

**CONSERVATOIRE FOR DANCE & DRAMA****MEETING OF THE BOARD OF GOVERNORS**

Wednesday, 19 May 2021, 11.00am –13.00pm

Via Zoom video conference

**MINUTES**

|                       |                             |           |                    |
|-----------------------|-----------------------------|-----------|--------------------|
| <b>Present:</b>       | Julian Roskill              | JR/Chair  | Independent        |
|                       | Dr Roderick Clayton         | RC        | Independent        |
|                       | Steve Deville               | SD        | Independent        |
|                       | Emily Fletcher              | EF        | Independent        |
|                       | Janice French               | JF        | Independent        |
|                       | Martin Halliwell            | MH        | Independent        |
|                       | Rabia Harrison              | RH        | Independent        |
|                       | Derek Hicks                 | DH        | Nominated, LCDS    |
|                       | Robert Jude (from item 8.3) | RJ        | Independent        |
|                       | Mindy Kilby                 | MK        | Independent        |
|                       | Jill Leigh                  | JLe       | Ex Officio         |
|                       | Rebecca Laschetti           | RL        | Independent        |
|                       | Tierney Lawlor              | TL        | Elected, Student   |
|                       | Stefano Maifreni            | SM        | Independent        |
|                       | Lesley Payne                | LP        | Independent        |
|                       | Guy Stobart                 | GS        | Nominated, BOVTS   |
|                       | Louise Verrill              | LV        | Nominated, Rambert |
|                       | Tamas Wood                  | TW        | Nominated, Central |
| <b>In attendance:</b> | Oliver Barkes               | OB        | CDD                |
|                       | Amanda Britton              | AB        | Principal, Rambert |
|                       | Clare Connor                | CC        | Principal, LCDS    |
|                       | Fiona Francombe             | FF        | Principal, BOVTS   |
|                       | Joseph Lowe                 | JLo       | CDD                |
|                       | Mark Osterfield             | MO        | Principal, Central |
|                       | Sharon Watson               | SW        | Principal, NSCD    |
|                       | Kate White                  | KW        | Principal, NCCA    |
| <b>Clerk:</b>         | 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 The Chair welcomed SD, SM, and OB to their first Board meeting.
- 1.3 It was **noted** that NSCD had appointed Peter Moizer as their Nominated Governor and he joined the CDD Board with effect from 19 May 2021.
- 1.4 It was **noted** that the Principals would continue to be in attendance whilst discussions continued regarding amendments to the Members Agreement (MA), before moving to attendance in rotation.
- 1.5 Apologies were **received** and **accepted** from the following governors unable to attend:

|                   |    |                 |
|-------------------|----|-----------------|
| Peter Moizer      | PM | Nominated, NSCD |
| William Underhill | WU | Nominated, NCCA |

1.6 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.

2.2 The Chair noted the advice received from Mills & Reeve on page 2 of **BG21/39** regarding conflicts of interest and amendments to the MA.

## 3. Board appointments

3.1 The appointment of Steve Deville as an Independent Governor and as the Chair of the Audit Committee was **confirmed**, following approval by circular resolution.

3.2 The appointment of Stefano Maifreni as an Independent Governor and as a Member of the Audit Committee was **confirmed**, following approval by circular resolution.

## 4. Minutes of the Previous Meeting

4.1 The minutes of the Board of Governors held on 10 March 2021 (**BG21/34**) were **confirmed** as a fair and accurate record of the meeting.

## 5. Matters Arising from the Minutes

5.1 Matters arising from the minutes of the previous meeting (**BG21/35**) were **reviewed**.

5.1.1 Regarding item 1, it was noted that a potential staff representative had been identified who might join the Board as a co-opted member.

## 6. Report of the Chair [part redacted]

6.1 The report of the Chair was **received**.

6.1.1 CDD was making steady progress on the MA amendments following a meeting of the TCC to discuss details.

6.1.2 CDD had appointed OB as interim FD and was in discussion with a former interim colleague regarding the role for the period up to winddown.

6.1.3 The next meeting with the OfS was scheduled for Friday. No major issues had been raised at the last two meetings.

6.1.4 Following Finance Committee's review of financial forecasts as part of Exit Plans for 2022, Exit Plans for Central School of Ballet, LCDS, and Rambert School were now **approved**.

**Action: BTSG to approve remaining 2022 Exit Plans following approval of forecasts by the Finance Committee.**

## 7. Report of the Head of Institution [part redacted]

7.1 A report from the Head of Institution on developments since the last meeting of the Board (**BG21/36**) was **received**.

7.1.1 The main development regarding the pandemic related to asymptomatic and home testing for students. CDD was particularly monitoring schools' communication with students about their options for testing. Testing was not compulsory but strongly encouraged.

7.1.2 Indicative funding allocations for 2021/22 had been published, but there was not yet an indication as to funding in the following academic year. The review of ISTA had now been postponed and rolled into the general review of tuition fee funding, which might also take into account the recommendations of the Augar review.

## 8. Organisational Transition

8.1 A report from the Transition Coordination Committee (**BG21/37**) was **received**.

8.1.1 JLe noted the significant work undertaken by the Committee around forecasts, budget and the MA.

- 8.1.2 A school had agreed in principle to take on the Student Management System which would give considerable comfort in terms of managing data legacy. JLe expressed CDD's gratitude to the school.
- 8.1.3 Training and knowledge transfer had commenced and would be a continual process going forward. CDD would offer support for schools as required and especially for those schools undertaking a QSR review.
- 8.1.4 FF noted thanks to the CDD team and in particular for the work of JLe and the Deputy Academic Registrar in supporting the schools.
- 8.2 A report on progress from BDO (Transition Project Advisor) (**BG21/38**) was **received**.
  - 8.2.1 JLe noted this was a progress report with high level observations; no major concerns had been raised. CDD anticipated a more detailed report from BDO on finances and forecasts in the next couple of weeks which would be circulated when received.  
**Action: Circulate BDO report on finances and forecasts to the Board.**
  - 8.2.2 The Board requested that the next report from BDO should include reporting on actual costs, with reference back to the budget and recalibrating likely costs going forward, in order to ensure rigour and transparency. MK noted that the Finance Committee had also requested regular review of BDO costs for the Committee going forward to ensure this significant commitment came in on budget.  
**Action: JLe to request inclusion of costs in next BDO report.**

*RJ joined the meeting.*

- 8.3 A report on progress with amendments to the Members Agreement (**BG21/39**) was **received**.
  - 8.3.1 JLe reported that considerable progress had been made on the majority of outstanding matters. Further information had been received from the schools since the report was circulated and another meeting with schools would take place to ensure the latest information was incorporated.
  - 8.3.2 The Chair noted the need for flexibility for cost overruns and exceptional items which were a variation to the Budget and Forecast.
  - 8.3.3 The Chair noted the need to finalise the scope of releases in relation to insurance.
  - 8.3.4 JLe reported that CDD would liaise with its insurance broker regarding any additional cover required for its Management Liability Insurance up to the point of winddown and beyond. The current policy would be renewed to ensure no break in cover. JR and LV would review future requirements following these discussions.  
**Action: JR and LV to review insurance requirements following consultation with the broker.**
  - 8.3.5 Following review by Mills & Reeve, the final version of the amended MA would be circulated to the Board for information and for comment.  
**Action: Amended MA to be circulated to Board.**
  - 8.3.6 It was **agreed** that final approval of the amended MA would be delegated to the Board Transition Steering Group unless the Steering Group considered that further scrutiny was required by the full Board.
- 8.4 The financial forecasts for 2022/23 and 2023/24 scenario planning (**BG21/40**) were **received** and **discussed**.
- 9. **Report of the Finance Committee [part redacted]**
  - 9.1 The minutes of the Finance Committee meeting of 29 April 2021 (**BG21/41**) were **received**.
    - 9.1.1 MK noted that the majority of items were covered on today's agenda. The Committee was recommending the budget for approval.

9.1.2 MK noted the Committee's thanks and appreciation to JLo for the work he had undertaken since joining CDD.

9.2 The CDD Management Account to April 2021 (Q3) and outturn report for 2020/21 (**BG21/42**) was **received**.

9.2.1 JLo noted that CDD was operating in line with budget although for different reasons than intended when the budget was set, due to the change in institutional strategy.

9.3 The CDD Budget for 2021/22 (**BG21/43**) was **considered**.

9.3.1 The budget for 2021/22 was **approved**.

## 10. Compliance and Assurance

10.1 An update on compliance with the Manual for Compliance and Assurance (**BG21/44**) was **received**.

10.1.1 JLe noted that this would be a standing agenda item for the Board going forward. The report covered those conditions where schools were required to provide any information to CDD or undertake any activities.

10.1.2 JLe highlighted CDD's compliance with APP monitoring which was a particular area of interest for OfS.

10.1.3 It was noted that there had been considerable improvement in the quality of financial information supplied since the implementation of the Manual.

10.2 An update on FOI requests received (**BG21/45**) was **noted**.

10.2.1 JLe noted that the report to a senior committee was a statutory requirement under the FOI Act.

10.2.2 It was noted the number of requests was likely to be low in comparison to the sector. Due to CDD's structure, many requests were likely to be made direct to the schools.

10.3 The new OfS condition of registration to protect students if a higher education provider closes (**BG21/46**) was **noted**.

10.3.1 JLe noted that the new condition did not particularly impact on CDD as it was in regular dialogue with the OfS and seeking voluntary deregistration. However it would be important to those schools seeking independent registration. JLe advised schools to bring new OfS conditions to their Boards as they were published.

## 11. Risk Register

11.1 The updated Risk Register (**BG21/47**) was **considered**.

11.1.1 ES noted that FC had considered an updated version of the Risk Register in April and Audit Committee would give further input at its June meeting.

11.1.2 At this stage there were no changes in risk level. Once the amended MA had been approved, risk was expected to reduce in some areas.

11.1.3 The risk register was **approved**.

## 12. Report of the Nominations Committee

12.1 The minutes of the Nominations Committee meeting of 5 May 2021 (**BG21/48**) were **received**.

12.1.1 It was noted that CDD had received a response from the Charity Commission regarding remuneration of the role of AC Chair. The Commission had given approval in principle but required a minor amendment to the Articles, which would be incorporated into the changes currently underway, and a special resolution from the Board to approve these changes.

12.1.2 It was noted that those governors standing for re-election would abstain from voting on their own re-election.

12.2 The reappointment of Emily Fletcher for a fourth and final term of service from July 2021 under the provision of Article 15 and under the exceptional circumstances of pursuing a solvent winddown was **approved**.

12.3 The reappointment of Janice French for a second term of service from July 2021 was **approved**.

12.4 The reappointment of Martin Halliwell for a second term of service from July 2021 was **approved**.

12.5 The reappointment of Robert Jude for a third term of service from July 2021 was **approved**.

12.6 The reappointment of Lesley Payne for a second term of service from July 2021 was **approved**.

12.7 The Fit and Proper Persons Declaration for implementation from 2021/22 (**BG21/49**) was **received**.

### **13. Any Other Business**

13.1 The Board recorded its thanks and appreciation to JLo for his contribution to CDD and wished him well in his next role.

### **14. Date of Next Meetings**

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

Wednesday 14 July 2021, 11.00am