

CONSERVATOIRE FOR DANCE & DRAMA

MEETING OF THE BOARD OF GOVERNORS

Wednesday, 20 May 2020

Via Zoom video conference

MINUTES

Present:	Caragh Merrick (Chair)	Chair	Independent
	Brian Brodie	BB	Nominated, NSCD
	Dr Roderick Clayton	RCl	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	DH	Nominated, LCDS
	Robert Jude	RJ	Independent
	Mindy Kilby	MK	Independent
	Rebecca Laschetti	RL	Independent
	Lesley Payne	LP	Independent
	Julian Roskill	JR	Independent
	David Ruebain	DR	CEO
	Matthew Slater	MS	Elected Staff
	Guy Stobart	GS	Nominated, BOVTS
	William Underhill	WU	Nominated, NCCA
	Colette Wilson	CW	Independent
Tamas Wood	TW	Nominated, Central	
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, Central
	Paul Rummer	PR	Principal, BOVTS
	Louise Verrill	LV	Chair Designate, Rambert
	Sharon Watson	SW	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.

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

Alison Morris	AM	Independent
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- 1.2.1 It was **noted** that the Student Governor had not been able to attend the last two meetings and the Chair reiterated the importance of the student voice at Board level. It was noted that the Academic Registrar had been in contact with the Student Governor regarding student communications relating to Covid-19.
Action: CDD SMT to follow up with the Student Governor.
- 1.3 It was **acknowledged** that the meeting was quorate. The meeting proceeded to business.
- 2. Declarations of Interest**
- 2.1 The Chair drew attention to CDD’s Conflicts of Interest policy and asked all voting governors to be aware of their obligations under this policy.
- 2.1.1 It was acknowledged that the legal status of Nominated Governors was complicated as a trustee of both their school and of CDD. A concern was raised that Nominated Governors should be viewed as having a conflict by note of their position.
- 2.1.2 It was noted that the Articles gave provision for a conflict to be authorised by the Board.
Action: ES to circulate the Conflicts of Interest Policy to all Board members.
- 2.2 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 25 March 2020 (**BG20/14**) 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 (**BG20/15**) were **reviewed**.
- 4.1.1 All matters arising had been resolved or were covered on the agenda.
- 5. Report of the Chair [part redacted]**
- 5.1 An oral report from the Chair was **received**.
- 5.1.1 CM noted that she had arranged for governors to receive the WonkHE newsletter which contained weekly news from the HE sector.
- 5.1.2 CM noted that the primary concerns facing CDD and the sector regarding Covid-19 were the reopening of campuses and planning effectively for next year’s recruitment. The majority of HEPs were currently planning for an autumn term opening primarily for research but the situation was changing almost daily. CDD faced greater challenges in terms of online teaching delivery due to the intensive requirements of conservatoire training. Unknown elements such as the restrictions on international students for travel would impact on the ability to plan effectively for next year’s recruitment.
- 5.1.3 OfS had restricted increases in home student numbers for 2020-21 to 5% of the HEP’s internal target. OfS had introduced a new condition with powers backdated to 11 March (the start date of the pandemic as proclaimed by WHO) which included fines for institutions which breached these student number controls.
- 5.1.4 CM reported that CDD had brought in business recovery and HR support but might also need to bring in additional support for schools around the complex issues of reopening campuses and encouraged CEC to explore these options.
- 5.1.5 CM reported that OfS had requested a phone call with the CEO which was scheduled for Friday 29 May. OfS were reaching out to the sector as a whole and the purpose of the meeting was to discuss teaching arrangements and the financial sustainability of CDD.
- 5.1.5.1 It was noted that it was unlikely any school-specific issues would be raised with OfS, however in this event these would be discussed with the school in question in advance of the meeting.
- 5.1.6 CM acknowledged the positive news of CDD’s ISTA allocation for 2020-21 but noted the upcoming review of funding for 2021-22 meant funding remained uncertain beyond the next academic year.

- OfS had indicated that any additional funding for the sector would be for research, which CDD did not currently access. CDD was currently funded through a proportion of ISTA for teaching.
- 5.1.7 CM noted the school Chairs would be meeting to discuss the new proposals from LCDS on the OFA and also to consider issues around financial sustainability and going concern which were now accelerated by the coronavirus crisis.
- 5.1.8 DH agreed on the emphasis for thinking ahead to September and onwards and noted this should appear in the risk register. CM noted she was working with DR to evolve the risk register and ensure more regular review.
- 5.1.9 DH noted that additional ISTA for the schools could support delivery to students in addressing the additional challenges of reopening in the autumn. GS acknowledged the tension in agreeing the allocation of ISTA for schools and stated it would be hugely helpful to set out the process and timetable over which this will be considered. Schools were rightly focussed on cashflow at the moment and an increased ISTA allocation would aid with this. CM confirmed the CDD budget would be approved by the Board but noted the intention was to distribute as much money as possible to schools, while taking into account CDD's obligations under the Student Protection Plan. DR confirmed that the budget would be considered by FDs and CEC before going to Finance Committee and the Board for approval.
- 5.1.10 GS noted the importance of considering the financial position of CDD formally at each meeting. CM confirmed the Board would receive a regular financial pack going forward.
- 5.1.11 MH queried the impact of the student number cap for CDD, given that in many cases students were choosing to defer their studies. JL noted that the schools would not be able to increase numbers drastically in any event given the limits of space capacity to deliver intensive conservatoire training.
- 5.1.12 CM recognised the deeply stressful situation faced by the schools and CDD in the circumstances and acknowledged the enormous amount of work undertaken by all parties to address these challenges.

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 (**BG20/16**) was received.
- 6.1.2 DR emphasised CM's acknowledgement of the stresses and strains on colleagues arising from the unprecedented situation.
- 6.1.3 **[redacted]**
- 6.1.4 DR noted CDD would be looking at where extra support could be provided to the schools, for example, a collective package relating to testing for Covid-19.
- 6.1.5 DR confirmed that two candidates had been shortlisted for the role of Director of Business Development. GS requested circulation of the job specification to understand the support intended and how this role might best be used in the future.
- Action: ES to circulate job specification for Director of Business Development.**
- 6.16 DR confirmed that consultant Chris Simpson would be providing business recovery support to DR and BG and the schools on a short term basis on a range of issues arising from the coronavirus crisis.
- 6.2. CDD's funding allocation from Office for Students for 2020-21 (**BG20/17**) and (**BG20/17a**) was noted.

7. Update on Covid-19 [part redacted]

- 7.1 An update on the work of the Coronavirus Response Team (**BG20-18**) was received.
- 7.1.1 CM invited further comment from the Principals and staff governors on developments relating to Covid-19.
- 7.1.2 JR queried whether the agreed scenarios for forecasting would factor in differences to home students as well as international students.

- 7.1.3 Principals gave updates on the status of student recruitment and applications. NCCA had seen a reduction in international and EU applications for first years and there were concerns over progression for returning second and third years. Central's international intake was largely Japanese and the school was working closely with an agency and on contingency plans for term 1 in the event of a travel ban. Rambert applications were holding steady with students from 18 countries across the year groups, some movement was anticipated but there was no sign of change yet. LCDS international and EU numbers looked steady on paper but CC anticipated change ahead of the autumn. BOVTS applications had increased by 7%. There had been a small number of withdrawals but the main concern was travel restrictions for the international intake from North America.
- 7.1.4 CM extended a warm welcome to SW who had commenced in the role of Principal of NSCD the previous week. SW reported that the leadership team had been exceptional in their support. Recruitment was holding steady with no indication of drop off at present but the school was awaiting responses to final offers.
- 7.1.5 CM confirmed that most recruitment groups in the sector believed students were currently hedging options and a clearer picture would emerge in August/September.
- 7.1.6 There was discussion of the paper on progress on templated information for school cash flow planning (**BG20/23** and **BG20/23a**).
- 7.1.7 PD noted the challenges facing graduating students this year and queried whether CDD could offer support for this cohort. CM noted CDD was considering options for a student hardship fund and commended CEC to consider graduate support as part of its budget discussions.
- 7.1.8 JF queried the responsibility of CDD as the HEP with regards to guaranteeing the safety of returning students when they return and how CDD could support the schools around health and safety and operational planning for reopening. CM confirmed that under OfS CDD had an obligation to assure the safety of all students. DR confirmed this obligation was largely met by the day to day activities of the schools; CEC had focused on finance so far in meeting the crisis but could consider this area on a future agenda.
- 7.1.8.1 It was noted that this work was already in progress at school level and any coordination would need to happen quickly. Information had been shared from One Dance UK and German dance schools; the challenges facing the dance sector aligned most closely with elite sport. Central support on estate management and planning would be valued however there was no one with estate management expertise in the CDD team.
- 7.1.8.2 It was noted that these issues relating to the autumn return reopening should be included on the risk register.
Action: Issues relating to premises reopening to be added to Risk Register.
- 7.1.8.3 It was noted that CDD and schools had a requirement to publish exactly what their offer was under consumer law.
- 7.1.8.4 There was a request for CDD to distil the key guidance schools should be observing. JL confirmed her team could engage in this and could provide this facility for any other areas of information where collation was required. JL had also offered to facilitate groups around IT and learning and teaching.
- 7.1.8.5 The risk of duplicating efforts amidst scarce resources was acknowledged. DR noted that the Members Agreement provided for Principals to take thematic leads and there could be an opportunity to use this with support from the CDD team.
Action: DR to liaise with Principals regarding potential areas of support and coordination with regards to health & safety and estates.
- 7.1.9 PD raised a concern that CDD could have been more proactive in engaging with schools during the crisis. DR confirmed CDD was in communication with schools through a variety of fora including CEC and the quality assurance team. DR asked PD to let the team know of any further practical areas where CDD could facilitate.
- 8. Operating & Financial Agreement**
- 8.1 An update from the CEO on progress with the Operating & Financial Agreement was **received**.

8.1.1 DR reported that additional proposals put forward by LCDS were now being considered by the other schools and he hoped to move towards agreement as soon as possible.

9. Criteria for Partnership Working

9.1 The proposed criteria for partnership working (**BG20/19**) were **noted**.

9.1.1 CM noted that one of the ways to improve CDD's financial sustainability was to increase its network. The draft criteria were presented as a first attempt to set out a framework to promote discussion and input.

9.1.2 JL asked colleagues to email any comments, concerns or additional criteria they would like to see added and stated she would be happy to discuss these outside the meeting.

9.1.3 CM noted the criteria should also be considered by the Audit Committee.

Action: Board members to send any comments on the criteria to JL by email.

Action: Audit Committee to consider Criteria for Partnership Working at a future meeting.

10. Report of the Nominations Committee

10.1 An update from the Nominations Committee (**BG20/20**) was **received**.

10.1.1 CM noted the Committee's concern regarding the difficulty in ensuring quoracy. The Committee had agreed not to undertake a major recruitment campaign given the challenges currently faced by the sector, however were progressing conversations with an alumnus in the profession. CM noted a large area of work would be to enhance training for governors.

11. CEC Terms of Reference

11.1. The Terms of Reference for CEC (**BG20/21**) were **noted**.

12. Risk Register

12.1 The updated Risk Register (**BG20/22**) was **considered**.

12.1.1 DR thanked colleagues for comments on the risk register and noted these would be taken into account in future iterations. The current situation meant that CDD faced risks and responses evolving much more quickly. Aside from the formal processes of review, CW would be working with DR to review the register more frequently.

13. Financial Monitoring

13.1 The feedback on the paper on progress on templated information for school cash flow planning (**BG20/23**) was **noted**.

13.1.1 CM confirmed the intention was to hold a Coronavirus Response Team meeting next week and reiterated the purpose of the meeting would be to understand the extent of financial vulnerability in certain situations.

13.1.2 LV noted that in March the government had made changes to insolvency regulation and had suspended personal liability for directors for wrongful trading in respect of insolvency situations, although there was no indication for how long this would be in force. CS should factor this into dealings with CEC and the FDs.

14. Any Other Business

14.1 There was no other business.

15. Date of Next Meeting

15.1 The remaining meeting dates for the 2019/20 academic year were noted as follows:

Wednesday 17 June 2020 – additional Board of Governors meeting

Wednesday, 15 July 2020 – Board of Governors meeting

15.2 CM noted the Board might need to hold more regular meetings going forward during the ongoing crisis situation.