

**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
23 OCTOBER 2017 AT 10.30 AM**

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

William Callaway (Company Secretary)

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

Apologies: Clare Hudson, Mark Taylor

PRELIMINARIES

Prior to the formal agenda, the Company Secretary gave an introductory briefing on BoardPacks. It was noted that members could contact the University's Governance Unit for any further assistance.

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.

Jemma Terry declared an interest in respect of Odgers Berndtson, which had carried out work for the University of South Wales and RWCMD.

1. MINUTES

1.1 Minutes of the meeting held on 4 September 2017

The Board received and APPROVED the minutes of the meeting held on 4 September 2017.

1.2 Matters Arising from the Minutes of 4 September 2017

1.2.1 Update on the Appointment of the Principal (min. 2)

At the last meeting the Board considered the draft timetable for the appointment of the Principal, provided by Saxton Bampfylde.

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. It was noted that an update would be provided under agenda item 2.2.

1.2.2 Home Office, Highly Trusted Sponsor Status (min. 3.2)

At the last meeting the Board received an update on the response from the Home Office upholding the decision to remove the College's Tier 4 licence.

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.

It was agreed that the Vice Principal would draft a further response and the Vice Chancellor would raise the issue at the September UUK Conference. It was noted that this matter had been covered in the Principals report (item 3.1).

1.2.3 Strategic Plan and Critical Performance Indicators (min. 3.3)

At the last meeting it was noted that the Board would receive a paper outlining the actual results against targets at the year end. It was noted that this information would be provided in the Strategic Plan 2018 – 2023.

1.2.4 Board of Directors (min. 4)

At the last meeting the Board were asked to consider the composition of the Board of Directors. It was noted that more discussion would be 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 also suggested that a panel be set up for experts in the music and arts industry who may prefer to undertake an advisory role.

It was reported that the Senior Management Team were currently collating a list of industry connections.

1.2.5 National Student Survey (min. 5)

At the last meeting it was noted that a report on the NSS Action Plan and progress on addressing identified themes would be presented at the October 2017 Board meeting. It was noted that this had been included in the Principal's Report (agenda item 3.1).

1.2.6 Risk Register (Min. 10)

At the last meeting, the Board received the College's updated risk register. It was agreed that more discussion on how improvements could be made to the register would continue outside the meeting as it may require changes to the software. It was noted that an update would be provided under item 9.1.

2. ITEMS FROM THE CHAIR

2.1 Honorary Appointments Procedure

Members received the updated Honorary Appointments Procedure. Changes to the procedure were noted which included an increase, from not more than ten, to not more than twenty Vice Presidents who shall hold office for such time as shall be determined by the Board of Directors; and the addition of the Honorary Associates Award.

It was agreed that the creation of the Honorary Associate Award was a positive development towards improving alumni engagement.

It was confirmed that the College could not award Honorary Doctorates however could nominate through the University.

The Board APPROVED the Honorary Appointments and Awards Procedure.

2.2 Appointment of Principal

Members were provided with an update on the appointment of the Principal. It was noted that, the Chair, USW Vice-Chancellor and the Chair of the USW Board of Governors had met with Kirsty Williams (Cabinet Minister for Education) and discussed concerns, regarding the possible outcome of Lord Murphy's Review, raised by Directors at the September Board meeting. It was reported that the meeting had been positive and the minister had expressed similar concern regarding the reputational damage for RWCMD and USW. It was noted that the Chair had a meeting scheduled with Lord Murphy later in the week to continue these discussions.

The Board APPROVED the Chair's recommendation to move forward with the updated schedule provided by Saxton Bampfylde, with the objective for final interviews in early January 2018. The updated schedule would be circulated to members.

Action: Chair

It was acknowledged that RWCMD staff needed to be kept up to date with the process and noted that an all staff communication would be disseminated simultaneously with the publication of the advert.

Action: Chair

3. REPORT FROM THE PRINCIPAL

3.1 Principal's Report

The Board received a report from the Principal, which covered a number of issues, including the following strategic issues: Murphy Review of Conservatoire and Related Performing Arts Provision in Wales; HEFCW Supplementary Funding to Support Performance Arts Training; Highly Trusted Sponsor Status; Royal Schools of Drama Examination Board; and NSS Action Plan Update.

3.1.1 HEFCW Supplementary Funding to Support Performance Arts Training

It was noted that the College had responded to HEFCW as outlined in Annex A and the Principal and Vice Chancellor had met with the Chief Executive of HEFCW on 29 September 2017. In presenting the report the Principal was able to outline the work that would be done this year to embed approaches to Widening Access into a new Strategic Plan for the College. In addition, broader themes on the role of the College

as the National Conservatoire in Wales were discussed in connection with the need to solve related funding challenges.

3.1.2 Home office, Highly Trusted Sponsor Status

It was noted that the College had requested an explanation of why the College is being treated differently to CDD (Annex B).

Members discussed whether the decision to remove the RWCMD's Tier 4 licence had made a difference to international recruitment. It was noted that the loss of the licence appeared not to have adversely impacted on overseas recruitment. It was noted that the issue had been raised with UUK, however they had made it clear that they would not take it further. It would therefore be raised at the next ConservatoiresUK conference.

3.1.3 Recruitment

Members noted the forecasts for 2017/18. It was reported that the College forecasted an undergraduate population of 509 against a target of 528 following registration due to further dropouts and no shows. The financial impact of the student number forecasts is that the College will have used all its contingency and cannot afford any further losses without having an adverse impact on its financial position.

It was reported that a few first year students had dropped out of the Stage Management course due to various reasons, including homesickness, however there had also been a national drop this year in other institutions.

It was noted that although it's very early in the process for 2018/19, when compared with the same time in the prior year, applications for BMus are slightly higher than 2017/18 and Postgraduate applications are significantly higher which may be a reflection of funding being available for the first time.

It was noted that the College are addressing are currently recruiting Head of Marketing & Communications.

3.1.4 Strategic Initiatives

It was noted that the College had begun a review process for the 5-Year Strategy 2012 – 2017 that came to completion in July 2017. It is expected that this process would result in a draft Strategic Plan that can be completed by the new Principal in 2018. Annex C provides an update of the latest position on the various strategic initiatives

4. **STRATEGIC PLAN**

Members noted a paper setting out an agenda for the review of the RWCMD Strategic Plan 2012 - 2017 and to research and draft a new Strategic Plan for the five-year period 2018 - 2023. It was reported that the draft would await the appointment of the new Principal who would then sign off the new Strategic Plan in time for the beginning of the year 2018 - 2019. It was noted that further discussions were scheduled during the Away Day, later that afternoon.

5. **REPORT AND ACCOUNTS FOR THE YEAR ENDING 31 JULY 2017**

5.1 Report of the External Auditors on the 2016/17 Reports and Accounts

The Board received the report of the External Auditors on the 2016/17 report and Accounts for information.

It was noted that PWC had substantially completed audit work which would be incorporated within the report to the University Audit Committee.

It was reported that, except for an ongoing issue, nothing significant had been raised in the report.

It was noted the report mentioned the Murphy Review but not the Diamond. It was agreed that the Vice Principal (Resources) would go back and request for wording to be added to include the College's positive response to the Diamond Review.

Action: Vice-Principal (Resources)

It was noted that the Letter of Representation would need to be formally signed by the Chair and Vice Chancellor/Principal once it had been received by the Audit Committee.

5.2 Report on the provisional 2016/17 year-end position

The Board approved a report on the provisional 2016/17 year-end position. It was noted that the paper analyses the 2016/17 financial statements which would be provided for approval at the Joint meeting of the Audit and Finance and Resources Committees on Monday 13 November 2017.

5.3 Report and accounts for the College for the 2016/17 financial year

Members approved the draft report and accounts for the College for the 2016/17 financial year.

5.4 Judgement Paper

Members received and noted a paper detailing the key judgements applied in compiling the College's Financial Statements for the year ended 31 July 2017. It was noted that a detailed overview on Pension schemes would be provided at Board meeting in January 2017.

Action: Vice-Principal (Resources).

6. FINANCE REPORTS

6.1 Management accounts to 30 September 2017, including revised budget for 2017/18

Members received an update on the financial performance of the College for the financial year to 30 September 2017.

6.2 Development Report

The Board received a report on Development.

7. HEALTH AND SAFETY

7.1 RWCMD Safety Officer Report

Members received the report of the RWCMD Safety Officer for information.

7.2 Safeguarding

Members received the minutes of the RWCMD Safeguarding meeting held on 12th October 2017. Minute 3 relating to a Pre-College issue was highlighted. It was noted that the situation had moved forward since the meeting and HR had been informed. It was noted that the Safeguarding Report would need approval at the Board meeting in January 2018.

8. AUDIT REPORTS

Members noted the draft Internal Audit Report for information.

9. RISK REGISTER

The Board received the College's updated risk register. It was noted two critical risks, Venue Hiring and Ticket Sales, had reduced from moderate.

It was discussed that there were still a significant number of risks that could be reduced and agreed to remove anything that was not a critical (red) risk.

Action: Vice –Principal (Resources)

10. CONFIDENTIALITY

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 5 – Report and Accounts for the Year ending 31 July 2017

Item 6 - Finance Reports

Item 7.2 - Safeguarding

Item 8 – Audit Reports

Item 9 - Risk Register