

**GOVERNANCE AND EFFECTIVENESS COMMITTEE OF THE BOARD OF
GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC & DRAMA**

Wednesday, 3 July 2019

Minutes of the meeting of the Governance and Effectiveness Committee of the Board of Governors of the Guildhall School of Music & Drama held at the Guildhall EC2 at 11.00 am

Present

Members:

Professor Geoffrey Crossick
Marianne Fredericks
Ann Holmes

Vivienne Littlechild
Graham Packham
Lynne Williams

Officers:

Katharine Lewis - Guildhall School of Music and Drama
Martin Newton - Town Clerk's Department

1. APOLOGIES

Apologies were received from Professor Maria Delgado and Michael Hoffman.

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

Ann Holmes, Marianne Fredericks, Vivienne Littlechild and Graham Packham declared interests insofar as they were elected common councilmen.

3. ELECTION OF CHAIRMAN

The Town Clerk read the names of members. Professor Maria Delgado having previously expressed a willingness to serve and being the only member to do so, it was

RESOLVED – That Professor Maria Delgado be duly elected as Chairman of the Committee for the ensuing year.

4. ELECTION OF DEPUTY CHAIRMAN

The Town Clerk read the names of members. Vivienne Littlechild being the only member expressing a willingness to serve, it was

RESOLVED – That Vivienne Littlechild be duly elected as Deputy Chairman of the Committee for the ensuing year.

5. PUBLIC MINUTES

RESOLVED – That the public minutes of the meeting held on 1 April 2019 be approved as a correct record.

6. TERMS OF REFERENCE OF COMMITTEE

The Committee considered the Town Clerk's report on proposed amendments to the terms of reference.

Discussion ensued and a Member raised the question of whether the proposal to limit the chairmanship of the Governance and Effectiveness Committee to co-optees would be appropriate in view of the possible future availability of an elected member with a better skill set to undertake the role. The Committee proceeded to fully debate the relevant issues, including definitions of governor independence, following which a Member suggested the following additions to the report's proposed amendments as set out below (deletions ~~crossed through~~ and additions in ***bold and italics***):-

Membership

- The Membership shall include the Chairman and Deputy Chairman of the Board of Governors, the Chairman of the Audit & Risk Management Committee, the Principal of the Guildhall School and ~~two~~ ***other*** Members of the Board of Governors.
- ~~A Chairman shall be appointed from amongst the membership~~ ***The Chair of the Committee shall normally be a co-opted governor who is not the Chair of the Board.***

Frequency of meetings

- Full reviews shall be held every three years.
- ~~When a full review is being undertaken,~~ ***The*** Committee shall determine the frequency of its meetings.
- ~~In those years when a full review is not being undertaken, the committee shall meet at least once a year to consider progress on implementation.~~

Duties

- ***f. To consider other matters referred to it by the Board.***

After additional discussion, the Committee agreed that the proposed alterations to the Committee's terms of reference set out in the Town Clerk's report, as amended above, should be approved for recommendation to the Board.

RESOLVED – That the Board of Governors be recommended to approve the following amendments to the Committee's terms of reference, with deletions ~~crossed through~~ and additions in ***bold and italics***

Governance and Effectiveness Committee - Terms of Reference

Introduction

- The role of the Governance and Effectiveness Committee is to consider improvements to the effectiveness of the Board of Governors of the Guildhall School.
- The Committee shall utilise guidance from appropriate sources, including **Office for Students and Advance HE** ~~HEFCE~~ and the Leadership Foundation in undertaking its work, **and the CUC Higher Education Code of Governance.**
- The Committee shall report its findings and recommendations to the Board of Governors.

Membership

- The Membership shall include the Chairman and Deputy Chairman of the Board of Governors, the Chairman of the Audit & Risk Management Committee, the Principal of the Guildhall School and ~~two~~ **other** Members of the Board of Governors.
- ~~A Chairman shall be appointed from amongst the membership~~ **The Chair of the Committee shall normally be a co-opted governor who is not the Chair of the Board.**
- The quorum consists of three Members.

Attendance at meetings

- A representative of the Town Clerk shall attend meetings.

Frequency of meetings

- Full reviews shall be held every three years.
- ~~When a full review is being undertaken,~~ **the committee shall determine the frequency of its meetings.**
- ~~In those years when a full review is not being undertaken, the committee shall meet at least once a year to consider progress on implementation.~~

Authority

- The Committee does not have power to act, it will report its findings and recommendations to the Board of Governors for approval.

Duties

- The duties of the Committee shall be:
 - a. To undertake a formal and rigorous evaluation of the effectiveness of the Board of Governors of the Guildhall School and its committees, in line with guidance from ***Office for Students and Advance HE***.
 - b. To report and make recommendations to the Board.
 - c. To consider the success of the Board of Governors in meeting long term strategic objectives and Key Performance Indicators.
 - d. To facilitate the benchmarking of the performance of the Guildhall School against other comparable Higher Education Institutions.
 - e. To monitor progress of the implementation of the recommendations of efficiency reviews.
 - f To consider other matters referred to it by the Board.***

7. QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE

A Member raised the question of advertising for co-opted member positions to comply with the School's Instrument and Articles of Governance. A Member commented that advertising vacancies would be regarded as best practice, although in his experience a personal approach by an institution to an appropriate individual was the more likely route used. The Committee went on to discuss the Board's current composition and diversity and it was noted that there would be difficulties in attempting to address any identified deficiencies through specific advertising. It was agreed that this matter be referred to the Remuneration and Nominations Committee for further debate and consideration.

RESOLVED – That the Committee recommend that the Remuneration and Nominations Committee consider a report on options to refresh and bring further diversity to the composition of the Board.

8. ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT

There were no urgent items.

9. EXCLUSION OF THE PUBLIC

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

10. **CHAIRMANSHIP OF AUDIT & RISK MANAGEMENT COMMITTEE**
The Committee considered the report of the Principal on the chairmanship of the Audit and Risk Management Committee.
11. **NON PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**
There were no 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 items.

The meeting closed at 12.53 pm

Chairman

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