

CONSERVATOIRE FOR DANCE & DRAMA**MEETING OF THE BOARD OF GOVERNORS**

Wednesday, 17 June 2020

Via Zoom video conference

MINUTES

Present:	Caragh Merrick (Chair)	Chair	Independent
	Dr Roderick Clayton	RCI	Independent
	Richard Cooper	RC	Nominated, Rambert
	Emily Fletcher	EF	Independent
	Janice French	JF	Independent
	Derek Hicks	DH	Nominated, LCDS
	Robert Jude	RJ	Independent
	Mindy Kilby	MK	Independent
	Rebecca Laschetti	RL	Independent
	Alison Morris	AM	Independent
	Lesley Payne	LP	Independent
	Julian Roskill	JR	Independent
	David Ruebain	DR	CEO
	Elyssa Sena	ES	Elected Student
	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	JLe	CDD
	Joseph Lowe	JLo	CDD
	Mark Osterfield	MO	Principal, Central
	Paul Rummer	PR	Principal, BOVTS
	John Scott	JS	Consultant
	Louise Verrill	LV	Chair Designate, Rambert
	Sharon Watson	SW	Principal, NSCD
	Kate White	KW	Principal, NCCA
Clerk:	Emma Swift	ESw / 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 The Chair introduced CDD's new Director of Finance & Operations, Joseph Lowe, who would start formally in the post on 3 July.
- 1.3 The Board thanked BG for all his work as Interim Director of Finance over the past few months.

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

Brian Brodie	BB	Nominated, NSCD
Pete Dunleavy	PD	Staff Governor
Martin Halliwell	MH	Independent
Rabia Harrison	RH	Independent

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

2. **Declarations of Interest**

2.1 The Chair noted there had been some correspondence regarding conflicts of interest in relation to the complications of CDD's structure and that further advice should be sought. The meeting would proceed on the understanding that Nominated Governors could note whether they were making a comment from the perspective of their school or from a CDD perspective.

2.2 The Chair noted that the additional meeting had been convened as a bridge and update between May and the July meeting where more decisions would be made.

2.3 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 May 2020 (**BG20/24**) 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 (**BG20/25**) were **reviewed**.

4.1.1 All matters arising had been resolved or were covered on the agenda.

5. **Report of the Chair**

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

5.1.1 The Chair stated that the overarching concerns in the sector at present with regards to the pandemic were for postgraduate students, whilst acknowledging the disparity between the sector as a whole and the particularities of CDD as a conservatoire.

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 (**BG20/26**) was **received**.

6.1.1 DR gave apologies for the short notice for some papers and noted that work had continued up to the previous day in order to provide up-to-date information.

6.1.2 DR confirmed that he had made an offer for the post of Director of Business Development to an excellent candidate with a start date in early August.

6.1.3 *[redacted]*

6.1.4 DR noted that some developments under finance would be noted under the update on Covid-19. The CDD budget and Annual Business Plan would go to Finance Committee on 29 June and then to the July Board for approval. A query was raised regarding the extent of School FDs involvement in the budget setting process. DR confirmed that School FDs had met to give a first cut view on the budget and had been intensely involved in the work around modelling scenarios and mitigations. The proposed budget had been iterated in light of their comments and those of the Principals at CEC. The Annual Business Plan would be shared with CEC and FDs ahead of the Finance Committee meeting.

6.1.5 CW queried the impact of not replacing the role of Quality Officer. DR noted this was in part a decision to reallocate resource to new role of DBD and wanting not to increase staff headcount. JLe confirmed that the overall workload for the quality team had reduced with the departure of LAMDA and RADA and also due to a review of the academic meeting cycle. JLe confirmed she did not anticipate any other areas of work would be impacted at this time.

- 6.2. The letter from Universities Minister Michelle Donelan regarding the Student Number Cap (**BG20/27**) was **noted**.
- 6.2.1 DR noted that student number controls had previously been removed as part of the government ambition to create a market in the sector. A cap had been temporarily reintroduced to deal with the circumstances arising from the pandemic and the intention was to cap at 5% above agreed numbers for last year, however the methodology for calculation of the cap was unclear.
- 6.2.2 DR noted the cap added a particular complexity for CDD as it had no centralised admissions system. Upon receipt of the letter many schools had already concluded offers and others were in the midst of this process. A degree of juggling was therefore necessary to ensure CDD did not exceed the cap. JLe confirmed that CDD had issued each school with a target for Home/EU new undergraduate students. The intention was to give as many places as possible and hit the target exactly, however the margin for error was very small.

7. Update on Covid-19 [part redacted]

- 7.1 An update on the financial resilience of the six Schools under certain possible scenarios for the impact of COVID 19 (**BG20/28**) was **received**.
- 7.1.1 The Chair acknowledged that this was a live and ongoing issue and much was evolving in real time.
- 7.1.2 DR outlined the context for the paper.
- 7.1.3 CORT had received financial modelling for all schools, although baseline figures were presented without mitigations.
- 7.1.4-9 [redacted]
- 7.1.10 DR noted that CDD had focused its work initially on the next 12-15 months, but subsequently would need to put attention on the forward look for all schools beyond 2020-21, including submission of the 5-year forecast to OfS in the autumn.
- 7.2 An update from the CEO on legal advice on the failure to educate insurance policies held by the Schools with regards to the Student Protection Plan was **received**. [part redacted]
- 7.2.1 DR noted that school policies were one area to explore as a potential amelioration for the impact of Covid-19 and with regards to CDD's SPP and R&CP commitments.
- 7.2.3 JLe confirmed that from the OfS perspective, the primary responsibility lay with CDD covered by its SPP. Universities would have an interest and their own SPP, but generally this would not cover students on validated courses. There was also a question as to whether anything in individual validating agreements between schools and validators dealt with complaints or academic provision. There was no case law or history of SPPs being invoked to date to offer a precedent.
- 7.2.4 It was agreed that clarity on the position of the validating universities should be sought in assessing the exposure of CDD to the SPP.

Action: CDD to explore position of validating universities in relation to the SPP.

- 7.3 An update on communications between Schools and students (**BG20/30**) was **received**.
- 7.3.1 JLe reported that all schools were communicating extremely well with all students and potential students through a variety of methods. Responses were understood to be positive so far. CDD had received some direct queries. OfS would be concerned that communications were timely, accurate and robust regarding potential students. Schools had asked the CDD quality team to check some communications to ensure these meet consumer law guidelines.
- 7.3.2 The Chair invited the perspective of the Student Governor. ES noted that at the beginning of lockdown, students had been asking for schools to be more transparent. Halfway through the term communications were much better and students felt they were in the loop. ES had met with the CDD quality team to set up a student voice forum to address the lack of awareness among students about activities in other schools going forward.

- 7.3.4 The Chair noted the importance of having a strong student voice on the Board and thanked ES for her contribution.
- 7.3.5 JLe confirmed that the quality team had set up various channels and interest groups across CDD to allow groups to focus their own discussions, but with limited take up. The team relied heavily upon on schools to support this work and whilst schools were keen to facilitate, they were currently under great pressure especially where staff were furloughed. JLe and her team would continue to help students engage with this going forward and the team were monitoring forums to ensure the issues discussed had the correct information and to facilitate where needed.
- 7.3.6 A query was raised as to making use of surveys across CDD. JLe confirmed CEC had discussed this; all schools were undertaking various surveys which would be collated, however there was concern about imposing further surveys on students given survey fatigue. This could be an option further down the line when students could reflect on delivery throughout the pandemic. The NSS survey results (due 1 July) might also include comments.

Action: CEC to consider student feedback at a future meeting over the next few months.

- 7.3.7 The Chair summarised the evolving situation. Financial mitigations now seemed to be reassuring and CDD should be able to come to a view on SPP commitments soon. CDD would continue to pursue the situation with insurance and with validating universities. CDD would continue to keep under review communications between schools and students and this could be debated further over the coming months.

8. Update on the Case for Change – confidential business

- 8.1 An update on the Case for Change (**BG20/31**) was **received**.
- 8.1.1 The Chair confirmed there could be no cross-confirmation of views by different groups. The purpose of the paper was to acknowledge openly that different opinions were held by different groups of governors. The situation had been developing since May and there had been a number of conversations and correspondence since. The Chair felt there was a need to declare these positions openly.
- 8.1.2 The Chair asked the Independent Governors and the Member Schools to confirm whether their views were an accurate representation. These views were **confirmed** by those governors.
- 8.1.3 DHi noted it was helpful to clarify these positions. All governors were united in their interest in a good outcome for both students and schools. DHi referred to a paper produced by a HE consultant for one of the schools outlining a 'shared sovereignty' model and suggested this should be shared with the full Board.

Action: ESw to circulate the paper on shared sovereignty to the Board.

- 8.2 The proposed next step to convene a meeting for further consideration of a way forward was **confirmed**.

9. Report of the Audit Committee

- 9.1 The new model of risk register (**BG20/32**) was **considered**.
- 9.1.1 The Chair thanked the Audit Committee for their work in developing the new register and noted the importance of a refreshed approach given the new challenges CDD was facing.
- 9.1.2 AM reported that AC had discussed and fed back on an earlier version of the register. This was a work in progress which would change and evolve. Unsurprisingly the register contained a lot of red risks but this was to be expected given the current position. The next steps were to think about mitigating actions.
- 9.1.3 DR gave thanks to CW who had helped enormously in developing the new approach. DR noted comments he had received by email would be included in the next iteration. It was the intention to make this a standing item for the board with a cover sheet to flag changes at each meeting.

- 9.1.4 The Chair noted Finance Committee had agreed to have risks relating to finance as a standing agenda item.
- 9.1.5 Suggestions for improving the register were received. JF queried whether there was a way of indicating where co-dependencies sit across risks. RCI queried whether reputational risks had been considered. AM confirmed this had not been explicitly drawn out but was implicit in some of these risks. The register was focussed on level 1 risks but there would be another level of risk management for the executive to monitor.
- 9.1.6 SW noted that the register did not currently incorporate risks relating to Black Lives Matter and other issues around diversity which were high risk and noted the lack of diversity on the board. CM acknowledged this point and stated that an important factor in a refreshed structure would be improve diversity of the CDD Board.

Action: Update risk register and make a standing item for Board agendas.

10. Report of the Finance Committee

- 10.1 A report from the Finance Committee (**BG20/33**) was **received**.
- 10.1.1 MK confirmed the Committee had reviewed the CORT reports in good detail at its meeting and could see that extensive further work had taken place since in terms of confirming mitigations. The Committee had also commented on the improved presentation of management accounts.
- 10.1.2 MK confirmed that the Committee had agreed to look at the Reserves Policy alongside the budget and would review both documents before bringing its recommendations to the Board in July. MK emphasised that the Committee would need to have an eye on going concern as the year end approached.
- 10.2 The CDD Management Accounts (**BG20/34**) were **received**.

11. Prevent accountability and data return outcome

- 11.1 The outcome letter from the accountability and data return monitoring process for Prevent (**BG20/35**) was **noted**.

12. OIA Annual Statement

- 12.1 The Conservatoire's annual statement from the OIA (office of the independent adjudicator), (**BG20/36**) was **noted**.

13. Any Other Business

- 13.1 There was no other business.

14. Date of Next Meeting

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

Wednesday, 15 July 2020 – Board of Governors meeting

- 14.2 The Chair confirmed that final decisions would be made at this meeting regarding CDD's budget, Reserves Policy and allocations to schools.
- 14.3 The Chair articulated the hope that based on the meeting today parties could develop consensus on a way forward and continue to provide an outstanding experience for students.