

CONSERVATOIRE FOR DANCE & DRAMA

MEETING OF THE BOARD OF GOVERNORS

Wednesday, 25 March 2020

Via Zoom video conference

MINUTES

Present:	Caragh Merrick (Chair)	Chair	Independent
	Dr Roderick Clayton	RCI	Independent
	Richard Cooper	RC	Nominated, Rambert
	Pete Dunleavy	PD	Elected Staff
	Emily Fletcher	EF	Independent
	Janice French	JF	Independent
	Martin Halliwell	MH	Independent
	Rabia Harrison	RH	Independent
	Derek Hicks	DHi	Nominated, LCDS
	Robert Jude	RJ	Independent
	Ben Mitchell	BM	Nominated, NSCD (alt.)
	Lesley Payne	LP	Independent
	Julian Roskill	JR	Independent
	David Ruebain	DR	CEO
	Matthew Slater	MS	Elected Staff
	Guy Stobart	GS	Nominated, BOVTS (alt.)
	William Underhill	WU	Nominated (NCCA)
	Colette Wilson	CW	Independent
In attendance:	Lucy Bowden	LB	Chair, BOVTS Board
	Amanda Britton	AB	Principal, Rambert
	Clare Connor	CC	Principal, LCDS
	Barry Giles	BG	CDD
	Jill Leigh	JL	CDD
	Mark Osterfield	MO	Principal, CSB
	Janet Smith	JS	Principal, NSCD
	Kate White	KW	Principal, NCCA
Clerk:	Emma Swift	ES / Clerk	

1. Welcome, Apologies & Quorum

1.1 The Chair opened the meeting, welcoming the members of the Board of Governors, Principals and others in attendance and extending a particular welcome to William Underhill, joining the Board as Nominated Governor for NCCA from 25 March 2020, and Mark Osterfield, the new Principal of Central School of Ballet.

1.1.1 The protocols for management of the meeting via Zoom video conferencing were **noted**.

1.2 Apologies were **received** and **accepted** from the following governors unable to attend:

Brian Brodie	BB	Nominated, NSCD
Prof David Halton	DH	Nominated, BOVTS
Mindy Kilby	MK	Independent
Rebecca Laschetti	RL	Independent

Alison Morris
Elyssa Sena

AM
ESe

Independent
Elected, Student

- 1.2.1 It was **noted** that the following Principals had also notified the Clerk that they would be unable to attend the meeting:

Paul Rummer

PR

Principal, BOVTS

- 1.3 It was **acknowledged** that the meeting was quorate. The meeting proceeded to business.

2. **Declarations of Interest**

- 2.1 There were no interests declared.

3. **Minutes of the Previous Meeting**

- 3.1 The minutes of the meeting of the Board of Governors held on 20 November 2019 (**BG20/01**) were **confirmed** as a fair and accurate record of the meeting.

4. **Matters Arising from the Minutes**

- 4.1 Matters arising from the minutes of the previous meeting (**BG20/02**) were **reviewed**.

- 4.1.1 Regarding item 2, that CDD's budget should be reviewed pending further information about future ISTA funding, DR reported that CDD expected to receive notification from OfS of its funding allocation for 2020/21 on 12 May 2020.

5. **Report of the Chair**

- 5.1 An oral report from the Chair was **received**.

- 5.1.1 CM confirmed that the major item for discussion on the agenda would be the COVID-19 crisis. CM shared information from discussions at a London HE Chairs group. There was now a growing consensus that the major issue faced by HEPs related to liquidity and cashflow. The second major issue was preserving the student experience and continuing to provide HE education in some form. This presented particular challenges for performing arts courses such as assessment. CM acknowledged the immense strain on senior executives in the sector in facing this challenge.

- 5.1.2 Regarding financial scenario planning, the main areas of vulnerability would be potential repayments to students and the expected shortfall in overseas student recruitment for 2020/21. At present the expectation was that the academic year would start in October but this could prove optimistic; however no base-case scenario existed because of the unfolding situation.

- 5.1.3 It was expected that OfS and the Government would publish further information in the next week or so. It was unclear whether there would be any underwriting of HE income to cover shortfalls in recruitment. UUK and other major figures in the sector were talking to Government about the liquidity risk to HEPs.

6. **Report of the Chief Executive Officer [part redacted]**

- 6.1 A report from the Chief Executive Officer on developments at CDD since the last meeting of the Board of Governors (**BG20/03**) was **received**.

- 6.1.2 DR reported that Chris Millward, Director for Fair Access and Participation at OfS, had spoken at a Conservatoires UK meeting two weeks ago, when the implications of coronavirus had also been discussed. At that time, Millward had indicated that there was a recognition of the particular needs of small specialists and the importance of protecting them. However, any additional financial support for the sector would be channelled through UKRI, of which CDD currently accessed very little. Enhancing CDD's research function was an element of the strategy DR intended to drive forward in the coming years but CDD would not be able to access research funding immediately. Millward had confirmed there was no intention for any additional money to support teaching. The criteria for ISTA would be sharper and more institutions would be in contention for funding.

- 6.1.3 DR confirmed that CDD was proceeding with recruitment for staffing.
- 6.1.4 DR confirmed that conversations with potential partners had been informal and were strictly confidential.
- 7. Update on COVID-19 [part redacted]**
- 7.1 A report on the implications and risks of COVID-19 for CDD and its schools (**BG20/04**, **BG20/04a** and **BG20/04b** and an additional briefing note circulated on 24 March 2020) was **received** and **considered**.
- 7.2 CM invited DR to give an overview of the situation and the Nominated Governors to give the perspective of their school.
- 7.2.1 DR acknowledged that it was impossible to overstate the impact of COVID-19 for the sector as a whole. Some institutions had begun making significant redundancies, although the announcement from government regarding the furlough scheme for workers might mitigate this. CDD was engaged in ongoing discussion with CUK members regarding issues such as assessment, auditions, grading, and end of year performances. The greatest risk to CDD was the potentially catastrophic financial consequences. It was hard to give clear conclusions because the situation was so fast moving and the pandemic could potentially last up to a year with peaks and troughs.
- 7.2.2 JL reported that CDD would keep abreast of advice and instruction from regulatory bodies. The papers evidenced how CDD had responded to guidance so far. OfS had suspended requirements for reportable events on an individual basis. The schools validated by Kent had requested agreement on a delivery and assessment strategy and JL acknowledged CDD's gratitude to Darren Carr from NSCD for leading on this. UWE were expected to take a similar approach with BOVTS. CDD would abide by the instructions of its validators with regards to assessment and the intention was to get as many students as possible through by end of the year.
- 7.2.3-8 **[redacted]**
- 7.2.9 Governors noted the phenomenal work of Principals and staff colleagues in responding to the crisis.
- 7.3 CM invited the perspective of the Staff Governors.
- 7.3.1 PD emphasised the need to group together and find a way to move forward. Daily changes made it impossible to make any concrete plans and colleagues would additionally be worried about their personal circumstances. Constant communication and listening to the concerns of staff and students was central.
- 7.3.2 MS supported PD's response and noted staff were engaged extensively in planning to consider what might work for online delivery. As and when the sector received further guidance things would become clearer.
- 7.4 JL asked all schools to document their actions to support at risk and vulnerable students in order to demonstrate to OfS that CDD had done everything possible in this area.
- 7.5 DR reported that CDD's core team were all working remotely. SMT met daily and CDD aimed to be as active as possible in working collectively with its member schools.
- 7.6 BG reported on the financial paper (**BG20/04b**) which had been developed in collaboration with school FDs and sought to model a variety of scenarios.
- 7.6.1 BG noted that one item of uncertainty had subsequently been resolved: the Student Loans Company payment in May 2020 would be made, although schools would need to register students attendance. Schools were reviewing the logistics of confirming this remotely.
- 7.6.2 **[redacted]**
- 7.6.3 CM confirmed that the modelling demonstrated there was no firm base case scenario at this time, however the modelling showed the threat to the sustainability of CDD and the schools.
- 7.7 **[redacted]**
- 7.8 CM acknowledged the huge stresses and strains on the leadership teams in the schools and noted the Board's recognition of the outstanding job being done, especially with regards to safeguarding the student experience. Over the next few weeks there would be ongoing streams of work coordinated by BG with the school FDs and by JL on the regulatory side. CM would liaise with DR on regular email communications to update the Board.

- 7.9 CC noted that professional HR expertise in managing the furlough scheme would be helpful for the schools.
Action: DR and JL to investigate where CDD could access HR expertise to support the schools.
- 7.10 CM noted that due to the length of discussion on this vital issue, a number of items on the agenda would be taken as read.

8. Operating and Financial Agreement [part redacted]

- 8.1 An oral update from the CEO on progress with the Operating & Financial Agreement and a revised version of the Agreement (**BG20/05**) were **received**.
- 8.1.1 DR gave a brief reprise of the OFA's evolution.
- 8.1.2 **[redacted]**
- 8.1.3 It was **recommended** that the Board adopt a resolution to approve the OFA which factored in the possible need for a minor amend to the OFA should it be necessary.

[Secretary's note: It was acknowledged that RC had lost connection with the meeting and was unable to rejoin.]

- 8.1.4 DHi stated that The Place was not in a position to agree the OFA today and would not be consenting to the motion.
- 8.1.5-12 **[redacted]**
- 8.1.13 CM summarised the position of the independent governors. There was a recognition that the agreement was not where CDD would start the process today. There was also recognition that failure to resolve this issue remained a major gap in the Members' Agreement and impaired CDD's ability to do the necessary work around financial sustainability. There was a need to resolve the OFA whilst recognising it would be a stopgap solution.
- 8.1.14 The following resolution was proposed:

The Board of the Conservatoire for Dance and Drama hereby resolves to approve and execute the Operating and Financial Agreement attached ("OFA"), subject to any minor amendments to give effect to the agreed intention as to liability of each party, with the OFA coming into effect on the date that the last of all parties to the Members' Agreement signed on 18th October 2017 have so approved and executed the OFA. For the avoidance of doubt, this Operating and Financial Agreement replaces those current Operating and Financial Agreements, which agreements will then cease to have effect.

It was noted that votes would be taken by email.

*[Secretary's note: The motion was **approved** by email by a majority vote.]*

- 8.1.15 It was proposed that each school should give its decision as to whether it would sign the OFA by the Board meeting on 20 May and that in the event of not all Members signing, the Board should consider next steps at this meeting.
*[Secretary's note: The motion was **approved** by email by a majority vote.]*

9. CDD's Future – The Case for Change – Confidential Business

- 9.1 A report on the case for change (**BG20/06**) was **received**, supported by:
- A letter from the Chair to the Chairs of School Boards (**BG20/06a**)
 - An analysis of the risks and vulnerabilities relating to conditions of registration (**BG20/06b**)
 - A "Straw Man" setting out a potential new way of working against which to consider and explore issues (**BG20/06c**)
 - A consideration of the financial aspects of HE provision (**BG20/06d**).
- 9.2 The Board was asked to **confirm** the need for change.
*[Secretary's note: The motion was **confirmed** by email by a majority vote.]*
- 9.3 The Board was asked to **agree** the next steps: that CDD respond to the queries received so far and come back to the May Board with proposals for how CDD should progress these discussions going

forward.

*[Secretary's note: The motion was **agreed** by email by a majority vote.]*

10. Update on TDAP

- 10.1 An update on progression with TDAPs application (**BG20/07**) was **received** and **taken as read**.
 10.2 Indications of preference for either of the proposed options were invited by correspondence.

11. Graduate research: "Exploring the careers and success of graduates of the Conservatoire for Dance and Drama"

- 11.1 A report on the outcomes of graduate research commissioned by CDD (**BG20/08**) was **received** and **taken as read**.

- 11.2 The Board was asked to **approve** the below recommendations:

- Publish the full research report alongside a short summary of findings
- Publish a response from CDD to the recommendations within the report, outlining current and future work to address these recommendations, such as in the area of mental health support
- Seek opportunities to disseminate the research, such as the Conservatoires UK conference
- Seek opportunities for joint promotion and sharing of findings, such as with the recently published research into the careers of freelance dancers from One Dance UK

*[Secretary's note: The recommendations were **approved** by email by a majority vote.]*

12. NSCD Exit Plan

- 12.1 The Exit Plan for NSCD (**BG20/09**) was **received**.

- 12.1.1 DR stated that the Members' Agreement provided for an Exit Plan to be agreed as part of the process of a Member resigning. CDD had received NSCD's draft plan before Christmas and had subsequently raised three matters which had now been resolved. DR recommended the plan to the Board for approval.

- 12.1.2 The Exit Plan for NSCD was **approved**.

- 12.1.3 The Chair noted CDD's thanks to BM, JS and her team for the work put into the plan.

13. Senate and Board liaison

- 13.1 A proposal for liaison between Senate and the Board (**BG20/10**) was **received** and **taken as read**.

- 13.1.2 The Board was asked to **approve** the below recommendations:

- That the Board and Senate receive each other's minutes for information.
- That the Board considers a summary report of each Senate meeting.
- That a member of the Board be invited to attend each Senate, on a voluntary basis, as an observer. The member could attend each meeting for an academic year or a different member for each meeting.

*[Secretary's note: The recommendations were **approved** by email by a majority vote.]*

14. Report of the Audit Committee

- 14.1 A report from the Audit Committee (**BG20/11**) was **taken as read**.

- 14.2 The updated Risk Register (**BG20/12**) was **taken as read**.

- 14.2.1 It was noted that the Risk Register would need to be further revised in light of the COVID-19 crisis.
ACTION: DR to update the Risk Register to reflect the COVID-19 crisis.

15. Report of the Finance Committee

- 15.1 A report from the Finance Committee (**BG20/13**) was **taken as read**.

16. Any Other Business

- 16.1 There was no other business.

17. Date of Next Meeting

17.1 The next meeting was confirmed as **Wednesday, 20 May 2020**.