

**ROYAL WELSH COLLEGE OF MUSIC AND DRAMA LTD
COLEG BRENHINOL CERDD A DRAMA CYMRU CYF**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON
4 SEPTEMBER 2017 AT 2.00 PM**

Present: John Derrick (Chair)
Professor George Caird (Interim Principal)
Professor Julie Lydon (Vice Chancellor)
Jon Frost
Clare Hudson
Lloyd Pearce
Mark Taylor
Jemma Terry (by Skype)
Brian Weir

William Callaway (Company Secretary)

In Attendance: Scott Allin, John Cranmer, Sean Crowley,
Helen Simpson (Clerk)

PRELIMINARIES

The newly appointed Chair was very warmly welcomed to the meeting. He indicated that he was delighted to be present following his recent appointment on 1st August 2017.

Professor George Caird was also warmly welcomed as interim Principal following Dame Hilary Boulding's recent departure. It was acknowledged that his appointment and that of the new Chair was a very positive move for the College.

It was noted that Jemma Terry would be joining the meeting via telephone and those present introduced themselves.

DECLARATIONS OF INTEREST

General and specific declarations relating to the relationship between the USW & RWCMD and the papers to be considered at this meeting in particular were made by all directors who were USW governors and members of staff, and directors who were employed by the College and the RWCMD Students' Union.

John Derrick declared an interest in respect of Barclays, his current employers, and with whom the College have a business relationship. It was noted that this was a very different part of Barclays and that John was currently on 'garden leave' having handed in his notice.

1. MINUTES

- 1.1 Minutes of the meeting held on 19 June 2017
The Board received and APPROVED the minutes of the meeting held on 19 June 2017.

1.2 Matters Arising from the Minutes of 19 June 2017

1.2.1 Investment and Endowments (June Minute 1.2.2)

The Chair queried minute 10.3 of the meeting held on 3 April 2017. It had been noted that a lead Director for investment and endowments should be appointed when the new Chair and Board had been assembled.

It was reported that previously Chris Moorsom and Huw Williams had taken the lead Director role however, since their retirement from the Board, the lead Director appointment for investments and endowments had not been replaced. It was noted that the College met with the investment managers, every six months to discuss performance and future policies.

Members APPROVED John Derrick to take on the lead Director role.

It was noted that investments and endowments would be tied in with the new Strategic Plan. Further discussions on short term initiatives would take place at the Board Away Day scheduled on Monday 23 October 2017.

1.2.2 College Aims and CPIs (min. 4.1.3)

At the last meeting, the Board received an update on the CPIs. It was reported that some CPIs would need to be revised when the Strategic Plan was reworded. However, it was noted that the CPIs for 2017/18 had been revised on the report and these were AGREED – see minute 3.3

1.2.3 Safeguarding Report (min. 14.3)

At the last meeting it had been noted that a review of Safeguarding procedures would be undertaken over the summer. It was reported that meetings had, since, taken place and Patricia Kier, Head of the Pre-College and Deputy Safeguarding Officer had been updating the Policy in line with NSPCC guidance. It was noted that once finalised, it would require approval of the RWCMD Board.

1.2.4 Reports from Committees of the University Board (min. 15)

When considering the minutes from the Board of Governors on 13 March, it was noted that Minute 4.4 implied that an immediate change had been approved to the College Articles to coincide with the appointment of the new Staff Director. The Company Secretary reported that the intention had been to wait until the new Chair had been appointed before making any changes to the Articles as it was possible that a number of other changes may be required, which could then all be made at the same time. It was noted that the Company Secretary had checked this matter and did not feel that an amendment to the minute was necessary.

2. UPDATE ON THE APPOINTMENT OF THE PRINCIPAL

The Board considered the draft timetable for the appointment of the Principal, provided by Saxton Bampfylde. The Chair welcomed the views of those present and a discussion followed.

It was agreed that the immediate pressure had been addressed since appointing a permanent Chair and interim Principal, however both students and staff felt this had gone on far too long and the College were relying on Saxton Bampfylde to find a suitable Principal.

It was noted that the report of Lord Paul Murphy's review of arrangements for supporting conservatoire and related performing arts provision in higher education in Wales, had still not been published. Members discussed that the report would have implications for the College's strategy moving forward and influence any potential candidates.

Concern was raised regarding the length of time scheduled between advertising and shortlisting, however holding off until the Murphy report is published would push the global search back and was noted that potential candidates could be invited to the College to engage and start building relationships.

It was agreed that, in the meantime, the Chair of the RWCMD Board and the Chair of the Board of Governors would request some clarity from the Welsh Government that could be provided to candidates before interview.

Action: Chair

Members noted the draft timetable but with some flexibility at the Chair's discretion to delay until the beginning of October.

3. REPORT FROM THE PRINCIPAL

Members received the Principal's report and thanks was acknowledged to the Vice Principal (Resources) for providing the paper. The following items were highlighted during the meeting:

3.1 HEFCW Supplementary Funding to support Performance Arts Training

Members received a copy of the letter, Annex A attached to the report, from HEFCW dated 14 July 2017 confirming payment of M£1.1 which would enable the College to change its forecast K£860 deficit to a forecast K£240 surplus prior to any year-end adjustments.

It was reported that the second part of the letter requested the College to report on its '**strategic approach to widening access to and through higher education**'. It was noted that HEFCW would '**take account of the College's approach and level of ambition to widening access to and through higher education considering longer term funding arrangements**'.

It was noted that the Senior Management Team of the College would draft a carefully worded response to HEFCW by the 30 September 2017 deadline. Prior to submitting the report the Interim Principal and the Vice-Chancellor of the University would arrange to meet with the HEFCW Chief Executive to ensure the response meets the funding council's concerns.

It is hoped that through widening access, to under-represented groups, the College would begin to see an increase in the number of applicants from Welsh working class backgrounds. It was noted that discussions would continue at the Away Day in October 2017.

3.2 Home Office, Highly Trusted Sponsor Status

It was reported that more than 12 months after Dame Hilary Boulding had written to the Home Office setting out the rationale for the College to maintain its Tier 4 sponsor licence, the College had finally received a response dated 10 July 2017. The letter from the Home Office upheld the decision to remove the College's Tier 4 licence as being correct due to the College being considered a wholly-owned subsidiary of the University of South Wales.

It was noted that the decision had been a disappointing and unfair outcome considering that the Conservatoire for Dance and Drama (the HEI comprising of eight separate independent conservatoires) had been treated differently, with each of the member schools maintaining its own licence.

The Board discussed whether there was a need for an immediate response and it was agreed a further letter to the Home Office would be drafted.

Action: Vice Principal (Resources)

The possibility of asking Lord Rowe Beddoe to lobby the issue was discussed, however it was agreed that, in the first instance, it would be raised with UUK at the Conference being held on Friday 8 September 2017.

Action: Vice Chancellor

3.3 Strategic Plan and Critical Performance Indicators

Members received Annex C that revised the CPIs for 2017/18 in line with actual performance. The College will revise these CPIs beyond 2017/18 when its Strategic Plan is updated following the results of the Lord Murphy review.

Members APPROVED the revised CPIs for 2017/18 outlined in Annex C.

It was noted that the Board would receive a paper outlining where the actual results against targets at the year end.

Action: Vice Principal (Resources)

3.4 Strategic Initiatives

Members received an update on strategic initiatives.

3.5 Autumn Performance Programme

Members received an update on the Autumn Performance Programme. It was noted that having established a strong core audience over the past six years, the College is turning its focus towards developing new audiences by exploring new areas of programming, including a new focus on contemporary and world music and a new partnership with the Sŵn Festival.

The recent inspiring rendition of Street Scene performed by RWCMD students was noted.

3.6 Student News

A significant item of news reported was the announcement of 5 RWCMD students, being selected as finalists for the 2017 Linbury Prize. The prize provides an opportunity for 12 recent graduates to work with one of four leading theatre, opera and dance companies. It was noted that student news was invaluable for the Board, as ambassadors of the College

4. **BOARD OF DIRECTORS**

4.1 The Board were asked to consider the demographic composition of the Board of Directors and were provided with an audit of skills of the current Board against criteria typically represented in the Boards of Arts organisations in the UK, along with the specific skills pertaining to UK Conservatoires.

It was noted that it should be possible to identify individuals who could bring more than one set of identified skills or experience and the Board identified the following desired mix:

- Fundraising in the charitable sector including access to 'high net worth' networks and ability to lead by example
- High profile corporate management in the commercial sector (with a view to accessing fundraising networks)
- Artistic Development (High profile artist/artists' manager)

The Board agreed the need to increase the number of Independent members, find a replacement for Mark Taylor and update the paper to give more clarity. It was noted that more discussion was needed in the lead up to the Away Day and then recommendations would need to be made to the University Board of Governors. It was noted that Odgers Berndtson were well-informed to help with the appointments once ready to advertise.

Action: Chair, Company Secretary, Clare Hudson

It was suggested that a panel be set up for experts in the music and arts industry who may prefer to undertake an advisory role rather than a governance role. It was discussed that the Senior Management Team would produce a paper for the next Board meeting on the College's current connections within the industry.

Action: Interim Principal

4.2 The Board APPROVED adopting paperless meetings for the Board of Directors via the use of the BoardPacks software now used by the University's Board of Governors. It was noted that a training session for the Board would need to be held prior to the next meeting.

5. **NATIONAL STUDENT SURVEY 2017**

Members received the results from the National Student Survey.

It was reported that within the detail of the results, there were particular areas to investigate, such as the 'Organisation and Management' section in Music and the perception of fairness in marking in Design for Performance.

This year the ownership and development of the plan would be widened to include the Director of Student Experience, Head of Academic Services, Head of Teaching

and Learning and the SU President/SU Executive Committee. A report on the NSS Action Plan and progress on addressing identified themes would be presented at the October 2017 Board meeting.

Action: Director of Student Experience

6. REGULATED FEES FOR 2018/2019

Members considered a paper requesting approval to set a maximum fee level for Home and EU undergraduates at £9,295 for the September 2018 intake.

Members APPROVED the recommendation.

7. DEVELOPMENT REPORT

Members received a report on Development and noted the College's successful application to the Hodge Foundation.

8. REVISED FINANCIAL REGULATIONS

The revisions to the Financial Regulations were considered and APPROVED. The Chair would raise some minor clarifications separately with the Vice Principal (Resources).

9. STUDENTS' UNION BUDGET

It was noted that there had been no changes to the Students' Union Budget approved by the Board on 19 June 2017.

10. RISK REGISTER

The Board received the College's updated risk register.

It was noted that the number of critical (red) risks on the register had reduced but there were still a significant number. It was agreed that the register would be reviewed, to ensure it accurately reflected the current environment. It would be useful if risks could be reordered to display strategic risks at the top and operational risks at the bottom. It was agreed that more discussion on how improvements could be made the register would continue outside the meeting as it may require changes to the software.

**Action: Company Secretary
and Vice Principal (Resources)**

It was noted that Universities in Wales had been requested to re-check fire safety procedures and review any buildings that may contain combustible cladding, following the recent tragedy at Grenfell Tower. It was confirmed that the College had robust procedures and security arrangements in place.

11. REPORTS FROM COMMITTEES OF THE UNIVERSITY BOARDS

11.1 The Board received and noted minutes from the following University Committees:

- Audit Committee held on 12 June 2017
- Finance and Resources Committee held on 26 June 2017
- Board of Governors held on 3 July 2017

11.2 The Board received and noted the revised Public Interest Disclosure (Whistleblowing) Procedure which would be published on the website once approved by the University's Audit Committee on Monday 13 November 2017.

12. RESERVED BUSINESS

12.1 The Board received and approved the confidential minutes of the meeting on 19 June 2017.

12.2 It was noted that there were no confidential matters arising of the meeting held on 19 June 2017 to consider.

13. CONFIDENTIALITY

13.1 The Board agreed that the following papers received at the meeting gave rise to issues of confidentiality and should remain confidential for at least six months:

Item 7.1 - Development Report

Item 10.1 - Risk Register