)
IN ATTENDANCE	Natalie Boyle (NB) Lydia Demaison (LD) Prof Vicky Gunn (VG) Janette Harkess (JH) Prof Aaron Shorr (AS) Dr Marc Silberschatz (MS) Alan Smith (AS) (DFE)	(AAB for item 8) (Director of Human Resources) (Board Secretary) (Director of External Relations) (Director of Music) (Director of Stage and Screen) (Director of Finance and Estates)
IN THE CHAIR	Prof Dorothy Miell (DM) (Chair)	

1.	Welcome, Introductions, Apologies for absence and Declarations of Interest The Chair welcomed all attendees in person and via Teams and opened the meeting. Apologies were recorded from Andrew Butcher (AB), Stuart Cross (SC), and William English (WE). It was highlighted that Governor Philip Rodney was demitting from office after six years on 1 November 2025. The Chair praised his many valuable contributions to the work of the Board and the benefits the Conservatoire had drawn from his expertise. The new SU President, Umut Mert, and SU Vice President, Tabitha Dearie were welcomed to their first Board of Governors meeting and introduced to the Board. No new declarations of interest were submitted.
2.	Confirmation of the minutes of the meeting of the Board of Governors held on 27 June 2025 The minutes of the previous meeting were APPROVED as an accurate record.
3.	Actions Log and Matters Arising not elsewhere on the agenda The Board reviewed the rolling action plan. The Chair noted that the focus of today's review would be on those items of the action log noted as overdue. <ul style="list-style-type: none">• International Student Recruitment Budget Allocation [Jun25/11.1]– Board noted that information regarding this has come to F&GP, but recommended F&GP have a more focused and detailed discussion with an updated report to come to the April Board (<i>This item remains in progress on the action list</i>)• Short courses contribution to overall income [Apr25/9) – Board noted that this information had come to F&GP. Board connected this action to an additional action related to the business segments of RCS operations [Jun25/10.5] and

	<p>recommended that a detailed analysis of income and contribution to the overall income of RCS be provided with regards to these segments. It was suggested that this analysis should inform part of a deep dive discussion on commercial activities and opportunities at the April Strategy Away Day. <i>(This item is transferred to a specific action log item on Strategy Away Day)</i></p> <ul style="list-style-type: none"> • Governance Effectiveness Review Report questionnaire findings [Apr25/10] - AdvanceHE confirmed that differences of perception between governors, staff and students in answer to the questionnaire were not unusual and referred to the report's recommendations and suggestions in terms of solution focus. The Chair noted that the RCS GER action plan was being taken forward by Governance and Nomination Committee. <i>(This action was noted as completed)</i>.
4.	<p>Chair's Update The Chair provided an update on key governance and sector matters.</p> <ul style="list-style-type: none"> • Post Gillies Report and Sector Issues: The Board was briefed on the institutional response to the Gillies Report and additional SFC governance requirements, which are being incorporated into the Governance Enhancement Review action plan. The ongoing OSCR inquiry into the University of Dundee and wider regulatory implications for HEIs were noted. The Chair also reported on sector lobbying against aspects of the Tertiary Education Bill, particularly any proposals that could reclassify HEIs as public bodies, with significant governance and financial implications. A cross-party review of sustainable higher education funding will commence in November. • Chair's Annual Review Meetings: Feedback from members highlighted improved quality and clarity of Board papers, effective meeting structures, and valued engagement with the CSMT and staff. Members suggested exploring further opportunities to connect lay governors with staff and students. Proposed financial literacy training was welcomed to strengthen Board confidence in sector financial matters. • Lay Governor Recruitment: The NGC is progressing with succession planning and identifying skills gaps, with recruitment efforts to begin shortly. • Acknowledgement: The Chair recorded her sincere thanks to Philip Rodney for his significant service to the Board and the Conservatoire.
A	<p>MAIN ITEMS FOR DISCUSSION AND APPROVAL</p>
5.	<p>Discussion Topic: Digital and IT Strategies The Chair welcomed Caroline Cochrane (Head of Information Services) and Miriam Iorwerth (Digital Development Manager) to present on the development and implementation of the Conservatoire's Digital and IT Strategies.</p> <p>The Board noted that, following post-pandemic restructuring and new leadership appointments, a Digital Strategy was launched in 2023–24 and an accompanying IT Strategy developed in 2025 to establish a comprehensive framework for digital infrastructure, architecture, and cybersecurity alignment.</p> <p>The presentation outlined strategic ambitions, achievements, and key priorities, including fostering innovation through blended learning, promoting knowledge sharing, and embedding CPD.</p> <p>The Board noted the robustness of current IT infrastructure and agility within the team. The continued need to move from reactive prioritisation to a more strategic approach was highlighted, particularly in leveraging AI and data-driven efficiencies.</p> <p>Discussion also addressed:</p>

	<ul style="list-style-type: none"> • The appropriate framing of the new Director of Estates role. • Staff skills gaps and the need to foster an upskilling culture given the speed of technological advances. • Cybersecurity as an ongoing critical concern, alongside business continuity planning. • Opportunities to enhance digital content creation and extend market reach. <p>The RCS Showcase project was recognised as a valuable initiative, with the Board encouraging a broader strategy to develop, license, and commercialise digital content. Members emphasised the importance of positioning RCS as a digital leader and influencer within the sector.</p> <p>The Board endorsed the continued development of digital content and commercialisation frameworks, with progress updates to be reported through the F&GP and Infrastructure Committees in due course.</p> <p>Board members were asked to note that the presentation slides were available in the One Drive at post June 2025 circulation</p>
6.	<p>Report from CSMT</p> <p>The Board received and discussed the CSMT summary report. The Chair noted that the new format was helpful and suggested future iterations might be structured under thematic headings.</p> <p>The Principal highlighted key milestones, including the first orchestral concert of the year, the 75th Anniversary of Stage and Screen with alumni participation, and the graduation ceremony conferring honorary doctorates on Jack Lowden and Philip Howard.</p> <p>The Board discussed the broader strategic context, acknowledging sector challenges and recruitment pressures, particularly the decline in international student numbers and the potential impact of the proposed international student levy. While mitigation measures are in progress, these are largely long-term, and further savings may be required. The Principal stressed the importance of preserving the Conservatoire’s culture of possibility.</p> <p>The Board noted the First Minister’s supportive tone towards the cultural sector but recognised ongoing funding challenges arising from the separation of education and culture budgets. Recruitment remains the key determinant of institutional sustainability in 2025–26.</p>
7.	<p>Report from the Students’ Union</p> <p>The Board received and noted the first report from the President and Vice President of the Students’ Union. Members welcomed the update and acknowledged the newly established collaboration with the Students’ Association of the Glasgow School of Art (SAGSA), aimed at fostering a broader community of creative and performing arts students. The Board also noted ongoing efforts to improve the handover process between incoming and outgoing Union officers. Members extended their best wishes for the success of the Orchard Project and mural initiative.</p>
8. 8.1	<p>Annual Report and Financial Statement 2024-25</p> <p>Annual Report (statutory financial statement)</p> <p>The 2024-25 Annual Report and Accounts were received and considered. DFE noted that it had been a better year than expected, highlighting the importance of the cash cushion provided given the challenges now facing RCS.</p>

	<p>The Board welcomed the relatively positive financial out-turn for 2024–25, while acknowledging the significant financial challenges anticipated for 2025–26. Members reflected on the critical role of governance in providing assurance, particularly in the context of compliance, legal obligations, and strategic oversight.</p> <p>The Board noted the importance of fulfilling its Statement of Primary Responsibilities with diligence and transparency. It was noted that the Audit and Risk Committee (ARC) and the Finance and General Purposes Committee (F&GP) continue to interrogate financial and operational information to ensure assurance is maintained. Members commended the clarity and presentation of reporting and noted that Key Performance Indicators (KPIs) are being refined to support more effective monitoring. Members welcomed the referencing of the Gillies Report and the Scottish Funding Council (SFC) response to it in the Annual Report. Members also reflected on the Conservatoire’s positioning in relation to artificial intelligence (AI), recognising both the challenges and opportunities it presents.</p> <p>The Board was content to APPROVE the annual report and accounts subject to correcting identified minor inaccuracies and typos.</p> <p>8.2 Report from the External Auditors</p> <p>The Board received the report from the external auditors, AAB, who confirmed their intention to issue an unqualified audit opinion. The accounts were confirmed to present a true and fair view of the Conservatoire’s financial position. Key findings included:</p> <ul style="list-style-type: none"> • A clean audit report with no qualifications. • Audit and risk-focused testing was undertaken and satisfactorily recorded. • No adjustments were required. • Systems, controls, and procedures were found to be robust, with no areas identified for enhancement. • Going concern testing was completed for a 12-month period from the date of signing, with auditors satisfied to conclude on going concern status. • Future financial sustainability was acknowledged as a continuing area of strategic importance. <p>The Board strongly endorsed the work of the Finance Team and noted the successful implementation of CI Anywhere. Congratulations were formally recorded for the quality and professionalism of the work undertaken.</p> <p>8.3 Letter of Representation</p> <p>The Board APPROVED the signature of the Letter of Representation on its behalf by the Chair.</p> <p>8.4 Formal Recommendation of Accounts to AGM</p> <p>It was AGREED TO ADOPT the Annual Report and Accounts and to lay them before members at the Annual General Meeting to be held on 15 January 2026, subject to minor amendments.</p>
9.	Finance and Strategic Plan
9.1	Management Accounts The management accounts to end July 2025 were received and discussed.
9.2	Fundraising Income Report

<p>9.3</p> <p>9.4</p>	<p>The report prepared by DFE which summarised fundraising income raised in the RCS over the financial year was noted. The Board noted that the total fundraising income was ahead of budget for the year (due to donations to restricted funds and donations in kind offsetting a shortfall in unrestricted fundraising).</p> <p>Finance and General Purposes Committee minute</p> <p>The Board received and noted the minutes of the Committee meetings held on 19 September and 10 October 2025.</p> <p>The Board received an oral update on the ongoing development and implementation of CI Anywhere. It was noted that the first staff HESA return has been successfully completed using the system, and functionality now includes the ability to process quickly standard Freedom of Information (FOI) requests.</p> <p>The build for fee-paid contract functionality has been completed, with plans to go live in February 2026. Finalisation of associated HR and Finance protocols is currently underway.</p> <p>A system upgrade is anticipated in November 2025, and the recruitment module is now operational. Staff training to support interoperability with other institutional systems is progressing, with implementation targeted for early 2026. The Board welcomed the continued advancement of CI Anywhere and its contribution to operational efficiency.</p> <p>KPIs Annual Review 2024-25</p> <p>The Board received and discussed a paper representing the first iteration of the new annual review of KPIs template, developed following consideration by the Finance and General Purposes Committee (F&GP). The Board agreed that the next stages of presentation and refinement should be progressed and APPROVED the new framework of KPIs.</p> <p>Discussion focused on the importance of financial sustainability and the need to position the annual KPI review within a longer-term trajectory. Members emphasised the value of incorporating a five-year forecast, supported by confidence levels, and acknowledged that reforecasting will be necessary in light of the current student recruitment context. It was noted that assumptions underpinning the original forecasts have shifted significantly, and while student growth targets were met in 2024–25, future growth projections are increasingly uncertain.</p> <p>Members highlighted the need to contextualise metrics, recognising that they represent a point-in-time snapshot. The review should clearly present both in-year responses and longer-term implications, including timescale for corrective actions and mitigations.</p> <p>The following specifics were agreed:</p> <ul style="list-style-type: none"> - Retain October Board as the timing for the Annual KPIs Review; - Establish KPI targets in parallel with budget planning, ensuring strategic planning is informed by KPI data and integrated into the budget-setting process and report to June Board as part of the budget paperwork; - With respect to the Engagement KPIs, that the Research and Engagement Directorate adjust its Engagement KPI reporting cycle to suit October Board annual reporting.
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	<p>Finally, members noted that forward financial and student recruitment forecasting based on final 2025-26 matriculation figures was planned and that this would require an update to the KPI analysis for the January Board.</p> <p>ACTION: DFE, Secretary & CSMT to proceed with next stages of KPI template presentation and refinement, including updated financial and student recruitment number KPIs following reforecasting from final student matriculation numbers for academic session 2025-26.</p>
10.	Student Recruitment
10.1	<p>Student Numbers: Tuition Fee update A paper which detailed where the shortfalls in HE student numbers had occurred across the schools by level and fee category was received and discussed. The Board was asked to note the significant under-recruitment of international HE students against target, the financial implications for the year ahead, and the need to re-model the student numbers and financial forecasts for future years.</p> <p>ACTION: CSMT to re-model student number projections and financial forecasts to reflect the under-recruitment of HE students, present the updated forecasts, and plans for potential mitigations to F&GP in January 2026 for discussion and onto the January Board for approval.</p>
10.2	<p>Decliners' Survey Report for 2025-26 intake The Board received and noted data which had been collected at the end of the application cycle from applicants who had rejected unconditional, conditional, or reserve offers made for AY2025-26.</p>
11.	Approval requests:
11.1	<p>Treasury Management Policy The Board received the revised Treasury Management Policy for consideration and approval. In discussion, members noted the following key points:</p> <ul style="list-style-type: none"> • The minimum level of operating cash will be increased to ensure appropriate liquidity and financial resilience. • The maximum deposit limit with any single financial institution will be raised to £6 million, reflecting current operational requirements and the limited range of approved banking partners (Royal Bank of Scotland, Rathbones, and Bank of Scotland). • It was recorded that the Conservatoire's average monthly expenditure is approximately £3 million, which informed the revised parameters. <p>Following discussion, the Board APPROVED the revised Treasury Management Policy as presented.</p> <p>Action: DFE to implement and publish on the relevant page of the RCS web</p>
B	ITEMS TO REPORTS AND NOTE
B1	Annual Reports 2024-25
12.1	<p>Finance and General Purposes Committee The Committee's Annual Report for 2024-25 was received and noted by the Board.</p>

	<p>The Board considered a reciprocal arrangement for a Trustee to attend as an observer at a Board meeting or strategy away day, with the Trust Chair, in the observer role. The purposes of such a role were considered to be: increasing understanding of the Board's cycle of business; observing governance and strategic discussions; informing future Trustee contributions. The Board noted the importance of timing and focus and agreed to review the annual cycle of business before making a formal decision on the arrangement.</p>
12.2	<p>Fundraising Committee The Board received and noted the Committee's Annual Report for 2024-25.</p>
12.3	<p>Infrastructure Committee The Committee's Annual Report for 2024-25 was received and noted by the Board.</p>
B2	<p>Committee Focus:</p>
	<p>Audit & Risk Committee (ARC) Convenor: Caroline Roxburgh</p> <p>The Convenor provided an overview of ARC's work, emphasising its dual focus on assurance and reassurance. Members noted the Committee's heightened remit following the Gillies Report and SFC response and agreed that renaming it the Assurance and Risk Committee be referred to the Nominations and Governance Committee (NGC) for consideration.</p> <p>It was highlighted that the Committee oversees internal controls, financial reporting, and governance structures, supported by independent External and Internal Auditors who report directly to ARC. The Committee also works closely with the Risk Management Group (RMG), ensuring alignment between executive and governance oversight.</p> <p>ARC's role as the first line of defence was reaffirmed, covering statutory and regulatory compliance, including anti-fraud, whistleblowing, and PREVENT duties.</p> <p>The ARC Annual Planner sets out the cycle of business, including annual reviews of value for money and targeted audits of high-risk areas.</p> <p>On risk management, the Committee noted progress in developing organisational risk maturity, with refinement of the Risk Register, risk appetite framework, and mapping of risks to KPIs and committee assurances, with visibility of emerging risks coming through regular RMG reports. Cybersecurity maturity continues to be monitored, with ongoing focus on disaster recovery and supply chain resilience. Current risk indicators highlight financial resilience and key system implementations as red-rated, health and safety and reputational risks as green-rated, and most others amber.</p> <p>The Convenor invited governors to attend ARC meetings as observers.</p> <p>Finally, the Committee noted the importance of succession planning for the Director of Finance role, given its critical function in managing and maintaining the Conservatoire's risk environment.</p>
13.1	<p>Audit and Risk Committee Annual Report The Committee's Annual Report for 2024-25 was received and it was noted by the Board that the external auditors gave a full, clean bill of health.</p>
13.2	<p>Annual Report to Audit and Risk Committee from the Risk Management Group</p>

	The Board received and noted the Annual Report to Audit Committee from the Risk Management Group.
13.3	Strategic Risk Register The Strategic Risk Register was received and noted.
13.4	Unconfirmed Minute of the meetings held on 10 October 2025 The Board received and noted the minute of the Committee meeting held on 10 October 2025 and the minute of the joint meeting with Finance and General Purposes Committee held on the same day.
B3	Other Committee Items and Reports
14.1	Report from the Academic Board The Board received and noted the minute of the meeting held on 8 October 2025.
14.2	Annual Complaints, Appeals, Disciplinary and SARD Reports for 2024-25 The Board received and noted the annual reports on complaints, disciplinaries (academic and non-academic), and appeals for the previous academic session. In discussion, the Secretary raised the governance risks associated with these processes and the assurance role of the Audit and Risk Committee (ARC). The Board suggested that the convenors of People and Culture Committee and ARC should discuss the most effective mechanism for a closer examination of this annual report prior to its visibility at the Board. ACTIONS 1. PCC and ARC Convenors to discuss and agree appropriate governance mechanisms for the Annual Complaints report. 2. Secretary to update the reporting framework to reflect the revised governance and communication arrangements.
14.3	TQER: Strategic Impact Analysis (SIA) The evaluative document detailing information and examples of the Conservatoire's approach to quality assurance and enhancement in terms of the student experience was presented to the Board to note and provide feedback. Members were reminded that the SIA is the main piece of paperwork the Conservatoire is required to submit by 1 December 2025 in advance of the scheduled external review visits in February and March 2026. Board recognised the scale of the report and the impact of the provided template on getting a coherent overview to demonstrate assurance and enhancement.
15.	Report from the Infrastructure Committee The minutes of the meetings held on 19 September, and 10 October were received and noted.
16.	Report from the Fundraising Committee The minute of the meeting held on 30 September 2025 was received and noted by the Board.
17.	Report from the Remunerations Committee The Board received and noted the minute of the Committee's meeting held on 29 September 2025.
18.	Report from the Convenors' Group

	The Board received and noted the minute of the Committee meeting held on 29 September 2025.
19.	Report from the Nominations and Governance Committee The minute of the meeting held on 15 September 2025 was received and noted by the Board.
20.	Report from the People and Culture Committee The summary report of the Committee meeting held on 1 October 2025 was received and noted. Convenor highlighted that the staff survey is now open and will be discussed at next PCC in December.
21.	Governance Updates The Board received and reviewed the External Governance Review Action Plan and noted progress made.
22.	Any other business
22.1	The Board welcomed Fiona Newton , consultant in external relations, philanthropy, and North American partnership development, who is also supporting the International Advisory Board. Fiona outlined her current work with RCS, including key priorities and timelines. The Principal highlighted the value of Fiona’s role in providing continuity and focus for the Conservatoire’s international engagement strategy. Discussion covered potential alignment with Scottish companies in North America, target regions for partnership development, and opportunities to expand scholarship funding to enhance student mobility. The Board welcomed Fiona’s contribution and looked forward to future progress updates. Governors were invited to share any relevant North American contacts for follow-up
C	PAPERS FOR INFORMATION
23.1	Board Annual Calendar of Meetings update The Board noted that the AGM had been moved to 15 January 2026 and changes of date in respect of two of the People and Culture Committee meetings.
23.2	Central Timetable Project/Review 2024-25 A report on the Central Timetable Project was received, the significance of it highlighted, and its contents noted.
23.3	Applications for external research funding 2024-25 The Board noted information provided on applications for external research funding in academic year 2024/25,
23.4	The Creative and Performance Supercluster briefing v2 A report on the Creative and Performance Supercluster concept and proposed how this could be developed to fulfil potential as both creatively and economically was noted. The Chair suggested a fuller paper on this work is brought to a future meeting of the Board ACTION: Chair to discuss scope and timing of this paper with Principal.

<p>23.5</p> <p>23.6</p>	<p>Student Experience NSS Outcome Report 2025 The Board received and noted the NSS Outcome Report for 2025 which provided annual response data collected from final year undergraduates at the end of the academic cycle and included students' opinion on programme quality and study experience over their years of study.</p> <p>Graduate Outcomes Report The Graduate Outcomes Report 2025 was noted which summarised data collected from the 2022–23 graduate cohort approximately 15 months post-completion.</p>
<p>D</p>	<p>DATES OF FUTURE MEETINGS/ GRADUATION</p>
	<p>Dates of future meetings/events:</p> <p>AGM: Thursday 15 January 2026 (1.15pm)</p> <p>ACADEMIC YEAR 2025-26:</p> <p>Board: 30 January 2026 23 April 2026 (Strategy Planning Day) 24 April 2026 26 June 2026</p> <p>Graduations: Thursday 2 July 2026 Thursday 29 October 2026</p>