



Governance and Effectiveness Committee of the Board of Governors of the Guildhall School of Music & Drama

Date: WEDNESDAY, 3 JULY 2019
Time: 11.00 am
Venue: COMMITTEE ROOM 1 - 2ND FLOOR WEST WING, GUILDHALL

Members: Professor Geoffrey Crossick
Professor Maria Delgado
Marianne Fredericks
Michael Hoffman
Ann Holmes
Vivienne Littlechild
Graham Packham
Lynne Williams

Enquiries: Martin Newton
tel. no.: 020 7332 3154
martin.newton@cityoflondon.gov.uk

Lunch will be served in the Guildhall Club at 1pm

NB: Part of this meeting may be subject to audio or visual recording

**John Barradell
Town Clerk and Chief Executive**

AGENDA

Part 1 - Public Agenda

1. **APOLOGIES**
2. **MEMBERS' DECLARATIONS UNDER THE CODE OF CONDUCT IN RESPECT OF ITEMS ON THE AGENDA**
3. **ELECTION OF CHAIRMAN**
To appoint a Chairman in accordance with Standing Order No. 29.
For Decision
4. **ELECTION OF DEPUTY CHAIRMAN**
To appoint a Deputy Chairman in accordance with Standing Order No. 30.
For Decision
5. **PUBLIC MINUTES**
To agree the public minutes of the meeting held on 1 April 2019.
For Decision
(Pages 1 - 6)
6. **TERMS OF REFERENCE OF COMMITTEE**
Report of the Town Clerk.
For Decision
(Pages 7 - 10)
7. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**
8. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**
9. **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

10. **CHAIRMANSHIP OF AUDIT & RISK MANAGEMENT COMMITTEE**
Report of the Principal.
For Decision
(Pages 11 - 20)

11. **NON PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**
12. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT AND WHICH THE BOARD AGREE SHOULD BE CONSIDERED WHILST THE PUBLIC ARE EXCLUDED**

This page is intentionally left blank

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

Monday, 1 April 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 1.45 pm

Present

Members:

Sir Andrew Burns (Chairman)	Marianne Fredericks
Vivienne Littlechild MBE (Deputy Chairman)	Ann Holmes
Deputy John Bennett MBE	Lynne Williams
Deputy Michael Cassidy	

Officers:

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

1. APOLOGIES

Apologies for absence were received from Professor Geoff Crossick and Michael Hoffman.

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 2 October 2018 be approved as a correct record.

4. SKILLS SURVEY

The Committee considered the report of the Town Clerk on the Skills Survey.

With regard to the vacancies existing for co-opted and common councilmen Board members, the Principal confirmed that she had discussed possible co-opted member candidates with the Chairman. The Deputy Chairman commented that the Principal would be the best source for identifying appropriate Board members where a skills gap was evident but that for common councilmen, although it would be possible to indicate that the Board was looking for particular skills, the final decision on those elected rested with the Court of Common Council. Members noted the Principal's view that prospective Board members be provided with a 'position description' that would give them a pointer to what would be expected of them.

It was noted that Professor Crossick's previously circulated view was that it should be ensured that there is a small number of Members (1 to 3) with a high score (4 or 5) in all that is regarded as necessary for the Board's ability to discharge its processes. The Committee then proceeded to examine the results of the survey, to rank the categories in order of importance and to identify the important skill areas that appeared currently deficient. A Member made the point that the survey was subjective in that the Board had been asked to rank their skills against each category and that personal views on how highly to score would differ. Members were generally of the opinion that, in future, greater explanation was required for categories along with revisions to the personal 1 to 5 grading system. A Member put forward the view that a description of what a Board member considered the role of a Governor to be would be useful.

Debate continued and the Committee decided that a skills category ranking of (a) would indicate the high priority areas; that (b) would show those skills that were 'nice to have and still of importance'; and (c) would be those skills regarded as lower level and secondary. Arising from the detailed discussions, the following comments, rankings, additional future categories and revisions to existing categories were agreed. The Committee also agreed that the Board should be informed of those skills categories ranked (a) and (b) where less than 2 current Board members would rank their score 4 to 5.

Corporate and Financial Management

1. Insurance (c)
2. Investments (c)
3. Finance (a)
4. Change Management (b)
5. Strategic Management and Business Planning (b)
6. Governance (a)
7. Higher Education Governance (a) (*new category*)

Specialist and Technical Areas

1. Health and Safety (c) (not considered essential skill for Governors as dealt with elsewhere in CoL governance structures)
2. Fundraising (a) (*to be merged with 13 below and renamed Fundraising and Relationship Management*)
3. Estates and FM (b) (*to be merged with 17 below and renamed Estates, Property and Sustainability*)

4. Enterprise / Business Development (a)
5. Equality and Diversity (a)
6. Education Management (a)
7. Drama (a) (to be merged with 12 below and renamed Acting and Drama)
8. Creative Learning (b) (to be incorporated in 25 below)
9. Charity Organisation (c)
10. Campaigning (a) (to be renamed Advocacy and International Relations)
11. Arts (b) (to be renamed Performing and Visual Arts)
12. Acting (b) (to be incorporated in 7 above)
13. Relationship Management (a) (to be incorporated in 2 above)
14. Quality Systems (b) (to be renamed Higher Education Statutory, Regulatory and Quality Frameworks and include 22 below)
15. Public Sector Organisations (a) (to incorporate 21 below)
16. Public Relations (b)
17. Project Management (b) (to be incorporated in 3 above)
18. Music (a)
19. Mediation (c)
20. Marketing (b) (to be merged with 23 below and renamed Communications, Information and Marketing)
21. Local Authorities (a) (to be incorporated in 15 above)
22. Legal (b) (to be incorporated in 14 above)
23. Information and Communications (b) (to be incorporated in 20 above)
24. Human Resources and Personnel (b)
25. Widening Participation (b) (new category to incorporate 8 above)
26. Visual Arts (b) (to incorporate 27 below and be renamed Visual Arts and Theatre)
27. Theatre (b) (to be incorporated in 26 above)

- 28. Technology (a)
- 29. Teaching – Higher (a)
- 30. Teaching – Further (b) (to incorporate 31 and 32 below and be renamed Teaching (Other))
- 31. Teaching – Secondary (b) (to be incorporated in 30 above)
- 32. Teaching – Primary (b) (to be incorporated in 30 above)
- 33. Safeguarding (a)
- 34. Student Wellbeing (a) (to be renamed Staff and Student Wellbeing)
- 35. Risk and Audit (a)
- 36. Research (a) (new category)
- 37. Government Relations (a) (new category)
- 38. Cultural Policy (a) (new category)

It was duly noted that in the skills ranking of (a) high priority areas and (b) 'nice to have and still of importance', there were no categories listed as (a) where less than 2 Board members currently rank themselves 4 to 5, and 5 categories listed as (b) where less than 2 Board members currently rank themselves 4 to 5 (as set out below):-

- Estates and FM (b) (to be renamed Estates, Property and Sustainability) – currently 0 members scoring 4 – 5
- Quality Systems (b) (to be renamed Higher Education Statutory, Regulatory and Quality Frameworks) – currently 0 members scoring 4 – 5
- Legal (b) (to be incorporated in Higher Education Statutory, Regulatory and Quality Frameworks) – currently 1 member scoring 4 – 5
- Human Resources and Personnel (b) – currently 1 member scoring 4 – 5
- Teaching – Further, Secondary, Primary (b) (to renamed Teaching (Other)) – currently 1 member scoring 4 - 5

Further Note: that Board members would benefit, in due course, from some advice from the School's Development Team on their role in fundraising.

RESOLVED – That

- (a) the Board be advised of the outcome of the Committee's discussions and the categories where skills deficiencies were currently identified;
- (b) the skills survey categories should be amended in the light of the above, with descriptors also provided for each category and revision to the personal 1 to 5 ranking system, to ensure that in future Board members be asked to provide an assessment of experience rather than competency; and
- (c) a revised and updated skills survey document be recirculated to Board members in due course for completion and return.

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

There were no questions.

6. ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT

There were no urgent items.

7. 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.

8. NON PUBLIC MINUTES

RESOLVED – That the non-public minutes of the meeting held on 2 October 2018 be approved as a correct record.

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

There were no questions.

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

The Committee informally noted the Principal's proposed amendments to the Instrument and Articles of Government of the School to be submitted to the Board at its May 2019 meeting.

The meeting closed at 3.25 pm

Chairman

Contact Officer: Martin Newton
tel. no.: 020 7332 3154
martin.newton@cityoflondon.gov.uk

Committee: Governance and Effectiveness Committee of GSMD Board of Governors	Date: 3 July 2019
Subject: Terms of Reference of Committee	Public
Report of: Town Clerk	For Decision

Summary

The terms of reference of the Governance and Effectiveness Committee of GSMD are attached as an appendix to this report. Some minor amendments to the terms of reference are now proposed, with deletions crossed through and additions in ***black and italics***, to update references to HEFCE and to formalise the previously established arrangements for the Chairman of the Committee to be a Co-opted member of the Board of Governors.

Recommendations

The Board is recommended to consider the proposed amendments to the terms of reference of the Governance and Effectiveness Committee set out in the appendix to this report, with deletions crossed through and additions in ***black and italics***, and to recommend that these amendments be approved by the Board of Governors at its meeting in September 2019.

Main Report

1. The Governance and Effectiveness Committee's terms of reference now require updating to remove references to HEFCE.
2. The Committee was chaired by Sir Andrew Burns, a former Co-opted member of the Board, from April 2011 to April 2019 and it is also proposed to approve the now firmly established but not previously formalised arrangement for the chair of the Committee to be a Co-opted member of the Board of Governors.
3. This proposal for the chair of the Governance and Effectiveness Committee, which has been discussed at previous meetings and considered desirable by Governors, would be in line with the arrangements that were approved by the Board for the Remuneration and Nominations Committee in November 2018.

Contact:

Martin Newton

Telephone: 020 7332 3154

Email: martin.newton@cityoflondon.gov.uk

This page is intentionally left blank

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 Members of the Board of Governors.
- ~~A Chairman shall be appointed from amongst the membership~~ **The Chair of the Committee shall 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.

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

Document is Restricted

This page is intentionally left blank

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

Document is Restricted

This page is intentionally left blank