

CONSERVATOIRE FOR DANCE & DRAMA

MEETING OF THE BOARD OF GOVERNORS

Wednesday, 20 January 2021, 11.00am –13.00pm

Via Zoom video conference

MINUTES

Present:	Julian Roskill	JR/Chair	Independent
	Dr Roderick Clayton	RC	Independent
	Pete Dunleavy	PD	Elected, Staff
	Emily Fletcher	EF	Independent
	Janice French (from item 7.3)	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
	Tierney Lawlor	TL	Elected, Student
	Lesley Payne	LP	Independent
	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, BOVTS
	Stephen Laurie	SL	CDD
	Jill Leigh	JLe	CDD
	Joseph Lowe	JLo	CDD
	Ben Mitchell	BM	NSCD (alt., Nominated)
	Mark Osterfield	Mo	Principal, Central
	Sharon Watson	SW	Principal, NSCD
	Kate White (from item 7)	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:

Matthew Slater	MS	Elected, Staff
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1.3 It was **acknowledged** that the meeting was quorate. The meeting proceeded to business.

2. Declarations of Interest

2.1 There were no declarations of interest.

3. Minutes of the Previous Meeting

3.1 The minutes of the Board of Governors held on 25 November 2020 (**BG21/01**) 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 (**BG21/02**) were **reviewed**.

4.2 Regarding item 4, JR noted that his predecessor Caragh Merrick had intended to undertake more informal briefings with governors. JR would be in conversation with governors to gauge interest in briefings and cross-stakeholder groups.

4.3 Regarding item 6, JR acknowledged the work on the Transition Plan which had been undertaken by a small steering group of school governors and JLe. The Plan was currently with CEC and SMT for consultation and would come back to the Board in March.

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

5. Report of the Chair

5.1 The report of the Chair (**BG21/03**) was **received** and **taken as read**. JR gave a further update on four matters.

5.1.1 CDD had received LCDS's formal notice of resignation on 19 January 2021 and their Exit Plan would come to the Board in March.

5.1.2 The next scheduled meeting with OfS was on 29 January. CDD would present a new organisational chart as requested and the latest version of the Transition Plan.

5.1.3 JR and LV would be in weekly discussion with JLo and JLe to provide a support function for the executive. Governors should contact JR or LV if they wished to raise any issues in this forum.

5.1.4 Pending decisions to be taken today, CDD would need to review its staffing arrangements. The Remuneration Committee would be discussing this further and consultant John Scott would be available to help work through the processes. JR stated the importance of looking after staff and paid tribute to the work undertaken behind the scenes.

5.1.5 On behalf of the Board, EF conveyed the support of the Board to the CDD team.

5.2 The appointment of Julian Roskill as Chair of the Board (permanent) was **confirmed**.

5.3 The appointment of Louise Verrill as Deputy Chair of the Board was **confirmed**.

5.4 Approval of the agreement on David Ruebain's departure as CEO was **confirmed**.

5.5 The appointment of Jill Leigh as Accountable Officer (permanent) was **confirmed**.

6. Report of the Senior Management Team [part redacted]

6.1 The report from the SMT on developments at CDD since the last meeting of the Board of Governors (**BG21/03**) was **received**.

6.2 JLe noted that she would advise OfS of LCDS's resignation ahead of the meeting on 29 January.

6.3 The Chair asked for an update on progress with communications regarding the transition.

6.3.1 SL reported he had liaised with RC to prepare a public statement for the CDD website.

6.3.2 It was **agreed** that the statement would be shared with JR, LV and DR and with the Schools before publication.

Action: SL to finalise external statement with JR/LV/DR and to circulate to Principals and the Board for information.

Action: SL and School communications staff to discuss statement and joined up messaging at meeting on 4 February.

KW joined the meeting.

7. Annual Report, Audit and Financial Statements for 2019/20 [part redacted]

- 7.1 The Internal Auditor's Annual Report for 2019/20 (**BG21/05**) was **received**.
- 7.1.1 The Chair acknowledged the huge amount of work undertaken regarding annual reporting and audit matters and the fine judgements that were required to reach a conclusion. The Chair noted CDD was also adapting to the new Manual and endeavouring to treat all schools in a consistent manner whilst acknowledging their different positions. The Chair invited CW to set the scene for consideration of papers **BG21/05 – 09**.
- 7.1.2 CW stated that the Internal Audit report represented one piece of jigsaw the Audit Committee (AC) received to understand assurance of operations. The Internal Auditor had given a satisfactory opinion based on their work across financial controls and operations.
- 7.1.3 JLo noted a priority one recommendation from last year's report had been ensuring appropriate sign off of the financial forecasts. This was being addressed through Finance Committee's review on 14 January and paper **BG21/10** presented for review on today's agenda.
- 7.1.4 The Internal Auditor's Annual Report was **approved**.
- 7.2 The 'Going Concern' Statement (**BG21/06**) was **considered**.
- 7.2.1 CW reminded the Board of the process which had been followed to reach this assessment. Today's meeting would normally be the final stage before the Annual Report was signed and issued, following review by the external auditor and the AC. This year had been impacted by both the extension to reporting deadlines and the pandemic. As a result, more information was required to complete the audit; specifically, information relating to schools' Q1 management accounts was required to complete the going concern assessment and to satisfy AC and the Board. AC was asking the Board to consider the financial reporting and going concern as presented and recommended that the AC meet one more time to accept the going concern assessment and complete the accounts process. At this point, CDD would receive a final opinion from the external auditor.
- 7.2.2 MK confirmed the Finance Committee (FC) supported the delegation to AC under the clear proviso that there were no exceptions to providing the outstanding information.
- 7.2.3 It was acknowledged that the size of the Board might pose challenges in convening a quorate meeting at short notice. In that event, proxies might be used to take a decision.
- Action: Audit Committee to convene to review final end of year documents (Annual Report and Financial Statements, External Auditor's Report and Management Letter) and review going concern assessment. AC to take a decision on sign-off, or if necessary, to recommend a further meeting of the Board for further review.**

JF joined the meeting.

- 7.3 The External Auditor's draft Report (**BG21/07**) was **reviewed**.
- 7.3.1 It was agreed that in the event of AC being in a position to sign off the accounts and auditor's report, the Board should receive the final Annual Report and External Auditors Report for information.
- Action: JLo/ES to circulate final External Auditor's Report and Annual Report & Financial Statements to the Board for information.**
- 7.4 The annual report from the Audit Committee for 2019/20 (**BG21/08**) was **considered**.

7.4.1 CW stated the report represented a summary of the Committee’s work over the course of the year. Actions had been included in response to the increasing standards expected in relation to governance and controls. AC would need to monitor these over the remainder of the year.

7.5 The Annual Report of the Board of Governors and the Financial Statements for 2019/20 (**BG21/09**) was **reviewed**.

7.5.1 CW noted this had formed the substance of AC’s discussion. The report had been reviewed through management processes, FC and AC, and was presented for receipt and approval today, barring the going concern assessment.

7.5.2 The Annual Report and Financial Statements was **approved in principle** subject to receipt and review of the Q1 Management Account information required by the external auditor in order to confirm the assessment of CDD as a going concern, and confirmation of that information by the external auditor.

8. Annual Financial Return

8.1 The five-year financial forecast for submission to the Office for Students (**BG21/10**) was **reviewed**.

8.1.1 JLo thanked Schools for the huge amount of work and time which had input into this paper.

8.1.2 MK reported that FC had had an in-depth discussion on the forecast at its meeting on 14 January and that the paper had been updated in response to this discussion. FC recommended that CDD should present the forecasts but with the risks highlighted as indicated. FC would meet again to review the final submission before submission to the OfS, resolving the issue raised by Internal Audit in the previous year. MK noted the depth of consideration given to the forecast this year and thanked the School FDs and JLo for their work.

Action: Finance Committee to review and sign-off final submission of Financial Forecasts before submission to OfS.

8.1.3 Schools proposed a number of minor amendments in relation to presentation of their forecasts.

Action: Schools to send any comments on presentation of Financial Forecasts to JLo for agreement before submission to OfS on 1 February.

8.1.4 The five-year financial forecast was **approved** subject to agreement of final comments between the Schools and JLo.

9. Annual Report to the Board on Quality and Standards

9.1 The annual report on quality and standards which assures the Board that the Conservatoire meets the OfS conditions of registration B1 to B5 (**BG21/11**) was **considered**.

9.1.1 JLe noted that whilst the annual return to OfS no longer required an assurance on quality and standards, the report was intended to assure the Board of the continuing compliance with the for OfS conditions of registration (B1 to B5 inc). The report was presented to the Board to explain the activities undertaken to assure quality and standards and as a reminder of the other contributing reports received throughout the year. CDD would continue to provide these during the transition period.

9.1.2 JLe noted CDD has continued to be in the top quartile for NSS 2020 results. The NSS for 2021 was now underway and would conclude in April. Although HEPs in England were no longer required to promote the survey to students, JLe encouraged schools to do so, as the survey provided useful information in terms of judging student satisfaction.

9.1.3 MH advised that it was possible NSS rates and results would be down this year across the sector as a result of the pandemic and the resultant changes to delivery of teaching and learning. However, promotion remained the best way of generating a strong response.

- 9.1.4 JLe noted that the NSS was also undergoing a general review. CDD had had representation on the NSS review group through its Data Manager and had been able to feed in a small specialist view.

10. Organisational Transition

- 10.1 The legal advice from Mills & Reeve pertaining to the Members Agreement, governance structures and Charity Commission (**BG21/12**) was **received** and **considered**.
- 10.1.1 The Chair reported that further discussions had taken place offline in relation to these matters since receipt of the advice and asked LV to talk through the processes and procedures under consideration.
- 10.1.2 LV reported that a Transition Planning Group had formed with JLe and representatives from the School Boards (Ian Stanley – Rambert, Virginia Brooke – Central, Guy Stobart – BOVTS). The group had developed a Project Initiation Document (PID) which was now with CEC and SMT for comment. LV emphasised this was a living document addressing scoping, delivery, objectives, timetable, project management control, and resourcing. It was proposed that JLe would be project manager and JR project sponsor; a coordination committee would comprise CEC members and one or two governors who would report to the steering committee on the Board.
- 10.1.3 LV stated that CDD needed to consider what was required in terms of external advisors. There was a piece of work to progress around amending the Members’ Agreement. JR and LV had also initiated conversations regarding advice from potential liquidators and solvency experts. JLe was looking at the scope for this piece of work. It was critical for governance that the Board received external advice to ensure it had the right protections going forward. LV reminded the Board it would need to sign a statutory declaration to say CDD was solvent and going into liquidation. LV expected these elements of the Transition Plan to move forward in the next few weeks. It was intended that the Plan would be shared with OfS by the end of the month.
- 10.1.4 JLe acknowledged the support received from the planning group and noted that the transition represented a new process for all parties including CDD staff, CDD and school governors and the OfS. All help was welcomed.
- 10.1.5 JR asked for the Board’s support in moving forward this area of work. This was **agreed**. **Action: Following consultation with CEC and SMT, JLe to circulate the project initiation document (PID) for the Transition Plan to the Board and share with the OfS.**
- 10.2 The proposed resolution to pursue a solvent winddown of CDD’s registration as a Higher Education Provider with the Office for Students working towards a transition date of July 2023 was **discussed**.
- 10.2.1 It was suggested that the resolution should incorporate the possibility of an earlier transition date, should this be viable, and in order to support and be consistent with the messages presented in external communications.
- 10.2.2 It was confirmed that the Board would not agree to an earlier transition date than July 2023 should this jeopardise CDD as a going concern.
- 10.2.3 **It was resolved** to pursue a solvent winddown of CDD’s registration as a Higher Education Provider with the Office for Students working towards a transition date of no later than July 2023.
- 10.3 The updated Serious Incident Report to the Charity Commission (**BG21/13**) was received.
- 10.3.1 It was noted that the Report would need some further amendments reflecting recent developments, including the formal notification of resignation from LCDS.
- 10.3.2 WU noted he would forward some comments to ensure consistency with other documents such as the Annual Report.
Action: WU to send comments on Charity Commission Serious Incident Report to ES for updating. JR to review prior to submission.

- 10.3.3 The Serious Incident Report was **approved in principle** subject to the above amendments and final approval by the Chair.

11. Report of the Audit Committee

- 11.1 The minutes of the Audit Committee meeting of 14 January 2021 (**BG21/14**) were **received**.

12. Report of the Finance Committee

- 12.1 The minutes of the Finance Committee meeting of 14 January 2021 (**BG21/15**) were **received**.

- 12.2 The CDD Management Account (four months to November 2020) (**BG21/16**) was **received**.

- 12.2.1 JLo noted that the costs of CDD were currently below budget, however the budget needed to be altered as it was currently shown on a cash basis rather than on an accrual basis.

13. Any Other Business

- 13.1 The Chair invited the Student Governor to update the Board on a developing matter.

- 13.1.1 TL reported that a group of students across CDD were working on a petition to government in light of the pandemic, regarding fees and prioritising performing arts and conservatoire training to resume in-person teaching as soon as possible. Principals and CDD staff had been made aware of students' plans. TL emphasised the petition was not direct to the institution and was not a criticism of the Schools or CDD. Students felt the Schools were doing the most they could and should not be burdened with additional costs or criticism. Students felt well supported.

- 13.1.2 TL reported that the group would write a letter to the Universities Minister Michelle Donelan, followed by letters to local MPs lobbying for more support and more recognition. These letters would stress the need for in person teaching and financial recognition, acknowledging that access to training online did not represent what students had signed up for and should be receiving, such as access to studios, although through no fault of the schools. TL was meeting regularly with student representatives from LCDS who were leading the campaign and drafting the letter. They aimed to submit the letter early next week.

- 13.1.3 The Chair thanked TL for this update and noted it was useful for the Board to be aware of students' efforts. On behalf of the Board, RJ congratulated TL on the mature and considered way she had presented her views and those of her colleagues.

- 13.1.4 JLe reported that Conservatoires UK had represented the conservatoire sector in a meeting with Michelle Donelan and had received verbal recognition that the performing arts would be added to a priority list of courses which should resume face-to-face teaching as soon as possible.

- 13.1.5 CC reported that Andrew Hurst from One Dance UK and a patron of The Place would also be advocating for the performing arts on this matter at an All Party Group.

- 13.2 It was noted that CW's resignation would follow the conclusion of AC's work on the end of year process as agreed by the Board today. The Board thanked CW for her contribution.

- 13.3 EF noted she would be leading the search for CW's successor for Chair of Audit Committee and welcomed any input from colleagues.

- 13.4 The Board thanked JR and JLe for stepping into the critical roles of Chair and Accountable Officer.

14. Date of Next Meetings

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

Wednesday 10 March 2021, 11.00am
Wednesday 19 May 2021, 11.00am
Wednesday 14 July 2021, 11.00am