

## 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.***

## **Remunerations and 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)*

- **One senior member of the Academic Staff (not a Vice-Principal) (on nominations matters)**
- Head of HR
- Secretary & Dean of Students

Quorum: of any three Committee Members (***including one co-opted member***).

All Members are entitled to vote.

### **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 ***promote best practice in equality, diversity and inclusion*** ~~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 **and adhere to best practice**
- 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).*