

CONSERVATOIRE FOR DANCE & DRAMA

MEETING OF THE BOARD OF GOVERNORS

Wednesday, 10 March 2021, 11.00am –13.00pm

Via Zoom video conference

MINUTES

Present:	Julian Roskill	JR/Chair	Independent
	Dr Roderick Clayton	RC	Independent
	Emily Fletcher	EF	Independent
	Janice French (alt. for MK)	JF	Independent
	Martin Halliwell	MH	Independent
	Rabia Harrison	RH	Independent
	Derek Hicks	DH	Nominated, LCDS
	Robert Jude	RJ	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
	Tamas Wood	TW	Nominated, Central
In attendance:	Amanda Britton	AB	Principal, Rambert
	Darren Carr	DC	Deputy Principal, NSCD
	Clare Connor	CC	Principal, LCDS
	Fiona Francombe	FF	Principal, BOVTS
	Jill Leigh	JLe	CDD
	Joseph Lowe	JLo	CDD
	Mark Osterfield	MO	Principal, Central
	Sharon Watson	SW	Principal, NSCD
	Kate White	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:

Mindy Kilby	MK	Independent
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It was noted that JF was acting as alternate for MK and would give her vote if required.

- 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 20 January 2021 (**BG21/17**) 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 (**BG21/18**) were **reviewed**.
4.2 Regarding item 9, the Chair reported that the Charity Commission Serious Incident Report had been filed. The Chair thanked WU for his contribution to the final wording.

5. Report of the Chair

- 5.1 The report of the Chair (**BG21/19**) was **received** and **taken as read**.
5.1.1 The Chair gave an update on the search for an Audit Committee Chair. CDD's internal auditor had confirmed that the position of Audit Committee Chair could be remunerated and CDD would now be pursuing this route.
5.1.2 JLe gave an update on the meeting to discuss amendments to the Members' Agreement and Articles, with representation from Mills & Reeve, BDO, CDD, Schools and governors. This was scheduled for Friday 12 March. The intention was to reach a conclusion for outline amendments for presentation to Mills & Reeve. If more time was required, the group would reconvene until agreement could be reached.

6. Report of the Senior Management Team

- 6.1 The report from the SMT on developments at CDD since the last meeting of the Board of Governors (**BG21/20**) was **received**.
6.2 JLe reported that students were returning to face-to-face study this week and CDD would be evaluating the impact of the return over the next few weeks.
6.3 JLe reported that the next monthly meeting with OfS was on Friday 12 March. CDD would update on discussions at the Board. BDO would also be joining this meeting.

7. Organisational Transition

- 7.1 A report on progress on the CDD Transition Plan (**BG21/21**) was **received**.
7.1.1 The Chair thanked the Transition Advisory Group for their work on the transition plan documents.
7.1.2 JLe reported that the intention was now to move into the formal stage of the plan. The Board Transition Steering Group would ensure the plan had sufficient oversight and governance and would enable decisions to be taken between Board meetings to facilitate swifter progress. The Steering Group would advise if an issue needed discussion or approval by the full Board. The Steering Group would receive a regular report from the Transition Coordination Committee (TCC) which would be oversee the operational side of the plan, comprising Principals and other stakeholders.
7.1.3 JLe noted that the delegation of final approval of Exit Plans would enable approval and submission to the OfS ahead of the next Board. JLe did not anticipate any major revisions to the Plans further to the documents on the agenda today, as these had already undergone thorough revision in relation to the 2022 exit date.
7.1.4 A query was raised as to the role of the Steering Group in ensuring the timetable was met. JLe noted the group would have this role but the timetable would also be driven by the work with BDO, Mills & Reeve and all parties. The Chair noted he would expect regular briefings from the Transition Coordination Committee to ensure early warning of any issues.
7.1.5 JLe confirmed that all Schools were now aiming for an exit date of 2022 and this was enshrined in their plans. CDD would need contingency plans and would receive early indication from OfS of any issues anticipated in not meeting deadlines.
7.1.6 On behalf of the Board, LV thanked JLe for her work and gave the assurance of support from all parties.

- 7.1.7 The membership and terms of reference of the proposed governance and operational groups were **approved**.
- 7.1.8 The delegation of powers to the Board Transition Steering Group to enable it to approve, if necessary, the amended narrative element of each School Exit Plan following their further revision to reflect the change of exit date to July 2022, was **approved**. The amended financial forecasts would be approved by the Finance Committee.
- 7.2 The decision to pursue the transition date of July 2022 for the solvent winddown of CDD's registration as a Higher Education Provider with the Office for Students was **noted**.
- 7.3 A report on updating the Articles and the Members' Agreement (**BG21/22**) was **received**.
 - 7.3.1 The Chair asked for views on the two points raised in paragraph 4.1.c, namely the number of Staff Governors and whether the Principals needed to attend Board meetings. The Chair invited the Principals to comment.
 - 7.3.2 Principals reported that communication channels with staff were well embedded at school level and communications had been increased as a result of Covid-19.
 - 7.3.3 The Board noted the importance of retaining staff representation at CDD level as well as at school level. It was **agreed** that CDD should seek to appoint one Staff Governor. It was **agreed** that it would be preferable to appoint a Staff Governor from a different school to the Student Governor to facilitate wider representation.
Action: ES to take forward process for appointing one Staff Governor.
 - 7.3.4 The Principals noted the importance of being aware of conversations at the Board. As a group, all Principals were in regular conversation with one another. The Principals raised the proposal that one Principal could attend on behalf of the group, in rotation.
 - 7.3.5 It was **agreed** that for future Board meetings, one Principal would attend on behalf of the six Principals.

8. Members Exit Plans [part redacted]

- 8.1 An Overview of School Exit Plans and updates with an exit date of July 2022 (**BG21/23**) was **received**.
 - 8.1.1 JLe presented the overview. The narrative element of Exit Plans covered a number of aspects that CDD required for schools to make an orderly exit from CDD. For the narrative element, CDD had composed a template which asked schools to give information under a number of headings. Not all schools had chosen to use the template but all had supplied information in the identified areas. Where necessary, CDD had also had conversations with the schools.
 - 8.1.2 The financial element of Exit Plans would not be considered today and would be reviewed by Finance Committee on 29 April.
 - 8.1.3 Two elements where CDD particularly needed assurance related to conditions of registration B1 (quality assurance) and C2 (information to students). Quality assurance related to the various policies, procedures and governance for students which schools would need to provide as required by OfS. Information for students was bound by two sets of legislation: those of OfS, and consumer legislation and CMA requirements. Schools needed to give each cohort of students and potential students the right message at the right time. OfS would be very concerned with the detail of this and JLe had worked with the Principals to understand the timetable of communications as relevant to each school. Communications would continue to be updated as CDD and Schools moved through the process.
 - 8.1.4 Under this framework, SMT had reviewed the Exit Plans and were satisfied that the Plans met the requirements. The narrative element of all Exit Plans was comprehensive, gave a clear picture of the School's direction, and fit for purpose.

- 8.1.5 OfS would be talking to individual schools about their applications and might raise any individual issues with the schools. Following final approval of Plans, CDD would need to revise the SPP again, as the revision currently with OfS pertained to a 2023 exit date.
- 8.1.6 The Chair invited colleagues to introduce their Plans.
- 8.2 The amendments to NSCD’s Exit Plan in relation to the 2022 transition date (**BG21/24**) were **noted**.
- 8.3 The amendments to BOVTS’s Exit Plan in relation to the 2022 transition date (**BG21/25**) were **noted**.
- 8.4 The narrative element of the 2022 Exit Plan for London Contemporary Dance School (**BG21/26**) was **received**.
- 8.5 The narrative element of the 2022 Exit Plan for Rambert School (**BG21/27**) was **received**.
- 8.6 The narrative element of the 2022 Exit Plan for Central School of Ballet (**BG21/28**) was **received**.
- 8.7 The narrative element of the 2022 Exit Plan for National Centre for Circus Arts (**BG21/29**) was **received**.
- 8.8 The Chair noted common themes across the schools’ plans. It was clear that schools had undertaken a thorough process involving a great amount of work and he hoped this would reap dividends for each school in the long run. Secondly, he was pleased to hear the contribution made by the CDD team in supporting the process and was keen for this to continue. Thirdly, he noted that each school appeared confident but cautious, without underestimating the challenges ahead. The Chair opened to questions.
 - 8.8.1 The level of change the schools were dealing with in addition to the exit from CDD was noted.
 - 8.8.2 A query was raised seeking clarity around backup plans, and the logistics if one or two schools needed to continue with CDD for another year.
 - 8.8.3 Principals reiterated confidence in the ability to deliver a transition in 2022. In the event of a delay in attaining registration for one or more schools, the option to continue with CDD for a period would mean the minimum disruption to students until the application was successful.
 - 8.8.4 The narrative element of the Exit Plan for London Contemporary Dance School was **approved**.
 - 8.8.5 The narrative element of the Exit Plan for Rambert School was **approved**.
 - 8.8.6 The narrative element of the Exit Plan for Central School of Ballet was **approved**.
 - 8.8.7 The narrative element of the Exit Plan for National Centre for Circus Arts was **approved**.

9. Risk Register

- 9.1 The updated Risk Register (**BG21/30**) was **considered**.
 - 9.1.1 The Chair noted the outgoing AC Chair had worked on a proposal for the risk register for 2021 and the updated register was prepared on this basis.
 - 9.1.2 ES noted the register reflected the strategy to pursue a solvent wind down; as such the scope of the risk management was CDD itself.
 - 9.1.3 The register had been prepared by SMT; however as Audit Committee had not met since its additional end of year meeting, the register had not received prior review by a committee on this occasion.

- 9.1.4 Regulatory and Governance had been identified as mid risk due to the upcoming review of governance documents and the AC Chair vacancy. Team had been identified as mid risk as conversations with staff were not yet concluded. It was hoped that the likelihood of these risks would reduce following resolution of these matters.
- 9.1.5 The Chair noted the risk for Team could also increase were CDD to lose staff, and when considering retention, it would be unrealistic to assume all staff would stay right to the end.
- 9.1.6 The Risk Register was **approved**.

10. Report of the Audit Committee

- 10.1 The minutes of the Audit Committee meeting of 10 February 2021 (**BG21/31**) were **received** and **taken as read**.

11. Report of the Finance Committee

- 11.1 The minutes of the Finance Committee meetings of 29 January 2021 and 17 February 2021 (**BG21/32**) were **received** and **taken as read**.
- 11.2 The updated Financial Regulations as recommended by the Finance Committee (BG21/33) were **received**.
 - 11.2.1 JLo reported the regulations had been updated as part of the annual periodic update. There were no changes of significance to highlight.
 - 11.2.2 The Chair noted FC would undertake a final review subject to clarification of roles and titles; this would not alter the substance of the document.
 - 11.2.3 The Financial Regulations were **approved** subject to the above minor amendments by Finance Committee.
Action: Finance Committee to finalise Financial Regulations.

12. Any Other Business

- 12.1 The Chair invited the Student Governor to update on the students' lobbying to the Universities Minister.
 - 12.1.1 TL reported that a letter to the Universities Minister had been sent with the support of students from LCDS, Rambert, and NSCD. With a student body comprising six different schools, it would not always be possible to come to total agreement. One student had received a response from their MP and students had received an acknowledgement from the Universities Minister.
- 12.2 The Board recorded its thanks to David Ruebain, who would be leaving at the end of March, and to the two members of staff who had now departed through the redundancy process, for their contribution to CDD.

13. Date of Next Meetings

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

Wednesday 19 May 2021, 11.00am

Wednesday 14 July 2021, 11.00am