



## **Remuneration and Nominations Committee of the Board of Governors of the Guildhall School of Music and Drama**

**Date:** MONDAY, 29 APRIL 2019  
**Time:** 1.45 pm  
**Venue:** COMMITTEE ROOM 2 - 2ND FLOOR WEST WING, GUILDHALL

**Members:** Sir Andrew Burns (Chairman)  
Vivienne Littlechild MBE (Deputy Chairman)  
Randall Anderson  
John Chapman  
Professor Maria Delgado  
Marianne Fredericks  
Michael Hoffman  
Alderman William Russell  
Andy Taylor

**Enquiries:** Martin Newton  
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martin.newton@cityoflondon.gov.uk

**Lunch will be served in the Guildhall Club at 1.00pm.**

**N.B. Part of this meeting may be subject to audio-visual recording.**

**John Barradell  
Town Clerk and Chief Executive**

**Date of next meeting: Monday 18 November (11.00am)**

# AGENDA

## Part 1 - Public Agenda

1. **APOLOGIES**
2. **MEMBERS DECLARATIONS UNDER THE CODE OF CONDUCT IN RESPECT OF ITEMS ON THE AGENDA**

3. **PUBLIC MINUTES**

To agree the public minutes and summary of the following meetings:-

Nominations Committee – 1 May 2018

Remuneration Committee - 31 October 2018

**For Decision**  
(Pages 1 - 4)

4. **COMMITTEE TERMS OF REFERENCE**

**For Information**  
(Pages 5 - 8)

5. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**

6. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**

7. **EXCLUSION OF THE PUBLIC**

**MOTION** - That under Section 100A(4) of the Local Government Act 1972, the public be excluded from the meeting for the following items of business on the grounds that they involve the likely disclosure of exempt information as defined in Part I of Schedule 12A of the Local Government Act.

**For Decision**

## Part 2 - Non-Public Agenda

8. **NON-PUBLIC MINUTES**

To agree the non-public minutes of the following meetings:-

Nominations Committee – 1 May 2018

Remuneration Committee - 31 October 2018

**For Decision**  
(Pages 9 - 16)

9. **HR REPORT**  
Report of the Head of HR, Guildhall School of Music & Drama / Barbican.

**For Information**  
(Pages 17 - 22)

10. **RECOMMENDATION FOR FELLOWSHIPS AND HONORARY FELLOWSHIPS  
2018/19**  
Report of the Principal.

**For Decision**  
(Pages 23 - 38)

11. **FELLOWS ENGAGEMENT PLAN 2019/2020**  
Report of the Principal.

**For Information**  
(Pages 39 - 44)

12. **ANY NON-PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF  
THE COMMITTEE**

13. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT AND  
WHICH THE COMMITTEE AGREE SHOULD BE CONSIDERED WHILST THE  
PUBLIC ARE EXCLUDED**

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**NOMINATIONS COMMITTEE OF THE BOARD OF GOVERNORS OF THE  
GUILDHALL SCHOOL OF MUSIC & DRAMA  
Tuesday, 1 May 2018**

Minutes of the meeting of the Nominations Committee of the Board of Governors of the Guildhall School of Music & Drama held at Committee Room 1 - Committee Room 1 on Tuesday, 1 May 2018 at 1.45 pm

**Present**

**Members:**

Deputy John Bennett (Chairman)  
Vivienne Littlechild (Deputy Chairman)  
Christina Coker O.B.E.  
Marianne Fredericks

**Officers:**

Lynne Williams - Principal, GSMD  
Martin Newton - Town Clerk's Department

**ATTENDANCE AT MEETING**

The Chairman welcomed the member of the public in attendance at the meeting.

1. **APOLOGIES**

Apologies were received from Graham Packham.

2. **MEMBERS' DECLARATIONS UNDER THE CODE OF CONDUCT IN RESPECT OF ITEMS ON THE AGENDA**

There were no declarations.

3. **PUBLIC MINUTES**

**RESOLVED** – That the public minutes of the meeting held on 5 May 2017 be approved as a correct record.

There were no matters arising.

4. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**

There were no questions.

5. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**

There were no urgent items.

6. **EXCLUSION OF THE PUBLIC**

**RESOLVED** – That under Section 100A(4) of the Local Government Act 1972, the public be excluded from the meeting for the remaining items of business on

the grounds that they involve the likely disclosure of exempt information as defined in Paragraph 1 of Part I of Schedule 12A of the Local Government Act.

7. **NON PUBLIC MINUTES**

**RESOLVED** – That the non-public minutes of the meeting held on 5 May 2017 be approved as a correct record.

8. **APPOINTMENT OF GOVERNORS**

The Committee considered a joint report of the Principal / Town Clerk on appointments to the Board.

**RESOLVED** – That a recommendation be made to the Board of Governors for the appointment of a non-City Governor.

9. **RECOMMENDATION FOR FELLOWSHIPS AND HONORARY FELLOWSHIPS, 2017**

The Committee considered a report of the Principal on recommendations for fellowships and honorary fellowships.

**RESOLVED** – That recommendations be made to the Board for awards of fellowships and honorary fellowships.

10. **NON PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**

There were no questions.

11. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT AND WHICH THE BOARD AGREE SHOULD BE CONSIDERED WHILST THE PUBLIC ARE EXCLUDED**

There were no urgent items.

**The meeting ended at 3.17 pm**

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Chairman

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**REMUNERATION COMMITTEE OF THE BOARD OF GOVERNORS OF THE  
GUILDHALL SCHOOL OF MUSIC & DRAMA  
Wednesday, 31 October 2018**

Minutes of the meeting of the Remuneration Committee of the Board of Governors of the Guildhall School of Music & Drama held at Committee Room 3 - 2<sup>nd</sup> Floor, West Wing, Guildhall on Wednesday, 31 October 2018 at 1.45 pm

**Present**

**Members:**

Sir Andrew Burns (Chairman)  
Vivienne Littlechild (Deputy Chairman)  
Randall Anderson  
Deputy John Bennett  
John Chapman  
Professor Maria Delgado  
Alderman William Russell

**Officers:**

Steve Eddy	- Head of HR, Guildhall School / Barbican
Katharine Lewis	- Guildhall School
Lynne Williams	- Principal, Guildhall School
Martin Newton	- Town Clerk's Department

**1. CHAIRMAN OF MEETING**

In the absence of the Chairman and Deputy Chairman at the commencement of proceedings, Deputy John Bennett, past Chairman of the Board, took 'the chair' for the duration of the meeting.

**2. MARIA DELGADO**

The Chairman welcomed Maria Delgado to her first meeting.

**3. APOLOGIES**

Apologies for lateness were received from the Chairman and the Deputy Chairman.

**4. MEMBERS' DECLARATIONS UNDER THE CODE OF CONDUCT IN RESPECT OF ITEMS ON THE AGENDA**

There were no declarations.

**5. PUBLIC MINUTES**

**RESOLVED** – That the public minutes of the meeting held on 12 July 2018 be approved as a correct record.

6. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE REMUNERATION COMMITTEE**  
There were no questions.
7. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**  
There was no urgent public business.
8. **EXCLUSION OF THE PUBLIC**  
**RESOLVED** – That under Section 100A(4) of the Local Government Act 1972, the public be excluded from the meeting for the following items of business on the grounds that they involve the likely disclosure of exempt information as defined in paragraphs 1 and 3 of Part I of Schedule 12A of the Local Government Act.
9. **NON PUBLIC MINUTES**  
**RESOLVED** – That the non-public minutes of the meeting held on 12 July 2018 be approved as a correct record subject to a minor amendment.
10. **HR REPORT**  
The Committee considered the HR report of the Head of HR, Guildhall School / Barbican.
11. **NON PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE REMUNERATION COMMITTEE**  
There was one matter raised under non public questions.
12. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT AND WHICH THE BOARD AGREE SHOULD BE CONSIDERED WHILST THE PUBLIC ARE EXCLUDED**  
There were no urgent non public items.

**The meeting ended at 2.43 pm**

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Chairman

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## **Remuneration & Nominations Committee terms of reference**

The Remuneration & Nominations Committee provides advice to the Board of Governors. The Committee combines two distinct roles for which there are separate expectations within the CUC HE Code of Governance. Therefore, wherever possible, the agenda will define the two distinct areas of business. It is recognised that all matters relating to the employment of staff fall within the purview of the City of London's Establishment Committee.

## **Constitution**

Chair of the Committee: a senior co-opted governor who is not the Chair of the Board

*(CUC HE Code of Governance refers)*

## **Other members:**

- The Chairman of the Board of Governors of the Guildhall School of Music & Drama *(a requirement of the CUC HE Code)*
- The Deputy Chairman of the Board of Governors of the Guildhall School of Music & Drama
- At least two non-Common Council Governors
- At least one other Common Council Governor
- An elected staff member of the Board
- One senior member of the Academic Staff (not a Vice-Principal)
- May include up to two other co-opted members (who are not necessarily members of the governing body)

*[Note a Remuneration Committee should have a majority of independent members; in this instance this means independent of the School but not necessarily independent of the City of London.]*

## **In attendance:**

- The Principal of the Guildhall School of Music & Drama (except when the Committee discusses his or her remuneration)
- VP for Advancement (except when the Committee discusses his or her remuneration)
- Head of HR
- Secretary & Dean of Students

Quorum: of any five Committee Members.

All Members are entitled to vote.

## Terms of reference

### Nominations

- To keep and review a skills register for the Board of Governors and its subcommittees
- To reflect upon the composition of the Board and its subcommittees and take steps to ensure that the Board and its committees reflect societal norms and values (CUC Code refers)
- To seek out and recommend the appointment of new co-opted members to the Board of Governors and its subcommittees. The Committee will consider advertising vacancies in order to increase the pool of talent available. (*CUC Code and Instrument of Government refer*)
- Satisfy itself that plans are in place for an orderly succession of the Board's membership
- To consider and recommend any application(s) for nominations for Fellowships and/or Honorary Fellowships.

*[Note: The issue of inclusion of members of the local community (the School's instrument of Government refers) is addressed via the elected Common Council members. I propose that this requirement is therefore removed from the Instrument at the next revision of the Instrument & Articles.]*

### Remuneration

- To take note of staff remuneration, the pay structure and benchmark the School against the rest of the higher education sector generally and the UK Conservatoire sector specifically
- To consider all characteristics protected under the Equality Act 2010 and to flag any significant discrepancies within the School's staffing composition
- To satisfy itself with the procedures in place at the School to allow staff to make representations about their pay
- To satisfy itself that any ad hoc or personalised payments, including severance payments, that might distort the basic remuneration structure are made according to transparent and justifiable rules
- To benchmark the salary of the Principal and Vice-Principals (the senior post holders) against a defined list of sector comparators and offer comment to the City of London on the outcome of the benchmarking
- To make recommendations to the Board of Governors and the Establishment Committee in respect of overall staffing pay structure, having regard to equal opportunities
- To produce an annual report to the Board of Governors that provides assurance that the committee has collectively discharged its responsibilities and produce a public annual statement (see note).

*Note on annual report:*

*The report should cover senior staff remuneration (Principal and Vice-Principals) and include, amongst other things, the approach to remuneration and type of factors used in considering reward proposals such as performance against strategic*

*objectives, reference to job evaluation schemes etc, and the current value for the university of the pay multiple of the Principal's earning against the median of all staff and how this indicator has changed over an extended period of time (Remuneration Code and "Possible outline structure for a Remuneration Annual Report" refer).*

*It is recommended that the annual report and the annual statement are one and the same but modifications may be necessary to preserve commercial confidentiality (Remuneration Code refers). Whilst the full report to the Board may be private it should not be withheld from any member of the Board of Governors (CUC HE Code of Governance refers).*

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By virtue of paragraph(s) 1, 3 of Part 1 of Schedule 12A  
of the Local Government Act 1972.

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