

<b>Committee</b>	<b>Date:</b>
Board of Governors of the Guildhall School of Music & Drama	19/11/2018
<b>Subject:</b> Governance Matters	<b>Public</b>
<b>Report of:</b> Principal	<b>For Decision</b>
<b>Report author:</b> Secretary and Dean of Students, Guildhall School	

### Summary

The Governance & Effectiveness Committee of the Board of Governors met on 2 October 2018 to consider a number of matters:

**1. Compliance Statement with the HE Code of Governance (annual review)**

The Board's use of the Code is set out in the main report (proposed amendments with track changes). It references the "must" statements and associated obligations set out in the Code, non-compliance with aspects of the Code relate to the unique governance arrangements the School has with the City of London.

**2. A proposed change in the committee structure of the Board**

In view of concerns about the number of committees of the Board, the Committee considered how two committees, Remuneration and Nominations might usefully be combined, such that there would be more substance at each meeting but less meetings overall. Combined terms of reference are proposed with significant changes highlighted in grey. The combined committee takes into account the CUC Code of Governance and the new Higher Education Senior Staff Remuneration Code published by the CUC in June 2018.

**3. Capital projects strategic working group: a new working group for the Board**

The School has significant strategic ambition for which additional space will be required to realise that ambition in full. The full Board of Governors may not be the best place for detailed consideration of the options that may be suggested and neither is it the appropriate place for the consideration of the views of other, external interested parties. To aid Senior Management and the Board of Governors, the Committee considered a proposal to establish a new working group.

**4. An outline agenda plan for the Board of Governors**

The plan will generally be familiar to members of the Board. However, going forward the intention is to try and have a main theme for each meeting. The

fourth meeting of the Board needs to be late May/early June to meet other deadlines.

**Recommendations:**

To approve proposals 1 to 3 as set out in the main report

To note the outline agenda plan (which will be subject to ongoing review and refinement) and the timetable for the Board's meetings

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