

CONSERVATOIRE FOR DANCE & DRAMA

MEETING OF THE BOARD OF GOVERNORS

Wednesday, 14 July 2021, 11.00am – 13.00pm

Via Zoom video conference

MINUTES

Present:	Julian Roskill	JR/Chair	Independent
	Dr Roderick Clayton	RC	Independent
	Steve Deville	SD	Independent
	Emily Fletcher	EF	Independent
	Derek Hicks	DH	Nominated, LCDS
	Robert Jude	RJ	Independent
	Mindy Kilby	MK	Independent
	Jill Leigh	JL	Ex Officio
	Rebecca Laschetti (Alternate for JF)	RL	Independent
	Stefano Maifreni	SM	Independent
	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:	Oliver Barkes	OB	CDD
	Clare Connor	CC	Principal, LCDS
	Fiona Francombe	FF	Principal, BOVTS
	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:

Janice French	JF	Independent
Martin Halliwell	MH	Independent
Rabia Harrison	RH	Independent
Tierney Lawlor	TL	Elected, Student
Peter Moizer	PM	Nominated, NSCD

1.3 It was noted that JF had appointed RL to act as her alternate for this meeting.

1.4 It was noted that TL had reached the end of her term as Student Governor and would graduate this week. The Board thanked TL for her contribution and wished her the best for her future career.

1.5 Apologies were **received** and **accepted** from the following Principals unable to attend:

Amanda Britton	AB	Principal, Rambert
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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.

3. Minutes of the Previous Meeting

3.1 The minutes of the Board of Governors held on 19 May 2021 (**BG21/50**) 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 (**BG21/51**) were **reviewed**.

4.1..1 Regarding item 1, it was noted that the Finance Committee had now approved the financial forecast as part of the Exit Plan for 2022 for National Centre for Circus Arts and that the NCCA Exit Plan for 2022 was **approved**.

4.1..2 MO noted that a member of staff at CSB had agreed to join the Board as a co-opted member.

Action: ES to take forward appointment of CSB staff representative as a co-opted member.

5. Report of the Chair [part redacted]

5.1 A verbal report from the Chair was **received**.

5.1..1 The Chair thanked all parties involved for their hard work in developing the governance amendments and documents requisite for the transition process

5.1..2 The Chair reported that conversations with OfS had moved to routine operational meetings but drew attention to the messages in the letter from OfS which formed part of the agenda (**BG21/58**).

5.1..3 The Chair reported that Rabia Harrison had resigned from her position as Independent Governor. The Board thanked RH for her work and contribution.

5.1..4 The resignation of Rabia Harrison was **accepted**.

6. Report of the Head of Institution [part redacted]

6.1 A report from the Head of Institution on developments since the last meeting of the Board (**BG21/52**) was **received**.

6.1..1 JL reported that she and the Principals met weekly to discuss matters relating to COVID-19 and that the schools were dealing admirably with the level of administration required by various authorities.

6.1..2 The recurrent funding letter from OfS was now expected in July. No changes were expected to the indicative allocations previously published by OfS.

6.1..3 CDD had appointed a Head of Finance, Simon Finbery, to succeed OB. OB would undertake a handover and would be available going forward to offer advice and guidance as needed. JL thanked OB for setting up the appointment.

6.1..4 The National Student Survey (NSS) results would be published at 09:30 on Thursday 15 July. CDD would advise the Board of the results. It was not yet known how the pandemic would impact upon students' responses.

Action: CDD to report on NSS results.

- 6.1..5 OfS had approved CDD's revised Student Protection Plan (SPP) which would be published on the CDD website, alongside a commentary to be updated on an ongoing basis as CDD progressed through the Transition Plan.
- 6.1..6 The paper referred to a quote from CDD's insurance broker. At the appropriate time CDD would seek a conversation with its broker and other insurers to obtain a competitive quote for run-off D&O insurance.
- 6.1..7 JR reported that CDD's policy renewed annually in May.

7. Organisational Transition [part redacted]

- 7.1 A report from the Transition Coordination Committee (**BG21/53**) was **received**.
 - 7.1..1 JL reported that the committee's focus had been on the amendments to the Members Agreement and Articles. CDD staff had also been providing training opportunities for schools.
 - 7.1..2 CDD and NSCD had met with Ellucian, the SMS supplier, to discuss the potential transfer of the system to NSCD. TCC would be kept informed of progress and the committee would report back to the Board in the autumn.
- 7.2 A report on CDD's financial forecasts from BDO (Transition Project Advisor) (**BG21/54**) was **received**.
 - 7.2.1. JL noted that the report had been positive overall and BDO had not raised any issues of deep concern. CDD had taken BDO's comments on risk into account in developing the Agreement to Vary the Members Agreement.

8. Members Agreement [part redacted]

- 8.1 The Agreement to Vary the Members' Agreement (VMA) (**BG21/55**) was **received**.
 - 8.1.1. **It was noted** that a final form draft VMA to the Members' Agreement, which was entered into on 18 October 2017 between the Conservatoire and all its Member Schools, had been circulated to all the members of the Board prior to this meeting together with a note from JL as the Head of Institution.
 - 8.1.2. The Chair explained that the process of developing the VMA had been managed internally, given the legal expertise on the Schools' Boards.
 - 8.1.3. The Chair reported that the approach in discussions had been for the Schools to determine the shape of the VMA as this was part of their own futures and CDD would be winding down. However this approach was subject to three important provisos: first, CDD could continue to comply with its legal, regulatory and financial responsibilities; secondly, any risks to CDD and the Board (and inevitably there were some and others were unknown) would only be taken after careful review and then only for those risks that were considered reasonable, sensible and proportionate in the circumstances; and thirdly, CDD would continue to monitor the transition with a view to any avoiding any event which might cause a move from voluntary to involuntary liquidation. The focus had therefore been upon on risks, level of exposure, and mitigation and CDD and the Schools were not aware of any claims at present. Having reviewed the position and discussed it with the Independent Governors, the Chair said that he hoped and believed that these provisos had been achieved with the VMA.
 - 8.1.4. The Chair noted the Board's gratitude to all parties who had worked on the VMA, in particular WU and Rambert School governor, Ian Stanley.
 - 8.1.5. The VMA had been reviewed and considered carefully by the members of the Board and its terms noted. Board members were invited to comment and to ask questions.

- 8.1.6. A query was raised as to whether clause 16.4 in the Members Agreement (Conflict with Articles), which gave precedence to the MA over the Articles in the event of a conflict, would also apply to the VMA. It was confirmed that both the MA and VMA would take precedence over the Articles.
- 8.1.7. A minor wording amendment to clause 3.6.1 of the VMA was proposed and **agreed**.
Action: CDD to amend clause 3.6.1.
- 8.1.8. **JL reported** that CDD had received confirmation from all School boards of their approval in principle of the VMA. School boards had authorised nominees to agree any further minor amendments. CDD had received the relevant board resolutions from five Schools and had received email confirmation from one school where the meeting had taken place the previous night, with the resolution to follow.
- 8.1.9. **WU stated** that the Nominated Governors would not be voting on the VMA due to a conflict of interest arising from their position as both CDD and School Governors. The Chair noted this. Though there was no disagreement over its terms and the School Boards had approved the VMA, he understood their wish to abstain.
- 8.2. **It was resolved** that the VMA to the Members Agreement (**BG21/55**) should be approved, with 11 voting in favour of the resolution (1 by proxy) and 5 abstentions.
- 8.3. **It was resolved** that the Chair of the Board of Governors shall have authority to sign the amendments to the Members' Agreement on behalf of CDD.
Action: CDD to arrange for signing of the VMA by CDD and the Members.

9. Articles of Association

- 9.1. The proposed amendments to the Articles of Association (**BG21/56**) were **received**.
- 9.1.1. **It was noted** that in order to proceed with the winding down and winding up of the Conservatoire in accordance with the intentions of the Member Schools and the approval of the Office for Students, the Articles of Association of the Conservatoire needed to be amended. **It was noted** that revised Articles of Association had been circulated to all members of the Board prior to the meeting.
- 9.1.2. The Board was asked to approve the amendments subject to approval from the OfS.
- 9.1.3. **It was noted** that that CDD had received confirmation from all School boards of their approval in principle of the revised Articles. School boards had authorised nominees to agree any further minor amendments.
- 9.1.4. **It was resolved** that the revised Articles of Association should be approved, with 16 voting in favour of the resolution (1 by proxy).
- 9.2. There was produced to the meeting the following draft written resolution ("Written Resolution") (**BG21/57**) (accompanied by a statement in accordance with section 291(4) CA 2006) proposed to be passed as a special resolution:
- "THAT with effect from the adoption of this resolution the draft articles of association attached hereto be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association."
- 9.2.1. The Written Resolution was considered carefully by the directors together with each of the matters referred to in section 172(1) CA 2006.
- 9.2.2. It was **agreed** that the written resolution should be circulated and returned electronically by email and would be amended accordingly.

Action: ES to amend written resolution to specify electronic circulation and return.

- 9.2.3. **It was resolved** that the proposed Written Resolution is necessary as part of the process to winddown the Conservatoire, and that:

the Written Resolution be approved;

a copy of the Written Resolution be sent or submitted as soon as possible to every eligible member in accordance with section 291(3) CA 2006; and

a copy of the Written Resolution be sent immediately to the auditors pursuant to section 502 CA 2006.

- 9.2.4. **It was resolved** that, subject to the Written Resolution being passed, the Chair be instructed to arrange for the filing at Companies House of a copy of the Written Resolution.

10. Compliance and Assurance [part redacted]

10.1. The letter from OfS of 4 June 2021 regarding management and governance (**BG21/58**) was **received**.

10.2. An update on compliance with the Manual for Compliance and Assurance (**BG21/59**) was **received** and **taken as read**.

11. Report of the Finance Committee

11.1. The minutes of the Finance Committee meeting of 9 June 2021 (**BG21/60**) were **received** and **taken as read**.

11.2. The CDD Management Account to June 2021 (BG21/61) was **received**.

11.2.1. OB reported that the accounts followed the budget closely and it was expected that the deficit at the year end would be slightly lower than forecast.

12. Report of the Audit Committee

12.1. The minutes of the Audit Committee meeting of 16 June 2021 (**BG21/62**) were **received**.

12.1.1. SD reported that the meeting had focussed on planning for the year ahead including external and internal audit. The Committee was planning for concluding the end of year reporting cycle by the end of calendar year, rather than using the extensions offered by OfS.

12.2. The assessment of compliance with the CUC Higher Education Code of Governance (September 2020) (**BG21/63**) was **received**.

12.2.1. SD noted the assessment of compliance had previously been reviewed by Audit Committee and Nominations Committee and was now updated. The Code applied on an 'apply or explain' premise and CDD was not mandated to apply every aspect. The Committee was satisfied with the information provided and recommended the Board's adoption of the Code.

12.2.2. **It was resolved** that the Board would formally adopt the CUC Higher Education Code of Governance (September 2020) with effect from 14 July 2021.

12.3. The updated Risk Register (**BG21/64**) was **received**.

12.3.1. SD highlighted two areas of change. Regulatory risk had reduced following receipt of the letter from OfS. A separate risk area had been added for school transition plans as this impacted upon all categories. It was hoped that the risk level would reduce in the autumn with feedback from the OfS on the registration process and on progress with partnership arrangements.

12.3.2. The Risk Register was **approved**.

13. Report of the Remuneration Committee

13.1. The minutes of the Remuneration Committee meeting of 24 June 2021 (**BG21/65**) were **received** and **taken as read**.

14. Report of the Senate

14.1. A digest report from the Senate (**BG21/66**) was **received**.

14.1.1. JL noted the report formed part of the Board's monitoring of quality and standards to ensure CDD was meeting its conditions of registration. In the next academic year Senate would absorb the business of some sub-committees (Learning, Teaching & Quality Assurance; Research & Ethics; Student Advisory Committee). Schools would continue to share practice through an informal peer support forum outside of the committee structure.

14.2. A report on the Graduate Outcomes survey (**BG21/67**) was **received**.

14.2.1. JL noted that the report reflected CDD's early results and in the next few weeks the national results would be published. A further report analysing performance against the sector and competitors would follow. This was the first iteration of the new survey and subsequent results would allow year on year comparison.

14.2.2. It was noted that the results needed to be taken in conjunction with the impact of the pandemic.

15. Meeting Calendar & Workplans for 2021-22

15.1. The meeting calendar and work plans for the Committees of the Board of Governors (**BG21/68**) was **received**.

16. Any Other Business

16.1.1. It was noted that following the adoption of the new Articles and the Agreement to Vary the Members Agreement, the Principals would be represented by a representative for future Board meetings.

17. Date of Next Meetings

17.1. It was noted that the meeting dates for the 2021-22 academic year shall be as follows:

Wednesday 13 October 2021, 11.00am – 1.00pm
Wednesday 8 December 2021, 11.00am – 1.00pm
Wednesday 9 March 2022, 11.00am – 1.00pm
Wednesday 25 May 2022, 11.00am – 1.00pm
Wednesday 20 July 2022, 11.00am – 1.00pm