

CONSERVATOIRE FOR DANCE & DRAMA

MEETING OF THE BOARD OF GOVERNORS

Wednesday, 25 November 2020, 2:00 – 4:00pm

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
	Janice French [from 5.4]	JF	Independent
	Rabia Harrison	RH	Independent
	Derek Hicks	DH	Nominated, LCDS
	Robert Jude	RJ	Independent
	Mindy Kilby	MK	Independent
	Rebecca Laschetti	RL	Independent
	Tierney Lawlor	TL	Elected, Student
	Lesley Payne	LP	Independent
	Julian Roskill	JR	Independent
	David Ruebain	DR	CEO
	Guy Stobart	GS	Nominated, BOVTS
	William Underhill	WU	Nominated, NCCA
	Louise Verrill	LV	Nominated, Rambert
	Colette Wilson [from 5.4]	CW	Independent
	Tamas Wood	TW	Nominated, Central
In attendance:	Amanda Britton	AB	Principal, Rambert
	Clare Connor	CC	Principal, LCDS
	Fiona Francombe	FF	Principal, BOVTS
	Stephen Laurie	SL	CDD
	Jill Leigh	JLe	CDD
	Joseph Lowe	JLo	CDD
	Olivia Oakley	OO	CDD
	Mark Osterfield	Mo	Principal, Central
	John Scott	JS	Consultant
	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
Martin Halliwell	MH	Independent
Matthew Slater	MS	Elected, Staff

- 1.5 It was **acknowledged** that the meeting was quorate. The meeting proceeded to business.
- 2. Declarations of Interest**
- 2.1 GS declared an interest for Item 10 (BOVTS Exit Plan) with regards to his role as a Trustee and Deputy Chair of Trustees of BOVTS.
- 2.2 No other declarations of interest were raised.
- 3. Minutes of the Previous Meeting**
- 3.1 An amendment was noted to minute 6.2.1.6: the reference to Strategy Working Group was to be corrected to Structure Working Group.
Action: ES to amend the minute.
- 3.2 JR noted that the minute for 6.1.3.3 should align with the decision taken by the Board at its meeting in March.
Action: ES to liaise with JR to ensure alignment with minutes of March Board.
- 3.3 The minutes of the Strategy Day of the Board of Governors held on 7 October 2020 (**BG20/60**) were **confirmed** as a fair and accurate record of the meeting, subject to the above amendments.
- 4. Matters Arising from the Minutes**
- 4.1 Matters arising from the minutes of the previous meeting (**BG20/61**) were **reviewed**.
- 4.1.1 Regarding OfS notes for the meeting on 6 October with CDD and Prof Timms, it was noted that JLe had followed up with the OfS and was awaiting a response.
- 4.2 All other matters arising had been resolved or were covered on the agenda.
- 5. Report of the Chair [part redacted]**
- 5.1 The appointment of Tierney Lawlor as the Elected Student Governor for 2020/21 with effect from 25 November 2020 was **confirmed**.
- 5.2 The Chair stated that the OfS minutes for the progress meeting on 11 November included some confidential matters. This aspect of the meeting notes would not be circulated.
Action: CDD to circulate OfS minutes of 11 November (with confidential matters redacted) and other minutes as referenced in the CEO report.
- 5.3 The Chair reported that DR had given notice that he would be leaving CDD. The Chair and DR had informed the OfS and had discussed with them the immediate issues regarding the team and the role of Accountable Officer.
- 5.4 The Chair reported that she had discussed with OfS what would be required for dissolving of a HE registration.
- 5.4.1 The Chair emphasised the importance of having the right knowledge on the Board to undertake an orderly wind down. She felt a strong responsibility to ensure the inherent risk was properly mitigated to give the board confidence and assurance going forward. She would therefore step down from the role if a Chair with more relevant experience could be found.
- 5.4.2 The Chair confirmed another meeting with the OfS would take place soon.
- 5.4.3 DHi acknowledged the difficulty in managing the situation. He noted that CDD faced challenging times but emphasised that it continued to pursue an orderly transition.
- 5.4.4 The Chair noted that she would be happy to continue discussions offline with any governor and emphasised the importance of moving forward in a collaborative and collegiate way that would be acceptable to both the Board and to the OfS.
- 6. Report of the CEO [part redacted]**
- 6.1 The report from the Chief Executive Officer on developments at CDD since the last meeting of the Board of Governors (**BG20/62**) was **received**.
- 6.1.1 DR confirmed that as of today there was no further news on when the consultation for ISTA would be published.
- 6.1.2 DR noted that the mass asymptomatic testing for Covid-19 had presented challenging deadlines for the sector produced by DfE which had required expeditious decisions. Discussions were

ongoing and most schools had determined not to proceed before Christmas. There would be another opportunity to participate in the new year.

7. Organisational Transition [part redacted]

7.1 Version 1 of a Transition Plan and timeline for transition to new arrangements (**BG20/63**) was received.

8. Compliance and Assurance [part redacted]

8.1 The notes of the Board Structure Working Group on 27 October 2020 and 13 November 2020 **BG20/64** were received.

8.2 The Manual of the Assurance and Compliance Requirements for Member Schools, **BG20/65**, was considered.

8.2.1 The Chair confirmed that OfS would not provide an assessment of the manual until it had been approved by the CDD Board.

8.2.2 DR referred the Board to the resolution which had been circulated to the Board by email as a consequence of further consideration of an element in Section D of the manual.

8.2.3 The Manual of the Assurance and Compliance Requirements for Member Schools was **approved in principle** subject to agreement by the schools on the disputed wording in section D.

Action: To agree the final wording for Section D of the Compliance and Assurance Manual with the FDs Group and circulate to the Board, including a recommendation on the agreed wording from the executive.

8.3 The revised Student Protection Plan (**BG20/66**) was considered.

8.3.1 JLe reported that OfS had required CDD to revise its SPP in light of the resignations of BOVTS and NSCD and with regards to the Covid-19 pandemic. CDD had attended a series of meeting with OfS and representatives from BOVTS and NSCD to facilitate development of the Plan. CDD had submitted this version to the OfS for approval and awaited their response.

8.3.2 JLe noted that since submission of the plan, some school plans were already evolving and further revisions to the annexes would come to the Board for future approval.

8.3.3 The revised Student Protection Plan was **approved**.

9. Charity Commission Serious Incident Report

9.1 The Serious Incident Report for submission to the Charity Commission (**BG20/67**) was considered.

9.1.1 DR reported that CDD's lawyers had recommended, given the significant recent developments, that CDD should submit a serious incident report. The report had been drafted in collaboration.

9.1.2 Members of the Board debated whether an SIR was the correct forum for notifying the Charity Commission of the upcoming changes, as it implied an adverse event rather than the transitional arrangements CDD was embarking upon. Members requested to see advice explicitly recommending this approach before submitting such a report.

9.1.3 The Chair proposed consulting further on potential alternative options before revisiting what should be communicated to the Charity Commission.

Action: DR to request advice regarding any alternative communication with Charity Commission to the Serious Incident Report and to bring this back to the Board by email or in January.

10. BOVTS Exit Plan

10.1 The BOVTS Exit Plan as required under the Members Agreement (**BG20/68**) was considered.

11. Report of the Audit Committee

11.1 The minutes of the Audit Committee meeting on 4 November 2020 (**BG20/69**) were received.

Amanda Britton and Tamas Wood left the meeting.

- 11.2 The recommendation of the Audit Committee to adopt the new CUC HE Code of Governance from 1 March 2021 was **considered**.
- 11.2.1 JR noted that the minutes were unconfirmed and that this recommendation would be subject to the Audit Committee’s further review of the Code at its February meeting.
- 11.3 The Risk Register (**BG20/70**) was **received**.

Rod Clayton left the meeting.

12. Report of the Finance Committee

- 12.1 The minutes of the Finance Committee meeting on 28 October 2020 (**BG20/71**) were **received**.
- 12.2 The CDD Management Accounts (**BG20/72**) were **received**.
- 12.2.1 MK reported that the accounts had been reviewed and discussed in detail. The Committee had welcomed the changes to presentation.
- 12.1.2 MK noted that JLo had had to prioritise his workload since joining the organisation in the summer and that the Committee would review timely monthly statements going forward.
- 12.1.3 The Chair asked the executive to ensure up-to-date accounts were brought to the Board going forward.
Action: Board agendas to include most recent accounts as a standing item.
- 12.3 The audited financial statements for 2019/20 (**BG20/73**) were **received**.
- 12.3.1 MK reported that the numbers were in good shape and the Committee had made some recommendations for changes in wording which would be implemented.

13. Senate Report to the Board on business in 2019/20

- 13.1 A report on the business conducted by Senate in the academic year 2019/20 (**BG20/74**) was **received**.
- 13.1.1 JLe noted that Senate would submit two separate reports to the Board. This report was provided for information. A full annual report on quality and standards would form part of the Annual Accountability Report and would come to the January meeting.
- 13.1.2 The Chair thanked Senate for their work over the year.

14. Prevent Annual Monitoring Report

- 14.1 The annual report on the Prevent Duty which includes the Annual Accountability Statement and risk assessment (**BG20/75**) was **considered**.
- 14.1.1 JLe confirmed that the deadline for the Prevent report remained the first week in December. CDD had had a productive meeting with the OfS. OfS had expressed themselves satisfied with how CDD managed Prevent and how the schools engaged and had noted that they considered CDD to be low risk.
- 14.1.2 The Prevent Annual Monitoring Report was **approved**.

15. Committee Terms of Reference

- 15.1 The terms of reference for the Audit Committee (**BG20/76**) were **approved**.
- 15.2 The terms of reference for the Finance Committee (**BG20/77**) were **approved**.
- 15.3 The terms of reference for the Nominations Committee (**BG20/78**) were **approved**.
- 15.4 The terms of reference for the Remuneration Committee (**BG20/79**) were **approved**.

16. Any Other Business

- 16.1 The Chair asked the Secretary to apprise the Board of agreed actions by email.
Action: Action list to be circulated by email.

17. Date of Next Meetings

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

Wednesday 20 January 2021, 11.00am

Wednesday 10 March 2021, 11.00am

Wednesday 19 May 2021, 11.00am (Strategy Day)

Wednesday 14 July 2021, 11.00am

17.2 The Chair noted CDD would need to consider the number of Board meetings going forward and the need for informal meetings in the run up to Christmas.