

**CONSERVATOIRE FOR DANCE & DRAMA**

**MEETING OF THE BOARD OF GOVERNORS**

Wednesday, 7 October 2020

Via Zoom video conference

**MINUTES**

<b>Present:</b>	Caragh Merrick (Chair)	Chair	Independent
	Brian Brodie	BB	Nominated, NSCD
	Dr Roderick Clayton	RCI	Independent
	Emily Fletcher	EF	Independent
	Rabia Harrison	RH	Independent
	Derek Hicks	DH	Nominated, LCDS
	Robert Jude	RJ	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
	Louise Verrill	LV	Nominated, Rambert
	Colette Wilson	CW	Independent
Tamas Wood	TW	Nominated, Central	
<b>In attendance:</b>	Amanda Britton	AB	Principal, Rambert
	Clare Connor	CC	Principal, LCDS
	Fiona Francombe	FF	Principal Designate, BOVTS
	Stephen Laurie	SL	CDD
	Jill Leigh	JLe	CDD
	Joseph Lowe	JLo	CDD
	Mark Osterfield	Mo	Principal, Central
	Prof David Timms	DT	Consultant
	Sharon Watson	SW	Principal, NSCD
	Kate White	KW	Principal, NCCA
<b>Clerk:</b>	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:

Pete Dunleavy	PD	Elected, Staff
Janice French	JF	Independent
Martin Halliwell	MH	Independent
Mindy Kilby	MK	Independent

1.3 The Chair advised that the process for electing a new Student Governor was underway.

**2. Declarations of Interest**

- 2.1 No declarations of interest were raised.
- 2.2 The Clerk reminded colleagues to complete declaration of interest forms for the academic year.

**3. Minutes of the Previous Meeting**

- 3.1 The minutes of the meeting of the Board of Governors held on 15 July 2020 (**BG20/51**) 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 (**BG20/52**) were **reviewed**.
- 4.2 All matters arising had been resolved or were covered on the agenda.

**Strategy Day [part redacted]**

**5. Strategy Day Agenda**

- 5.1 The Chair introduced the agenda for the strategy day and gave an update on recent developments.

**6. Governance and Compliance [part redacted]**

- 6.1 The minutes of the Structure Working Group (**BG20/59**) were **received**.
- 6.2 A follow up letter from the Office for Students in response to information requirements provided by CDD under the F3 notice (**BG20/53**) was **received** and **noted**.
- 6.3 A report from Professor David Timms on the outcomes of the Stage 1 review of CDD's governance and compliance (**BG20/54**) was **received**.
  - 6.3.2 The Stage 1 review was discussed. Members welcomed comments from Prof Timms.
    - 6.3.2.1 It was agreed that the Structure Working Group would take forward the work on assurance and would update the Board on progress in November.
 

**Action: SWG to take forward work on assurance.**

*James Aston (Partner, BDO) joined the meeting.*

**6. CUC Code of Governance**

- 6.1 The updated CUC HE Code of Governance (published September 2020), attached as **BG20/55**, was **noted**.
- 6.2 An update from James Aston, Partner, National Head of Education, BDO, on the CUC Code of Governance, attached as **BG20/56**, was **received**.
  - 6.2.1 JA stated that to meet the ongoing conditions of registration, HEPs must meet the principles of public interest. The CUC code was fit for purpose and it was easier to follow the code than to put in place alternate measures to address the principles.
  - 6.2.2 JA stated the Code rested on organisational culture. There was a tracking job to be done to align the Code with public interest governance principles so they were considered on an ongoing basis and to ensure compliance.
  - 6.2.3 The Code had been published in September. There was an expectation most HEPs would adopt it in full for 2020/21.
  - 6.2.4 JA referred the board to the following specific points in the Code:
    - 6.2.4.1 2.12 referred to expectations of the audit committee. The committee must submit an annual report to the board, however this report was no longer required by OfS as of this year. A new code for audit committees had been published and should be circulated at board level and adopted by the audit committee from August 2020.
    - 6.2.4.2 3.3 referred to examples of where commercial interests might conflict with ethical interests.

- 6.2.4.3 5.8 referred to the role of Senior Independent Governor. JA stated that the size of the conservatoire meant this role was not essential. However, Board members expressed their support for this role and acknowledged that it had been very useful.
- 6.2.4.4 5.11 referred to terms of service and had been strengthened in the new code. JA stated that three terms of three years were reasonable but noted a refresh of governing body could be helpful as well.
- 6.2.5 JA recommended the code to the Board and welcomed questions.
- 6.2.6 A query was raised as to which fundamental changes from the previous code the board should focus on. JA confirmed the new code had picked up public interest principles including freedom of speech and academic freedom. However, an assessment or challenge of academic quality was not within the code.
- 6.2.7 A query was raised as to what good practice would look like with regards to the behavioural and cultural aspects of the code. JA gave the view that good practice constituted openness, the ability to talk freely on any subject, and have active engagement between management team and governing body. If there were problems, these should be aired. The organisation should be open to review or to look to internal audit to make recommendations.
- 6.2.8 JA confirmed that CDD would need to choose a date of adoption for the Code. It had the option to comply with the old Code to December 2020 and comply with the new Code from January.  
**Action: DR to review and consider date of adoption for the new Code.**  
**Action: Audit Committee to consider the new Code at its November meeting.**

## 7. Strategy and Partnerships [part redacted]

- 7.1 An update from the CEO and the Director of Business Development on potential new partnerships (**BG20/57**) was **received**.

## 8. Going Concern and the Financial Forecasts [part redacted]

- 8.1 An update from the CEO and the Director of Finance & Operations on sustainability, going concern and evidence required to demonstrate these (**BG20/58**) was **received**.
- 8.1.1 DR noted drivers impacting the paper: CDD would need to demonstrate a series of financial commitments and obligations for the forthcoming Annual Monitoring Review, postponed to early February by OfS. CDD and the member schools also had obligations as charities.
- 8.1.2 JLo noted that the January Board would need to sign off the financial forecasts and going concern. CDD would need to pick a set of assumptions to form the core model for submission to its auditors.
- 8.1.3 JLo outlined the current process for agreeing the forecast. CDD's Finance Committee met in October and would be asked to agree the scenarios to be modelled. JLo would work with school FDs in November and December to undertake modelling, which would then be considered by Finance Committee in January. The Committee would be tasked with picking the base scenario for submitting to the Board. Other scenarios would be presented as appendices.
- 8.1.3.1 JLo confirmed that Audit Committee would focus on going concern whilst Finance Committee would focus on sustainability and forecasts.
- 8.1.3.2 CW emphasised the need to ensure the Board had comfort that the work of the annual accounts and audit had been done properly. Audit Committee would need to consider any additional disclosures required and any doubts CDD might need to declare.
- 8.1.4 The Chair emphasised the need for all parties to engage with the modelling work required and asked the CEO to work with JLo and Principals to ensure full consultation throughout the modelling period. CDD would need to have tested its thinking and conclusions by January in order to take a clear view and decision on the forecast.  
**Action: DR and JLo to liaise with Principals on consultation for financial modelling.**

## 9. Any Other Business

- 9.1 The position on fee refunds in light of the pandemic was discussed.

- 9.1.1 The Chair confirmed this should be considered within the scenarios modelled. The current government direction was that students should take up cases with institutions individually.
- 9.1.2 JLe noted the need to be fair and equitable with students, whilst noting that HEPs had some protections providing they had been very transparent and accurate with the information provided to students and had delivered on promises.

**10. Date of Next Meeting**

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

Wednesday 25 November 2020 – *proposed change to 2.00pm*

Wednesday 3 March 2021, 11.00am – *proposed change to Wednesday 10 March, 11.00am*

Wednesday 19 May 2021, 11.00am (Strategy Day)

Wednesday 14 July 2021, 11.00am