

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 5 SEPTEMBER 2016 AT 2.00 PM

Present: Jon Frost (Chair)
Hilary Boulding (Principal)
Michael Lowe (SU President)
Professor Julie Lydon (Vice Chancellor)
Clare Hudson

William Callaway (Company Secretary)

In Attendance: Scott Allin, Sean Crowley, Kevin Price (for Dr John Cranmer),
Stephanie Williams

Apologies: Mark Taylor, Jemma Terry, Dr John Cranmer

PRELIMINARIES

The Company Secretary reported that the meeting was currently without a Chair as the former interim Chair, H el ene Mansfield, had resigned from the Board with effect from 31 August 2016. The Board was advised that Article 22.9 of the current Articles read as follows:

"Unless he or she is unwilling to do so or is prevented from acting for all or any part of a meeting by Article 23, the director appointed as chairperson of the board of directors pursuant to Article 18.3 shall preside at every meeting of the directors at which he or she is present. But, if there is no director holding that office, or if the director holding it is unwilling to preside or is unable to act pursuant to Article 23 or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting."

The Board of Directors subsequently nominated Jon Frost to Chair the meeting.

The Vice Chancellor indicated that she had to leave the meeting at 3.30 pm.

The Company Secretary reported that to achieve quoracy, the meeting required three directors including the Vice Chancellor to be present; the meeting would therefore be quorate up until the Vice Chancellor's departure.

The Company Secretary requested the Board's permission to record the meeting and members confirmed that they had no objections to this proposal.

DECLARATIONS OF INTEREST

General and specific declarations relating to the relationship between the USW and 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.

1. MINUTES

1.1 Minutes of Meeting held on 6 June 2016

The Board received the minutes of the meeting held on 6 June 2016. A member of the College staff suggested that the use of the word 'dysfunctional' to describe the Board should be toned down slightly, although they agreed it was said at the meeting. The Company Secretary explained that the word 'dysfunctional' was used a couple of times by a director who on one of those occasions asked for what they said to be clearly minuted

and also asked to see the wording of the minute. The previous Chair had also confirmed that the minutes as they stood were a fair and accurate record of what was said and needed to remain worded as they were now.

The Board APPROVED the minutes of the meeting held on 6 June 2016.

1.2 Matters Arising from the Minutes of 6 June 2016

1.2.1 Confidential Appendix to the Minutes of the USW Board meeting in July 2015 (Minute 1.2.1)

At its meeting on 4 July 2016, the Board of Governors considered the RWCMD Board's request for the confidential appendix to the Minutes of the University's Board meeting in July 2015 to be shared with RWCMD Directors. The Company Secretary reported that the USW Board had discussed the request in detail. However, the USW Board did not wish to set a precedent and therefore agreed that the confidential appendix of 6 July 2015 of the RWCMD discussions should remain confidential to members of the USW Board and the Audit Committee only and should not be shared with the Board of Directors of RWCMD.

The USW Board also agreed that the confidential minutes of 6 July 2015 should not be amended, as also requested by the RWCMD Board, because the original wording had been agreed by the USW Board at the time. The note that had been added provided sufficient explanation for the original wording of the minute.

The Company Secretary reported that there was a meeting of the USW Board on 12 September and he would raise the question of whether it would be possible for the RWCMD Board to receive a copy of redacted confidential USW Board minutes containing discussion of items relating to the College only.

1.2.2 Review of Effectiveness of the Board of Governors (Minute 7)

It was noted that the report of the Review the Effectiveness of the Board of Governors was considered by the Board of Governors at its meeting on 4 July 2016. The Company Secretary reported that the report was still in draft format and the final version would be shared with the RWCMD Board in the autumn. The report contained a number of recommendations, including the proposal of there being quick movement from paper based reports to electronic reports for the USW Board and its Committees, hopefully achieving paperless meetings by Christmas 2016.

It was reported that the Review of Effectiveness had spent time looking at RWCMD, concerning itself only with the governance aspects of the relationship. There had been broad agreement that the current RWCMD Board did not operate effectively and the relationship between the bodies needed to be clarified and updated. To do this effectively, it had been agreed that the membership needed to be reviewed and refreshed as a matter of urgency.

The Company Secretary updated the Board on membership changes following the USW Board meeting in July 2016, as follows:

- Huw Williams and Dame Janet Ritterman had both completed their maximum terms of office on 31 July 2016.
- Graham Edwards and Hélène Mansfield had agreed to stand down in order for the divisions within the Board and the entrenched views, taken by directors, to be addressed.
- In the light of the indicated wish to refresh the RWCMD Board, Mark Taylor would be asked to decide whether or not to complete his final year as a director of the College.
- The USW Board approved the appointment of Michael Lowe as the Student Director on the RWCMD Board from 1 August 2016 to 31 July 2017.

- The USW Board approved the appointment of Clare Hudson, Jemma Terry and Jon Frost to the RWCMD Board for the period 1 August 2016 to 31 July 2019.

1.2.3 Confirmation of appointment of President/Pro Chancellor until June 2018 (Minute 16)

At the last meeting, it was noted that due to an oversight, Lord Rowe-Beddoe had not been re-appointed as a Pro Chancellor of the University for 2015/16, which was linked to his Presidency of the College.

The Board noted that Chair's action on behalf of the Board of Governors had been taken to approve Lord Rowe-Beddoe's appointment as Pro Chancellor of the University and President of the College for 2015/16. At its meeting on 4 July 2016, the Board of Governors received and considered the RWCMD Principal's paper and approved the appointment of Lord Rowe-Beddoe as Pro Chancellor of the University and President of the RWCMD until July 2018. Members noted for information a copy of the letter to Lord Rowe Beddoe confirming his reappointment together with his acceptance letter.

1.2.4 Students' Union Constitution (Minute 10.2)

At the last meeting, a director had queried whether a requirement within paragraph 40 of the SU Constitution had been fulfilled, which related to the need for three External Trustees to be appointed to the RWCMD SU Board of Trustees and to be ratified by the RWCMD Board.

The Student Director tabled a briefing note regarding appointments to the RWCMD SU Board of Trustees. It was noted that the Board was made up of the current SU President, four former SU presidents, the SU Chief Executive and the College's Head of Finance. The Board ratified the membership of this Board of Trustees.

The Company Secretary reported that the USW SU Board of Trustees had a degree of externality to its membership and the College may wish to consider this for its own Board of Trustees in the future.

2. REPORT FROM PRINCIPAL

2.1 Principal's Report

The Board received a report from the Principal which covered a number of issues, including the following strategic issues: Lord Murphy's review of conservatoire and related performing arts provision in Wales; HEFCW grant notification; Royal Patronage; Home Office, Highly Trusted Sponsor status; and Royal Schools of Drama Examination Board. The report also contained details of Summer Term reports, Autumn Term planning and Staff and Student news.

2.1.1 Lord Murphy's review of conservatoire and related performing arts provision in Wales

It was noted that the review panel had met with the College's senior staff on 28 June 2016. The timeline for completion of Lord Murphy's review was not known. The assumption was that the review would be submitted to Government in September.

2.1.2 Royal Schools of Drama Examination Board

It was noted that the Board of the ABRSM had determined that it did not wish to be a partner in the proposed new Royal Schools of Drama Examination Board which was being developed jointly by the Royal Welsh College of Music and Drama, the Royal Conservatoire of Scotland and the Royal Central School of Speech and Drama. Work on the Business Plan continued regardless, modelling and evaluating a shortlisted range of business options.

2.1.2 Royal Patronage

It was noted that HRH The Prince of Wales had generously agreed to remain as the College's Patron for a further 5-year term until June 2021. This was very welcome news and the Principal had written to express the College's gratitude.

2.1.3 Summer Term Performance Programme

It was noted that the Summer Term performance programme had been highly successful in providing both a high quality performance platform for the College's students and in maintaining audiences overall, whilst delivering a record summer term ticket income to the College.

2.1.4 Singapore Visit

The Principal reported that the College had hosted a visit by 12 primary school teachers from Singapore, as part of the Singapore Government's professional development programme to enhance and develop the teaching of arts in schools.

2.1.5 Summer Vacation Activity

It was noted that the College had provided an entertainment evening for guests of HRH The Prince of Wales at Llwynywermod after the end of the summer term in July. A copy of a letter of thanks from the College's Patron was tabled for the Board's information. It was noted that the letter suggested that the College make the entertainment evening at Llwynywermod a regular fixture in future.

The Board noted that the Pre-College department had run a series of summer schools involving Music, Drama and Theatre Design. These included Musicians in Focus for visually impaired musicians of all ages, a large Jazz summer school for 12-18 year olds, some of whom would now transfer to the weekly Pre College classes, an Opera summer school and an Acting summer school for young people in care. The College was pleased that two of these participants would transfer to weekly YAS classes.

2.1.6 Autumn Term Planning

The Principal updated members on recruitment for the 2016/17 cycle, staffing issues, new showcases, the Autumn performance programme and Russia '17.

It was reported that Dr John Cranmer, Director of Music, would be absent from College until the end of October to recuperate from an operation and Kevin Price, current Head of Brass and Percussion, would undertake the role of Interim Director of Music in his absence. It was AGREED that the Board should formally write to Dr Cranmer sending best wishes for his recovery.

2.1.7 Staff and Student News

The Principal reported that Andrew Miller, Head of Creative Programming, was continuing as a Council member of the Arts Council of Wales. It was noted that during the summer term, he had attended the Theatre 2016 conference in London and subsequently wrote an opinion piece for Arts Professional magazine which sparked a national debate on theatre and venue access. The Board noted a copy of Mr Miller's article for information.

The Board also noted a number of student successes, some of which would appear in the press in the near future.

It was noted that student Rachel Starritt (BMus 2 pianist) was the featured pianist in Channel 4's trailer for the Paralympic Games.

2.2 Publication of the College's Submission to the Lord Murphy Review

It was reported that at the last meeting on 6 June, the Board received and noted the final submissions to the Murphy Review of the College, the University and the RWCMD Students' Union.

The Principal reported that the civil servant on the review panel had asked whether the College was content for its submission to the Murphy Review to be made public. The Principal informed the RWCMD Board that the College would be content for parts one and three of the submission to be made public. However, part two of the submission contained financial information which was commercially sensitive. Due to the sensitive nature of its content, the review panel had been asked not to make part two of the submission public and the Board AGREED with this course of action.

3. NATIONAL STUDENT SURVEY 2016

- 3.1 The Board received a report on the NSS in 2016, the results of which had been released at the end of July. It was noted that the Overall Satisfaction score for RWCMD increased from 78% in 2015 to 86% in 2016, on a par with the Welsh average Overall Satisfaction score in 2016 of 86%. The Principal reported that within the detail of the NSS, there were particular areas to investigate with students, one such being the 'Organisation and Management' section in Music.

Overall, this was largely a good set of results and the College was pleased with the institutional position. Work would now be taken forward in the College's NSS action plan for 2016/17 with a view to achieving further improvements.

4. RECRUITMENT OF A CHAIR OF THE RWCMD BOARD

4.1 Correspondence regarding Recruitment of a Chair and Members of the RWCMD Board

The Board received copies of letters to the USW Chair from Academic Board, SU President, President and Vice Presidents, and the Principal. Responses to these letters were tabled together with other related correspondence.

4.2 Membership of Boards of Arts Organisations

The Board received a copy of a paper entitled 'Governance in the UK Arts and Conservatoire sectors'. The paper made the point that boards of directors of the UK Conservatoire sector mirrored those of the UK arts industry in terms of their composition, responsibilities and the individual contribution that directors made to the advancement of both the organisation and the sector.

The Board noted details provided in the sections 'Governance best practice', 'Responsibilities of Directors/Trustees', 'Distinguishing characteristics of Boards in the UK Arts sector', 'Composition of Boards within the UK Conservatoire and Arts sectors', and 'Fundraising and Development'. It was noted that the Appendix set out a directory of current Board Directors of three UK conservatoires with Royal designation, illustrating the profile of Board Directors in this sector and the mix of experience they encompassed.

The Board noted that the paper did not contain any specific proposals on membership or the appointment of a Chair.

The Company Secretary reported that there were currently two vacancies on the RWCMD Board of Directors. No decision had been made as to how the two directors should be appointed but the Board of Governors were aware that the RWCMD Board urgently required a permanent Chair and that it was possible that one of the new appointments could become the new Chair. As to the process for the appointments, the USW Board was open to the use of search agents.

The Principal reported that it had been around five years since the RWCMD Board had a permanent Chair and it was imperative that the person appointed fitted an agreed role description and the skills required on the College Board in order to support the distinct nature of the Conservatoire. The Board were informed that the paper set out a mix of skills that would be expected on the Board of a conservatoire. The Principal requested

that a skills audit be undertaken before any advertisements were placed. Clarification of the appointments process of independent members and a discussion on the skills needed was required with the USW Board and Nominations Committee. The Principal referred to pages 3 and 4, which would be helpful to the USW Board and Nominations Committee in terms of discussing the appointment of possible new members including a Chair.

In addition, the College believed that there should be an Academic Board nominee on the Board in addition to the Principal, who was an ex officio member.

The Company Secretary requested that the Principal procure a good role descriptor from other conservatoires which could be used for the new Chair of the RWCMD Board. The College may also wish to suggest a larger number than 9 members on the Board.

The Board AGREED that a paper would come before the RWCMD Board for consideration at the next meeting on 24 October 2016. The paper and any recommendations would then be considered by the Nominations Committee at a special meeting (to be arranged) and by the Board of Governors at its next meeting on 12 December 2016.

[Note: The Vice Chancellor left the meeting at 3.30 pm]

5. REPORT ON DEVELOPMENT

- 5.1 The Board received a report on Development. Members noted progress against key campaign targets for 2016/17. The Principal reported that since the report was written, an additional scholarship of £15k had been received.

6. PRE-COLLEGE FEE REDUCTION FOR STAFF

- 6.1 The Board received a report on Pre-College fee reduction for staff. It was noted that the paper contained a recommendation that the Board agree to pilot the staff discount scheme for 2016/17. The Company Secretary reported that as the Vice Chancellor had not nominated anyone to be her nominee prior to leaving the meeting, he would retrospectively arrange for Jon Frost to be her nominee.¹
- 6.2 Paragraph 2.6 was highlighted, which allayed the concern that the proposal might give some staff an unfair advantage over others, as follows:
- 2.6 All YAS and JC courses operate on a cost-recovery basis, with income comprising of fees and bursaries. Bursaries of up to 100% are provided to students on a means-test basis and, in 2016/17, an average of 66% of students require financial support for their studies.*
- 6.3 It was also pointed out that those putting forward the proposal would not benefit from the scheme.
- 6.4 Subject to the Vice Chancellor retrospectively agreeing for Jon Frost to be her nominee, the Board APPROVED the proposal subject to minor amendments.

7. RISK REGISTER

¹ Secretary's Note: Following the meeting, the Vice Chancellor indicated that she did not nominate anyone to be her nominee prior to leaving the meeting (nor was she asked to) and therefore the meeting was inquorate after she left the room. The Vice Chancellor did indicate some concerns with the staff discount proposal given the financial difficulties facing the College but following further discussion it was agreed that a pilot would be operated with a maximum of 10 and that no additional resources or funding would be needed above those covered by the discounted fees.

- 7.1 The Board received the College's updated risk register. The Board noted a coversheet, which included a table outlining the most significant risks of the quarter, as agreed by the SMT.
- 7.2 It was noted that the risk register had been reviewed since the last quarter and no changes had been made. It was reported that much of the content was awaiting the outcome of the Murphy Review, following which there would be a major review of the risk register.
- 7.3 The Board referred to Risk 904, Loss of brand profile of College, and noted that Action 3 read: *The College will pursue with the University the potential for its research activity to contribute to an enhancement of its profile in this field.*
- 7.4 It was reported that this related to the Research Excellence Framework (REF) and the College's aspiration that its research should be entered in the next assessment exercise. The College had worked with University research staff from the Faculty of Creative Industries in preparation for the last exercise but ultimately, had not been approved by the University to submit its research. Therefore, the College wished to work with the University with a view to successfully featuring in the 2020 REF. It was reported that 4 or 5 College staff would particularly like to contribute to the exercise. It was noted that better dialogue was probably needed between the College and the University in order to achieve a better result. The Company Secretary agreed to raise this matter with the USW Board.

RESERVED ITEMS

8. MINUTES OF RESERVED ITEMS

- 8.1 Due to the meeting being inquorate, the Board received and NOTED the confidential Minutes of the meeting held on 6 June 2016. The confidential Minutes would be considered for approval at the next meeting on 24 October.

9. CONFIDENTIALITY

- 9.1 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 2.1 – Report from the Principal

Item 4.1 – Correspondence regarding Recruitment of Chair & Members of RWCMD Board

Item 5.1 – Development Report

Item 7.1 – Risk Register

Item 8.1 – Confidential Minutes of the Board Meeting held on 6 June 2016 (reserved item)

The meeting ended at 4.15 pm.