

CONSERVATOIRE FOR DANCE & DRAMA

MEETING OF THE BOARD OF GOVERNORS

Wednesday, 15 July 2020
Via Zoom video conference

MINUTES

Present:	Caragh Merrick (Chair)	Chair	Independent
	Dr Roderick Clayton	RCI	Independent
	Pete Dunleavy	PD	Elected Staff
	Emily Fletcher	EF	Independent
	Robert Jude (via JR)	RJ	Independent
	Mindy Kilby	MK	Independent
	Rebecca Laschetti (Alt for JF – agenda items 7.3 and 7.4)	RL	Independent
	Alison Morris	AM	Independent
	Lesley Payne	LP	Independent
	Julian Roskill (Alt for RJ)	JR	Independent
	David Ruebain	DR	CEO
	Matthew Slater	MS	Elected Staff
	Guy Stobart	GS	Nominated, BOVTS
	William Underhill	WU	Nominated, NCCA
	Louise Verrill	LV	Nominated, Rambert
	Colette Wilson	CW	Independent
	Tamas Wood	TW	Nominated, Central
In attendance:	Amanda Britton	AB	Principal, Rambert
	Clare Connor	CC	Principal, LCDS
	Fiona Francombe	FF	Principal Designate, BOVTS
	Jill Leigh	JLe	CDD
	Joseph Lowe	JLo	CDD
	Mark Osterfield	Mo	Principal, Central
	Paul Rummer	PR	Principal, BOVTS
	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 Apologies were **received** and **accepted** from the following governors unable to attend:

Brian Brodie	BB	Nominated, NSCD
Janice French	JF	Independent
Derek Hicks	DH	Nominated, LCDS
Martin Halliwell	MH	Independent
Rabia Harrison	RH	Independent
Elyssa Sena	ES	Elected Student

- 1.3 It was noted that Julian Roskill was Robert Jude's designated Alternate for the meeting.
- 1.4 It was noted that Rebecca Laschetti was Janice French's designated Alternate for items 7.3 and 7.4 of the meeting.
- 1.5 It was **acknowledged** that the meeting was quorate. The meeting proceeded to business.

2. Declarations of Interest

- 2.1 No declarations of interest were raised.

3. Minutes of the Previous Meeting

- 3.1 The minutes of the meeting of the Board of Governors held on 17 June 2020 (**BG20/37**) 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 (**BG20/38**) were **reviewed**.
 - 4.1.1 JLe gave an update on the position of validating universities in relation to the Student Protection Plan (SPP). JLe confirmed that if the SPP were invoked CDD could expect support from validators in finding students other places to study or transfer to, however validators did not have provision to support students financially and there was not an expectation from OfS to do so.
 - 4.1.2 GS noted that correspondence with the University of the West of England (UWE) had indicated a different position and that UWE had been positive regarding its responsibility for both housing students and financial obligations.
- 4.2 All other matters arising had been resolved or were covered on the agenda.

5. Report of the Chair

- 5.1 The resignation of Richard Cooper following a third term of service was **noted** and the appointment of Louise Verrill as the Nominated Governor for Rambert School with effect from 15 July 2020 was **confirmed**.
 - 5.1.1 The Chair acknowledged RC's dedication and loyalty to Rambert and thanked him for his commitment to the school and wished him well. The Chair welcomed LV to the Board.
- 5.2 The resignation of Alison Morris as Independent Governor and Chair of Audit Committee after a third term of service at the close of the meeting was **noted**.
 - 5.2.1 The Chair noted CDD had been fortunate to have a senior audit partner in the role for this long. JR appreciated AM's role in sharing her experience, encouraging participation and creating a good environment for discussions within the Committee. JR recorded his thanks, the thanks of the Committee and of CDD for AM's contribution.
 - 5.2.2 The appointment of Colette Wilson as Chair of Audit Committee with effect from 15 July 2020 at the close of the meeting, was **confirmed**.
- 5.3 The Chair noted that the Student Governor, Elyssa Sena, graduated this summer and her term of office now finished. The Board recorded its thanks to ES for her support for the student interest and wished her every success in her career.
- 5.4 The Chair noted this was the last meeting Paul Rummer would attend as Principal of BOVTS. The Chair thanked PR for his loyalty and commitment to the school and wished him health and happiness in the next phase of life. The Chair welcomed PR's successor Fiona Francombe who was observing the meeting.

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 (**BG20/39**) was **received**.
 - 6.1.1 DR noted a correction to the paper regarding the moratorium on student recruitment for the academic year 2020/21, confirming it had been lifted in respect to three schools. DR was awaiting one further piece of information in order to lift the moratorium for the fourth school.

Confidential Business [redacted]

FF left the meeting.

- 6.2. The update on correspondence with Office for Students (**BG20/40**) was **noted**.
- 6.3. The Risk Register (**BG20/41**) was **considered**.
- 6.3.1 DR noted the revised format included an executive summary front page to flag new risks or changes to risk scorings. DR noted CEC had also recommended the addition of a risk on student under-recruitment which would be added to the next iteration.
- 6.3.2 A number of queries were raised, regarding: how to capture risks which were lower likelihood but potentially high impact, for example relating to reputational damage; the approach to scoring; and whether the high risk scoring for student welfare was an accurate reflection of the mitigating actions undertaken by the schools to address this and the positive feedback received from students.
- 6.3.3 JLe noted the high risk for student welfare reflected the likely continuing impact of Covid-19 over the next couple of years. JLe noted there was also likely to be a new condition of registration around student mental health.
- 6.3.4 CW noted that risk registers were a way of bringing issues front of mind. The comments had been very helpful in demonstrating that the document was never finished. Moving from gross risk to net risk might be a way to aid in transparency of scoring.
Action: Next iteration of risk register to consider student under-recruitment, reputational risk, and risk scoring.
- 7. Budget & Financial Matters**
- 7.1 An update on mitigations to assure the financial health of the schools (**BG20/42**) was **received**.
- 7.1.1 JLo reported that detailed financial modelling and stress testing had been completed and recommended a nil reserve against SPP. Monitoring would continue throughout the year and JLo would be working with FDs on the processes for this. CDD now needed to look to the medium term for 2021-22.
- 7.1.2 DR noted a correction to the paper: Arts Council for England (ACE) funding for Rambert related to the dance company, not the school, and had been mistakenly included.
- 7.1.3 CW queried whether cashflow would be used for financial monitoring. JLo confirmed that it would.
- 7.1.4 CW raised a query regarding the extent to which impairment considerations, for example regarding assets, had been included in the analysis. JLo confirmed that the analysis had considered the extent to which assets could be borrowed against and where relevant had looked at maintenance of the buildings.
- 7.2 An update on the insurance position with regards to failure to educate policies (**BG20/43**) was **received**.
- 7.2.1 The Chair noted that CDD could not place strong reliance on the insurance policies for the purpose of the SPP.
- 7.2.2 DR noted he had prepared the executive summary to distil the advice received from Eversheds. Action points were in hand and school specific actions would be picked up at CEC.
Action: DR and CEC to pick up actions in executive summary.
- 7.3 The Annual Business Plan (ABP) and budget for 2020-21 (**BG20/44**) was **received**.
- 7.3.1 DR noted the ABP sought to devolve as much funding as possible to the schools. He had sought to pare back CDD's expenditure without compromising essential work.
- 7.3.2 MK reported Finance Committee had held an additional meeting with all members in attendance to review the ABP, budget and Reserves Policy. MK appreciated the work of JLo and DR to bring this together. The ABP followed the extensive work and modelling of CORT. MK confirmed that

comments made by the Committee had been taken on board and recommended to the full Board approval of the ABP and budget.

7.3.3 The Annual Business Plan and budget for 2020-21 was **approved**.

7.4 The Reserves Policy (**BG20/45**) was **received**.

7.4.1 The Chair noted the revised policy represented a more comprehensive assessment of the approach to reserves than previously.

7.4.2 AM queried the rationale for the contingency level of 7.5%. JLo noted this was an area of judgement and he had taken a middle ground approach; CDD did not hold other funds such as assets so it was necessary to hold a proportionate level of contingency.

7.4.3 MK noted that the policy and calculations provided were clear and detailed. The policy had been discussed at Finance Committee. MK confirmed that the policy text would be reviewed every 3 years but Finance Committee would consider the reserves position twice yearly, when reviewing the annual accounts in November and during the budget setting process.

7.4.4 CW queried the basis for the student hardship allocation. JLe noted this formed a backup to schools' provision and was designed to support additional costs as a result of the pandemic in the next academic year.

7.4.5 The Reserves Policy was **approved**.

8. Report of the Audit Committee

8.1 A report from the Audit Committee (**BG20/46**) was **received**.

8.1.1 AM noted that the internal auditors had given CDD a limited assurance on financial forecasting and explained this was because the 5 year forecast had not been approved by Finance Committee before the Board. This had been noted for the current year. External audit had agreed its strategy for this year. The significant risks remained the same as last year with the addition of going concern.

9. Report of the Remuneration Committee

9.1 A report from the Audit Committee (**BG20/47**) was **received**.

9.1.1 JR noted that the Committee had agreed a zero pay increase this year. The Committee would look at benchmarking next year to ensure CDD was in line with comparator groups.

10. Report of the Senate

10.1 A report from the Senate (**BG20/48**) was **received**.

10.1.1 JLe noted she was happy to take questions and share any papers referenced where there was interest.

10.1.2 The Chair asked JLe to give an overview of the role of Senate within the structure of CDD. JLe noted Senate's primary role was to ensure the quality and standards of academic provision. As CDD did not currently have TDAP, Senate had a limited role in terms of policing the curriculum, however the committee looked at new course proposals or major changes before they were presented to the validator. Senate provided advice and guidance but did not have the right to refuse a programme or change. If CDD acquired Taught Degree Awarding Powers (TDAP), that authority would stay with Senate.

10.1.3 JLe stated that Senate had oversight of processes of quality assurance, student support, and the student voice, and looked at how delivery was managed. It had a role to play in ensuring schools maintained their responsibilities to external examiners, considering reports and guidance from the sector e.g. QAA, OIA, and the work needed in response.

10.1.4 KW (Senate Chair) confirmed this was an incredibly useful group and very collegiate. The schools worked effectively together especially around quality and it was a forum for robust but interesting conversation.

10.1.5 CW queried whether CDD published a degree outcome statement that would come to the board. JLe confirmed CDD did not have to produce a statement as it was not the validating institution.

CDD received some statistical information from validators but validators did not systematically separate out their partnership provision.

- 10.1.6 SW queried the rationale for the cover sheet assessment that the paper did not have an equality and diversity impact. JLe noted that some papers for Senate were judged to have an impact. This paper in particular listed work undertaken.
- 10.1.7 SW queried Senate's role in addressing the curriculum. JLe confirmed Senate did not have control over curriculum content as this was between the school and validating institution. JLe noted that the Inclusivity Strategy which was in development would be monitored by Senate.
- 10.1.8 The Chair noted the need to respond to the Black Lives Matter (BLM) movement and the need for clear movement to an anti-racist and proactive policy and suggested bringing thoughts and proposals to the Board later in the year.
- 10.1.9 SW noted the need to be much more proactive in order to be genuinely supportive of the BLM movement and emphasised the urgency of the need for action. DR noted there had been some initial discussion at CEC. DR referred to the Race Equality Charter introduced by Equality Challenge Unit (ECU) which was about allyship, inclusiveness and diversity, including decolonising the curriculum. There were complexities to CDD's engagement with the Charter because of its devolved structure. DR noted a proposal to adapt the Race Equality Charter to CDD's structure and confirmed he planned to bring this to CEC in near future. The Charter could also be considered by the Board.
- 10.1.10 The importance of schools sharing information about actions taken in relation to BLM was noted. The Chair confirmed that CEC should be the main driver for this work with the Board monitoring progress against agreed objectives.

Action: Race Equality Charter to come to the Board following discussion at CEC.

Action: SW and DR to discuss CDD's approach further offline.

- 10.2 A report from the Graduate Outcomes survey (**BG20/49**) was **received**.
- 10.2.1 CM referred to the graduate research commissioned by CDD which had previously come to the Board. The Graduate Outcomes survey contained outcomes from the OfS and HESA approach which was less nuanced.
- 10.2.2 JLe noted the paper included data for RADA and LAMDA graduates due to its timing. A larger piece of work was ongoing to look at the data in more detail, with the caveat that some numbers might be very small and impossible to disaggregate without identifying individuals.
- 10.2.3 JLe noted that Graduate Outcomes replaced DLHE, the previous employability survey which had been run by the HEP, and was now conducted centrally. As a result some of the more nuanced information had been lost. Graduate Outcomes was likely to feed in as a metric to other measures within HE.
- 10.2.4 PR queried how the survey measured freelance work. JLe noted this largely came under self-employment but was dependent upon whether the student reported as part time or full time. JLe would share the criteria.
- 10.2.5 The Chair noted that Graduate Outcomes would become a high profile metric and CDD would need to revisit its response.
- 10.3 A verbal update on the NSS results was **received**.
- 10.3.1 JLe noted the results had been published today and outlined the initial results. CDD's results were very positive, especially given that the survey ran from January to April and could have been influenced by students' experience of the pandemic. Overall satisfaction had increased from 91 to 92 and was the third highest score within a group of comparator institutions.
- 10.3.2 The Chair thanked staff for their work in introducing a blended learning model.
- 10.3.3 JLe reported that the next iteration of TEF had now moved to 2022, due both to an independent review of TEF, the results of which had not been published, and a pilot run on subject TEF. CDD's Gold award would therefore continue until 2022.

11. Meeting Calendar & Workplans 2020-21

- 11.1 The meeting calendar and work plans for the Committees of the Board of Governors (**BG20/50**) were **noted**.
- 11.1.1 The Chair noted workplans would need to adapt to changing circumstances as required over the course of the next academic year.

12. Any Other Business

- 12.1 The Chair wished colleagues a good summer holiday under the circumstances.

13. Date of Next Meeting

- 14.1 The meeting dates for the 2020/21 academic year were noted as follows:

Wednesday 7 October 2020, 11.00am (Strategy Day)

Wednesday 25 November 2020, 11.00am

Wednesday 3 March 2021, 11.00am

Wednesday 19 May 2021, 11.00am (Strategy Day)

Wednesday 14 July 2021, 11.00a