

**National Centre for Circus Arts
Minutes – Meeting of the Board of Trustees
Tuesday 1st November 6.30pm
The meeting took place on zoom**

Chaired by: Alison King
In attendance: Kate White, CEO
Froniga Lambert, COO
Glen Stewart, Director of Professional Development
Dan Cowdrill, Commercial Director
Tony Bonnar, Acting Director of Finance
Sharon Harble, EA to the CEO (Minutes)
Paul Steggall
Thomas Nowacki
Darshak Shah
William Underhill
Kate Cavelle
Rachael Williams
Brett Carron
Mark Friend
Sean Lynskey
Diana Salazar
Esther Wallington
Tarun Nagpal
Sue James

1. Apologies

- 1.1 Apologies were received from Cameron Brookhouse, Betsy Lynch and Stuart Smith.
- 1.2 Alison reported that due notice of the meeting had been given and that a quorum was present.

2. Declaration of Interests

- 2.1 N/A

3. Minutes of the last meeting

- 3.1 The minutes of the last meeting (5th July '22) were approved.

4. Action Tracker and Matters Arising not elsewhere on the agenda

- 4.1 There were no outstanding actions or matters arising.

5. Chair's update

- 5.1 Key areas of focus for the meeting are for the trustees to approve the interim budget for 2022/23 and agree that NCCA meets the criteria for going concern.
- 5.2 The trustee strategy day will take place on 23rd November.
- 5.3 Alison and Kate thanked Thomas, Sue, Tarun and Betsy for their contribution as outgoing trustees.
- 5.4 Alison thanked the Board for their continued support as we await key funding decisions.

6. RAN Committee

- 6.1 The RAN Committee met on 4th October '22. Trustee recruitment remains high on the agenda.
- 6.2 Following the staff salary increase of 2% on 1st September, Rachael raised the notion of implementing additional annual leave and wellbeing days for staff and a staff loan policy. Kate confirmed that NCCA has a loan scheme for staff already in place.

- 6.3 Rachael offered to share a link to an HR industry network salary benchmarking exercise with Froniga.
- 6.4 In answer to Diana's question about whether rates of pay for teachers have a bearing on the continuing challenges around teacher cover, Glen explained that this has long been a factor and one that we have started to try and address. Circus teachers are not comparable to, for example, dance teachers due to the variety of disciplines, so benchmarking exercises are never very workable or useful, considering the diverse range of skills we teach.
- 6.5 Paul invited Glen to attend a future RAN Committee meeting.

7. Audit Committee

- 7.1 The Audit Committee met on 18th October '22.
- 7.2 Our new external auditors, Buzzacott, are in place. There have been no transition issues. Buzzacott's Post Audit Management Report was circulated prior to the meeting for information.
- 7.3 The document *Impairment of Improvements to Leases: Circus Space Property Briefing* was circulated prior to the meeting. The document outlines that the Trustees need to be confident that the "Carrying Value" of "Improvements to Leasehold" is not impaired i.e. worth less than its value on CSP's Balance Sheet and thus should not be further depreciated. Having read the document, the trustees agreed that they have no reason to believe that the asset is impaired in any way that would result in the Balance Sheet value being any less than £3.118m and therefore that there is no requirement to depreciate the asset further.
- 7.4 The Financial Statements are complete pending the addition of the appropriate disclosures regarding the two key funding outcomes from the OfS and ACE.
- 7.5 William invited the Board to adopt the Audit Committee's proposal that NCCA meets the criteria for going concern. Approved.
- 7.6 William thanked Thomas and Sue for their considerable contribution to the Audit Committee.
- 7.7 The CDD Accountability Return and Letter of Representation were signed.

8. Finance Committee

- 8.1 The Finance Committee have met several times since the last Board meeting. The funding uncertainty around World Leading Status and ACE has necessitated increased focus from the committee and the SMT. Darshak and Alison thanked everyone for the additional time and effort taken to prepare for these meetings.
- 8.2 Darshak updated the trustees on the current financial situation and the processes that have been initiated:
 - 8.2.1 The Board approved the 2022/23 budget at the last Board meeting in July. Since then we have received an initial negative response on world leading funding from the OfS and invited to make representation (noted that this information is strictly confidential). The ACE decision on NPO funding remains pending until 4th November. Noted that we would be eligible to apply for transition funding from both the OfS and ACE if world leading and NPO funding are not forthcoming.
 - 8.2.2 A revised 2022/23 budget and projections for the subsequent 2 years were presented by the SMT and discussed by the Finance Committee on 12th October, and subsequently. The committee were concerned about the budget and subsequent projections, and the impact on NCCA reserves. On the basis of these concerns, the committee asked the SMT to create a series of scenarios showing the revenue impact of reduced funding, lower student numbers and lower commercial revenue. The objective was to start thinking through the level of cost reductions needed to maintain the current reserves level of 3 months operating costs, in advance of the funding decisions being received.
 - 8.2.3 The SMT created a pragmatic and pessimistic set of scenarios for the committee including possible cost reductions that could be implemented in the face of a shortfall in revenue.

- 8.2.4 While the financial year 2021/22 outturn is better than budget, the significant swing from Q3 forecast to financial year outturn is of concern. The financial year 2021/22 outturn has produced a deficit which is twice that projected in the original OfS projections (-£130k vs -£70k), bringing our reserve position to below the current reserves target of circa £530k.
- 8.2.5 While the revised 2022/23 budget predicts a deficit in line with the original OfS projections (-£219k vs. -£237k), it is based on a significant increase in commercial revenue and as yet unannounced ACE funding. As the budget stands, no cost reduction is factored in. An initial view of the subsequent two years' projections but not in the current Board papers, 2023/24 and 2024/25, shows essentially a breakeven projection (-£12k and +£5k respectively). This is based on further increases in commercial revenue, increases in student numbers and reduction of costs – all of which are currently unproven.
- 8.2.6 The original OfS plan envisaged an investment of reserves in 2022/23 in order to generate surpluses in subsequent years. The revised budget and projections use the reserves to fill a revenue shortfall in 2022/23 and no surpluses thereafter. The impact of the 2021/22 outturn and 2022/23 budget (assuming it is achieved and ACE funding is received) is that the reserves will halve by the end of financial year 2023. The projections for subsequent years show reserves being flat at around this level, and therefore do not meet the terms of the current reserves policy. The Finance Committee felt it unwise to use 40% of remaining reserves as an alternative to robust and rapid cost management during 2022/23, without due consideration by the Board.
- 8.2.7 If one or other, or both of the funding streams is negative, then decisions will need to be made ahead of the next Board meeting in January 2023. The Finance Committee expect to be able to share a substantive discussion on 23rd November as part of the strategy day agenda.
- 8.2.8 Darshak asked the Board to consider:
- Reserves Policy - is three months operating cost appropriate?
 - What level of deficit are we comfortable with in year and subsequently, and how should this be funded?
 - The 'trade-off' between using reserves to fund any deficit and cost reduction.
- 8.3 Kate reminded the trustees that our current reserves target of £530k was originally a notional target, made achievable only by the government's coronavirus emergency funding initiative in 2020 and subsequent recovery funding which allowed us to 'top up' existing reserves. Historically our reserves target has been far lower, somewhere around £200k/£300k. Kate's concern is that achieving and maintaining a target of £530k long term is likely to be a challenge, as would our ability to deliver a robust and creative programme with less resource. Paul and Alison expressed their confidence in the trustees, that they would continue to support Kate and the SMT going forward.
- 8.4 The Board approved the revised interim 2022/23 Budget.

9. Equality, Diversity & Inclusion Committee

- 9.1 The Equality, Diversity & Inclusion Committee met on the 13th October '22.
- 9.2 In answer to Diana's question about the case for support stories (item 5 of the ED&I minutes), Alison and Dan confirmed that at this early stage, the project is being predominantly driven by fundraising. More detail to follow at the next ED&I meeting.
- 9.3 In answer to William's question, Glen confirmed that the CircUnity project was a huge success and feedback has been extremely positive. Working on the project in collaboration with the Tramshed in Bethnal Green has enabled us to forge valuable partnerships with local community groups, something that we hope to continue and grow as part of our Access and Participation Plan.

10. Departmental Reports

- 10.1 Dan confirmed that relocating students to other venues in order to accommodate hires is working well but does affect staff workloads to a degree. We are focusing on

managing expectations for students and staff to ensure it continues to work well and with minimum impact.

11. Any other Business

- 11.1 Trustees will be contacted on Friday once we receive the funding decision from ACE.
- 11.2 Alison thanked Kate and the SMT for their continuing hard work.

12. Documents for signature

- 12.1 See items 7.4 and 7.7.

13. Trustee & CEO only session

- 13.1 Froniga, Glen, Dan and Tony left the meeting.

Date of next quarterly Board meeting – Tuesday 7th February 2023

**National Centre for Circus Arts
Minutes – Meeting of the Board of Trustees
Tuesday 7th February 6.30pm**

Chaired by: Alison King (AK)
In attendance: Kate White (KW), CEO
Froniga Lambert (FL), COO
Glen Stewart (GS), Director of Professional Development
Dan Cowdrill (DC), Commercial Director
Sharon Harble (SH), EA to the CEO (Minutes)
Paul Steggall (PS)
Darshak Shah (DS)
William Underhill (WU)
Kate Cavelle (KC)
Rachael Williams (RW)
Brett Carron (BC)
Mark Friend (MF)
Sean Lynskey (SL)
Diana Salazar (DS)
Esther Wallington (EW)
Cameron Brookhouse (CB)
Stuart Smith (SS)

1. Apologies

- 1.1 There were no apologies.
- 1.2 It was acknowledged that the meeting was quorate.
- 1.3 The Chair welcomed the trustees and others to the meeting.

2. Declaration of Interests

- 2.1 There were no declarations of interest.

3. Minutes of the last meeting

- 3.1 The minutes of the meeting held on 1st November 2022 were confirmed as a fair and accurate record of the meeting.

4. Action Tracker and Matters Arising not elsewhere on the agenda

- 4.1 There were no outstanding actions or matters arising.

5. Chair's update

- 5.1 The Chair thanked the senior team for their hard work and the trustees for their continued support.
- 5.2 The trustees observed the positive impact of the OfS Specialist Performing Arts funding income and the assumption in income of ACE Transition Funding.
- 5.3 It was noted that the matters raised in the recent Stage Article are being addressed through due process.
- 5.4 The Chair thanked the trustees for having attended the FD2 students' ensemble show and reminded them that the BA students' ensemble show will be at Jackson's Lane 9th – 11th February.
- 5.5 It was acknowledged that the trustees' contribution to the staff Christmas party was gratefully accepted.

6. RAN Committee

- 6.1 The RAN Committee met on 10th January 2023. The minutes of the meeting were received.

- 6.2 The trustee recruitment process continues. A recruitment event will be organized in due course after which it is hoped that the successful candidates will attend the spring board meeting. It was noted that the advertisement for new trustees has been circulated via the UBS Community Affairs network.
- 6.3 Since the meeting on 10th January the process for anonymous reporting has been reviewed. EW confirmed that staff or student concerns can be reported by email or by means of a submission form (a submission can either be anonymous or named). Both are received directly by the Chair of the Audit Committee who represents the independent board of trustees. For further discussion under item 12.

7. Audit Committee

- 7.1 The Audit Committee met on 25th January 2023. The minutes of the meeting were received.
- 7.2 The committee were reassured by Data Manager, Imran Sheikh's report on HESA's new Data Futures programme.
- 7.3 The Risk Register was reviewed and approved by the committee.

8. Finance Committee

- 8.1 The Finance Committee met on 17th January 2023. The minutes of the meeting were received.
- 8.2 The Q1 results were positive largely due to the impact of the OfS Specialist Performing Arts funding income. Revenue was at budget. Costs was £70k better than budget. Overheads were £20k better than budget. Overall the Q1 result was £80k better than the projected £50k loss.
- POST MEETING NOTE: The Q1 Management Accounts were circulated to the trustees after the meeting.***
- 8.3 Recruitment is underway for the new Head of Finance role, deadline 24th February.
- POST MEETING NOTE: The recruitment pack was circulated to the trustees after the meeting for sharing with colleagues and networks.***
- 8.4 KW and AK confirmed that the notes gathered during the November strategy day are being collated and will be circulated to trustees in a more coherent form so that ideas can be revisited and next steps considered.
- 8.5 It was noted that the commercial team are creating a strategy to develop and nurture relationships with international schools in an effort to increase NCCA's international student numbers.
- 8.6 The 2022/23 Revised Budget (enclosure 6) was approved.
- 8.7 The revised cost mitigation strategy and proposals (as at January 2023) were approved.
- 8.8 DS suggested a timeline against the proposed mitigations would be useful and that this could include an element of flexibility.
- ACTION - *Timeline to be added to the mitigation proposals.***
- 8.9 It was noted that any voluntary redundancies will be considered before the end of this term. Any compulsory redundancies that follow will be considered next term to enable the revised team structure to be in place at the start of the new financial and academic year. DS highlighted that whilst some of the mitigations are moving into next year the savings will appear in this year's forecast.

9. Equality, Diversity & Inclusion Committee

- 9.1 The Equality, Diversity & Inclusion Committee met on the 12th January 2023.
- 9.2 A meeting will happen on the 8th of February to review the committee's objectives and terms of reference and to ensure it can continue to work effectively.
- 9.3 It was noted that AK aims to stand down as co-chair of the ED&I Committee towards the end of the year. This role could be taken up by another existing or new trustee.
- 9.4 KW and GS assured the group that expectations around behaviour, communication and reporting procedures are clearly set out to teachers, students and staff as part of the standard induction process and refreshed at each new student term briefing session.
- 9.5 A discussion took place about an incident that took place at the meeting on the 12th January involving a member of staff. It was felt at the time that their choice of behaviour

was disruptive and unsuitable. The group were assured that the individual will be reminded of the organisation's values and of the formal processes in place for submitting personal grievances and that any grievances will be dealt with fairly and in accordance with the appropriate processes and procedures.

10. Departmental Reports

- 10.1 With regard to identifying alternative spaces for classes during hires, it was noted that travel to and from locations outside the local borough can often be seen as a challenge by some students. Much consideration is given to travel time and to the scheduling of classes, some of which are often only an hour in length. Many of the external spaces, such as My Aerial Home in Sydenham or Flying Fantastic in Peckham, focus on recreational activity and so may not be able to accommodate the variety of disciplines within the degree programme. Several venues local to NCCA have been identified and with some modification or addition to equipment could be made suitable for students to use.
- 10.2 With regard to fundraising, DC accepted RW's kind offer to review NCCA's application to Garfield Weston.
- 10.3 With regard to student recruitment, 7 applications have been received so far, 2 of which are from international students. The deadline for applications has been extended to the middle of March.
- 10.4 GS confirmed that the situation around teacher consistency is still being addressed. It is a longer-term goal to have a smaller pool of reliable, available teachers in place.
- 10.5 It was noted that the CircuSpire project was a huge success in terms of connecting positively with the community.

11. Any other Business

- 11.1 It was noted that a trustee skills audit will be carried out over the coming weeks. Trustees should expect to receive an email from FL.
- 11.2 DC asked the trustees to consider the notion of a gala in 2024. Consideration should be given to whether there is still an appetite for a traditional style gala or whether there could be an opportunity to explore different ways of refreshing the model quite significantly. It is expected that Act IV would support the process as in previous years.

12. Trustee & CEO only session

- 12.1 FL, GS, DC and SH left the meeting.

Date of next quarterly Board meeting – Tuesday 18th April 2023

ACTION TRACKER AS OF FEBRUARY 2023

DESCRIPTION	ACTION	OWNER	DATE RAISED	DATE DUE	STATUS
Cost mitigation timeline	Timeline to be added to the mitigation proposals	FL	07.02.23	Next Board meeting 18.04.23	In process

National Centre for Circus Arts
Minutes – Meeting of the Board of Trustees
Tuesday 18 April 6.30pm

Chaired by: Alison King (AK)
In attendance: Mark Friend (MF)
Diana Salazar (DS)
Darshak Shah (DSH)
Paul Steggall (PS)
William Underhill (WU)
Esther Wallington (EW)
Rachael Williams (RW)
Kate White (KW), CEO
Froniga Lambert (FL), COO (Minutes)
Glen Stewart (GS), Director of Professional Development
Dan Cowdrill (DC), Commercial Director

1. Apologies

- 1.1 Apologies were received from Cameron Brookhouse, Brett Carron, Kate Cavelle, Sean Lynskey and Stuart Smith.
- 1.2 It was acknowledged that the meeting was quorate.
- 1.3 The Chair welcomed the trustees and others to the meeting.

2. Declaration of Interests

- 2.1 There were no declarations of interest.

3. Minutes of the last meeting

- 3.1 The minutes of the meeting held on 7 February 2023 were confirmed as a fair and accurate record of the meeting.

4. Action Tracker and Matters Arising not elsewhere on the agenda

- 4.1 The outstanding action around a timeline for the organisational restructure is covered later on the agenda (see point 10.8 below).

5. Chair's update

- 5.1 The BA Devised performances will be taking place 28 June-1 July. Trustees are strongly encouraged to attend. Tickets will go on sale imminently.
- 5.2 The Slaughter & May investigation has been concluded and has raised no causes for concern. AK will circulate the report to trustees in due course.
- 5.3 AK thanked the Senior Management Team for their participation in the investigation process.
- 5.4 A recommendation from the investigation is that all trustees should undertake online safeguarding training. FL will arrange this and be in contact with trustees in due course.
ACTION: FL to recirculate the Safeguarding Policy to trustees.
- 5.5 AK noted that this is RW's last Board meeting before she goes on maternity leave, and wished her all the best.

6. RAN Committee

- 6.1 The RAN Committee met on 14 March 2023. The minutes of the meeting were received.

- 6.2 The trustee recruitment process continues. We have two good potential trustees, Maureen Nicholas and Nimisha Carver, who will be invited to the July Board meeting as observers, with a view to them then being voted on.
- 6.3 Ideally we want to find a further two trustees, ideally one with strong financial background (ideally a qualified and practicing accountant) and one with an arts or circus sector background.
- 6.4 WU highlighted that we could ask someone to be an expert adviser, without them committing to becoming a full Board member.
ACTION: FL to look at all previously declined applicants to see if any are accountants who could be approached in an 'expert adviser' capacity.
- 6.5 A discussion took place about the difference between the Audit and Finance sub-Committees' remits and it was agreed that both are still required.

7. Audit Committee

- 7.1 The Audit Committee met on 28 March 2023. The minutes of the meeting were received.
- 7.2 The Audit Committee recommends the approval of the Change to Year End proposal.

8. Finance Committee

- 8.1 The Finance Committee met on 21 March 2023. The minutes of the meeting were received.
- 8.2 The Q2 results were positive.
- 8.3 Student numbers remain a risk for next FY.
- 8.4 Cost mitigation work is still on-going.
- 8.5 FL reported that we have appointed a new Head of Finance who is due to start with NCCA on 3 May 2023. She has a broad financial background, with experience in practice, corporate and charity sectors, as well as her most recent post as Senior Finance Manager at University of East London.
- 8.6 The Finance Committee recommends the approval of the Change to Year End proposal.
APPROVED – proposal to change the year-end date to 31 August.

9. Equality, Diversity & Inclusion Committee

- 9.1 The Equality, Diversity & Inclusion Committee met on the 23 March 2023. The minutes of the meeting were received.
- 9.2 Terms of Reference and expectations of Committee members were reiterated at the meeting.
- 9.3 RW commented that the implementation of the Guardians scheme is a great move.

10. Departmental Reports

- 10.1 We received 46 applications for the Degree and as at time of the Board meeting, are looking to make 34 offers and keep a further 8 on a reserve list.
- 10.2 Last year we made 40 offers, and in the end had 25 first year students.
- 10.3 DS asked what 'conversion' activities we undertake to persuade those we offer to accept their place. Suggestions include personal call from NCCA staff, inviting them to attend the BA Devised shows, inviting them to come in and visit us again.
ACTION: DA and GS to have a further conversation about a conversion strategy.
ACTION: GS to update trustees by the end of the week on offers, and split of UK vs international.
ACTION: all trustees to consider best practice they are aware of for conversion strategies.
ACTION: GS to speak to team to ensure we capture the reasons why people decline our offer, to build up a picture and inform our conversion strategy.

- 10.4 DC gave an update on trust & foundation applications: we applied to a fundraising consortium called Propel and were unsuccessful, but can apply for a 2nd round; we received £5K from the Allen & Overy Foundation; we received £5K from the parent of an ex-student (who attended the most recent Gala); we have approx £25K of other 'asks' currently out.
- 10.5 RW has a contact at the Garfield Weston Foundation that could be useful for our expression of interest.
- 10.6 AK has a connection at City Bridges Trust she can pass on.
- 10.7 RW mentioned The Big Give and how useful she has found it.
- 10.8 DC expressed some reservations about running a Gala in 2024 and is looking at possibly delaying it to 24-25. We need time to develop a good pipeline of people who could attend, and the money saved on staging the event in a different way could be used to bring in an Individual Giving person to facilitate this.
- 10.9 FL gave an update on the restructure timeline: the voluntary redundancy process has now concluded and we are starting compulsory redundancies, with a view to the new structure being in place for the start of next academic year.

ACTION: FL to keep RAN updated on the process.

11. Any other Business

- 11.1 We have been accepted to walk in the Pride Parade on 1 July this year. We have 50 spaces, which will be offered to Degree students (2nd years only, as 1 July is a performance date for BA and 1st years), professional members, teachers and staff.
- 11.2 National Youth Circus Event took place last weekend and was very successful.

12. Trustee & CEO only session

- 12.1 FL, GS, and DC left the meeting.

Date of next quarterly Board meeting – Tuesday 11 July 2023

ACTION TRACKER AS OF APRIL 2023

DESCRIPTION	ACTION	OWNER	DATE RAISED	DATE DUE	STATUS
Safeguarding	Circulate Safeguarding Policy to trustees	FL	18.04.23	asap	OPEN
Trustee recruitment	Look at previously declined applicants to see if any could be approach to be our financial expert	FL	18.04.23	07.06.23 (RAN)	OPEN
Student recruitment	DA and GS to have a further conversation about a conversion strategy.	DA & GS	18.04.23		OPEN
	Update trustees by the end of the week on offers, and split of UK vs international.	GS	18.04.23	21.04.23	OPEN
	Consider best practice for conversion strategies, and let GS know.	ALL	18.04.23	On-going	OPEN
	Ensure we capture the reasons why people decline our offer, to build up a picture and inform our conversion strategy.	GS	18.04.23	On-going	OPEN
Organisational restructure	Keep RAN updated on redundancy process.	FL	18.04.23	On-going	OPEN

National Centre for Circus Arts
Minutes – Meeting of the Board of Trustees
Tuesday 11 July 6.30pm

Chaired by: Alison King (AK)
 In attendance: Brett Carron (BC)
 Mark Friend (MF) (Zoom)
 Sean Lynskey (SL)
 Stuart Smith (SS) (Zoom)
 William Underhill (WU) (Zoom)
 Esther Wallington (EW)
 Maureen Nicholas (observer) (MN)
 Nimisha Carver (observer) (NC)
 Kate White (KW), CEO
 Froniga Lambert (FL), COO (Minutes)
 Glen Stewart (GS), Director of Professional Development
 Dan Cowdrill (DC), Commercial Director (Zoom)

1. Apologies

- 1.1 Apologies were received from Cameron Brookhouse, Kate Cavelle, Diana Salazar, Darshak Shah, Paul Steggall and Rachael Williams.
- 1.2 It was acknowledged that the meeting was quorate.
- 1.3 The Chair welcomed the trustees and others, in particular MN and NC, to the meeting.

2. Declaration of Interests

- 2.1 There were no declarations of interest.

3. Minutes of the last meeting

- 3.1 The minutes of the meeting held on 18 April 2023 were **confirmed** as a fair and accurate record of the meeting.

4. Action Tracker and Matters Arising not elsewhere on the agenda

- 4.1 BC queried whether the papers should include a report on why students decline offers made to them for the degree programme. KW confirmed we do not yet have this data for this year's auditionees, and do not have historical data.

ACTION: AK to circulate the Slaughter and May report to the other trustees.

ACTION: remaining trustees to complete the NSPCC online safeguarding training.

ACTION: remaining trustees to return their Declaration of Interests forms.

5. Chair's update

- 5.1 The BA Devised performances, which included the FD1 ensemble as a 'curtain raiser', went extremely well and were sold out. The Board offered its congratulations to the students and to all staff involved in the shows.
- 5.2 The organisational restructure is very nearly at its conclusion, with just one potential redundancy yet to be confirmed. The Executive is still on track for the new structure to be fully in place for the start of the new academic year.
- 5.3 AK noted that this is FL's last Board meeting before she leaves NCCA in September, and offered the Board's thanks and good wishes.

6. RAN Committee

- 6.1 The RAN Committee met on 7 June 2023. The minutes of the meeting were received.
- 6.2 The Committee noted the great support the organisation has received through the restructure process from Shoosmith's, and thanked the Executive for their efforts.
- 6.3 Trustee recruitment: we are still keen to recruit a new Board member who is financially qualified and may use a search firm (Nurole) for this.
- 6.4 The Committee noted a conversation that took place around the staff survey, which has lapsed post-COVID. KW confirmed that we are looking to reinstate it, and it would be forward-looking and focused on the future, but that the exact shape of it had not yet been decided. The draft survey will be shared with RAN before it is sent to staff.

ACTION: SS to share 'pulse' surveys his firm recently used following a restructure.

- 6.5 Terms of Reference: Diana Salazar (in absentia) queried whether there should be a mention of equality, diversity & inclusion considerations in all of the sub-Committee terms of reference. Terms of Reference were **approved**.

ACTION: FL to ask Diana if she has wording she can recommend.

7. Audit Committee

- 7.1 The Audit Committee met on 27 June 2023. The minutes of the meeting were received.
- 7.2 This year's internal audit focused on Higher Education compliance, and gave NCCA a clean bill of health. The Committee offered congratulations to the staff teams involved.
- 7.3 Whistleblowing incident: a small group of trustees are taking this forwards.
- 7.4 EW asked about the 'HE landscape' in reference to the risk register. KW explained that in the run-up to the next general election there are a lot of uncertainties within the HE sector and wider HE landscape. For example, an equivalent school in Australia has recently lost its validating university, so is not able to accept students this year. There are on-going uncertainties around performing arts training funding.
- 7.5 Terms of reference were **approved**.

8. Finance Committee

- 8.1 The Finance Committee met on 21 June 2023. The minutes of the meeting were received.
- 8.2 AK recommended that the next Finance Committee meeting takes place in person rather than online.
- 8.3 AK reiterated to the Board the difference between an arts/charity organisation, and a purely commercial organisation
- 8.4 The Chair of the Committee (in absentia) highlighted some concerns around the budgets presented, notably commercial income, fundraising targets and student numbers. DC gave reassurance on each of these areas:
 - Corporate workshops: lots of work has been done and is on-going to promote these more effectively.
 - Venue hire: target remains fairly steady as otherwise hires displace other activity.
 - Consultancy: increase could be achieved by as few as two pieces of consultancy work.
 - Recreational: increase is combination of 5% increase, additional 30 places and reduced concessions.
 - Fundraising: we have two 'asks' ready to go that combined are worth £50K. If the situation remains the same in 6 months, we may have to review the Trusts & Foundation Manager role. Increase in salaries is to employ a part-time Individual Giving person, who will create a Gala 'pipeline' for the following year.

- 8.5 BC commented that the Board needs to see realistic, rather than motivational, targets.
- 8.6 MF highlighted that the Q3 forecast is now based on a 13-month year, due to the year-end being pushed out to 31 August.
- 8.7 Further discussion around the reserves target, and how much/how often the Board is prepared for the organisation to drop below its current target, is required.
- 8.8 KW stated that a way to make further savings would be to look at our charitable activity, and consider whether we can still afford to undertake activity that runs at a loss.
- 8.9 NC asked what the gap is between the number of HE students we currently have, and the maximum number we could take. KW confirmed that we are looking to grow student numbers to 90 over the next 3 years. Then we hit ceilings around physical space and teaching resource.
- 8.10 Terms of reference were **approved**.
- 8.11 The Board was unable to approve the 2023-24 budget as it has not yet been approved and recommended by the Finance Committee.
- ACTION: Finance Committee to hold an extraordinary meeting to approve the 2023-24 budget, ideally w/c 17 July.***

9. Academic Board

- 9.1 Academic Board met on 28 June 2023. The minutes of the meeting were received.
- 9.2 GS highlighted that we do not have to produce a new Access & Participation Plan until Spring/Summer 2024, and that the new Equality of Opportunity Risk Register may have a significant impact on our Learning & Participation activity.
- 9.3 The Board noted the excellent student retention rates.
- 9.4 The Board noted that NCCA has reached the end of its first year as an independent HEI and congratulated the HE admin team.
- 9.5 GS explained that we have been in receipt of funding from the Leverhulme Trust for about 15 years, and that the money we receive all goes out as scholarships or hardship funding. There may be an opportunity to ask Leverhulme for more money to reflect the fact we have a higher number of students.

10. Equality, Diversity & Inclusion Committee

- 10.1 The Equality, Diversity & Inclusion Committee met on the 22 June 2023. The minutes of the meeting were received.
- 10.2 The meeting was largely a round-up of the year, plus a presentation from Alice Jackson (Head of Learning & Access) on our Access & Participation Plan. The first meeting of next academic year will concentrate on how the Committee can support the implementation of the plan most effectively.
- 10.3 NCCA walked in the Pride parade this year and it was very successful, involving students, staff and professional members. Tabatha Gregg-Allured is to be commended for NCCA's social media presence.

11. Departmental Reports

- 11.1 SS asked whether SuitePeople will help produce useful data on staff, such as on protected characteristics. FL responded that we do currently keep data on protected characteristics of all staff, not least as we have historically had to report on this to the Arts Council.
- ACTION: next RAN meeting to look at the protected characteristics data questions we currently ask.***
- 11.2 The Board recognised the challenges the organisation has faced over the past year and commended the Executive team for their handling of them.

12. Any other Business

- 12.1 The Board noted the Office for Students' reporting schedule. KW reported that the Data Trio arrangement, whereby we are sharing a Data Manager with two other ex-CDD schools, is working very well and we have made all of our submissions ahead of deadline so far.
- 12.2 **Agreed** that we will move the autumn Committee meeting dates to better accommodate the change year-end date, but that the remainder of the meetings for 2023-24 will remain on the dates they are currently scheduled. From 2024-25 we will look to change all of the Committee dates to better align with the new year-end date.
- 12.3 Maureen Nicholas and Nimisha Carver were formally voted onto the NCCA Board of trustees.
- 12.4 Newly appointed trustees will be asked to sign and return a Trustee Declaration letter and complete and return a Declaration of Interests form (having read the Declaration of Interests Guidance) so that their details may be registered with Companies House and the Charity Commission.

13. Trustee & CEO only session

- 13.1 FL, GS, and DC left the meeting.

Date of next quarterly Board meeting – to be confirmed

ACTION TRACKER AS OF JULY 2023

DESCRIPTION	ACTION	OWNER	DATE RAISED	DATE DUE	STATUS
Slaughter and May investigation	Circulate the draft report to other trustees.	AK	11.07.23	asap	OPEN
Safeguarding	Remaining trustees to complete online NSPCC safeguarding training.	FL	11.07.23	asap	OPEN
Declarations of Interest	Remaining trustees to return their Declaration of Interest forms to FL.	FL	11.07.23	asap	OPEN
Student recruitment	DA and GS to have a further conversation about a conversion strategy.	DA & GS	18.04.23		OPEN
	Consider best practice for conversion strategies, and let GS know.	ALL	18.04.23	On-going	OPEN
	Ensure we capture the reasons why people decline our offer, to build up a picture and inform our conversion strategy.	GS	18.04.23	On-going	OPEN
Staff survey	Share 'pulse' surveys recently used following a restructure.	SS	11.07.23	asap	OPEN
Terms of reference	Check with Diana on wording she would recommend around equality, diversity & inclusion in terms of reference	FL	11.07.23		OPEN

2023-24 budget	Finance Committee to hold extraordinary meeting to approve the 2023-24 budget	FL	11.07.23	21.07.23	OPEN
Staff data	RAN to review the current protected characteristics questions we ask staff	RAN	11.07.23	Next RAN meeting	OPEN