

APPENDIX 1

GUILDHALL SCHOOL OF MUSIC & DRAMA INSTRUMENT AND ARTICLES OF GOVERNMENT

Approved by the Court of Common Council of the City of London on: [insert date]

With the Assent of the Privy Council: [insert date]

Guildhall School of Music & Drama

INSTRUMENT AND ARTICLES OF GOVERNMENT in accordance with section 129A Education Reform Act 1988 (Government and Conduct of Designated Institutions)

Definitions

In the Instrument and Articles of Government, the following expressions have the meanings set out below.

“the Act”	means Education Reform Act 1988 as amended from time to time;
“the Board of Governors”	means the Board of Governors of the Guildhall School of Music & Drama as appointed from time to time in accordance with paragraph 1 of this Instrument (otherwise known as “the Governing Body”);
“the City of London”	means the Mayor and Commonalty and Citizens of the City of London;
“the Clerk to the Board of Governors”	means the Town Clerk or his duly authorised representative;
“Common Council Member”	means a person elected to serve on the Court of Common Council, whether as a Common Councilman or an Alderman of the City of London;
“the Court of Common Council”	means the Court of Common Council of the City of London (otherwise known as “the Court”);
“Governor” or “Governors”	means those persons appointed to the Board of Governors;
“HEFCE”	means the Higher Education Funding Council for England or any successor body;
“the Institution”	means the Guildhall School of Music & Drama (otherwise known as “the School”);
“the Nominations Committee”	means the sub-committee of the Governing Body established to seek out and recommend the appointment of new co-opted members of the Board of Governors;

“the Ordinances”	means any rules and regulations agreed by the Board of Governors for the proper administration and management of the School in addition to those agreed by the Court of Common Council;
“the Principal”	means the Principal of the Institution as appointed from time to time;
“the Town Clerk”	means the Town Clerk and Chief Executive of the City of London for the time being.

In this Instrument and Articles of Government, words importing the masculine gender only shall include the feminine gender and neuter meaning and vice versa.

Instrument of Government

Board of Governors

1. The constitution of the Board of Governors is:
 - i. ~~11~~ **Eight** members elected by the Court of Common Council to serve as Governors for a term of three years (renewable twice);
 - ii. the Principal of the Institution;
 - iii. **Six members representing UK higher education, comprising**
 - a) one member of the Institution’s academic staff to be elected by such staff for a term of three years (renewable twice);
 - b) one member of the Institution’s administrative staff to be elected by such staff for a term of three years (renewable twice);
 - c) one of the Institution’s student representatives who shall normally be the President of the Students’ Union;
 - d) **three co-opted non-City of London Governors with appropriate expertise of the UK higher education sector**
 - iv. Up to six co-opted non-City of London Governors with appropriate expertise for a term of three years (renewable twice).
2. When a vacancy occurs in the Board of Governors, the **Governor** appointed to fill it will continue for the remainder of the term of the **Governor** creating the vacancy.
3. ~~Any Common Council Member wishing to serve on the Board of Governors must notify the Town Clerk in writing and all applications received shall be listed in the Summons for the meeting of the Court at which the appointment is to be made. The Common Council Members of the Board of Governors will need to have experience in of the following areas: corporate finance (including accounting and audit); corporate governance; human~~

resources; business management at a senior level; legal matters and property and estate management.

4. The Nominations Committee will advertise vacancies for co-opted members of the Board of Governors which indicate the skills, knowledge and experience required for the post. The qualifications should reflect the needs of the Institution in the fields of music, theatre, arts management, broadcasting/media and higher education. In making its recommendations to the Board of Governors, the Nominations Committee must pay regard to the balance of membership and the needs of the Institution and may keep a "skills register" against which to consider the field of candidates. The issue of inclusion of members of the local community must also be addressed.

3. There shall be a Nominations Committee which will oversee appointments to the Board of Governors. The Nominations Committee shall prepare written descriptions of the role and the capabilities desirable in a new Governor, based on a full evaluation of the balance of skills and experience of the governing body. The skills will reflect the needs of the Institution in the fields of music, theatre, arts management, fundraising, corporate finance (including accounting and audit), corporate governance, human resources, business management at a senior level, legal matters and property and estate management, broadcasting/media and higher education. The inclusion of members of the local community will also be considered.

Co-opted Governor Vacancies

- 3.1 The Nominations Committee shall search for appropriate co-opted members with the skills, knowledge and experience required of the Board of Governors through contact with relevant organisations, consideration of expressions of interest, nominations from staff and students, and advertising the position. The Nominations Committee shall recommend a candidate or candidates to the Court of Common Council. The Court of Common Council shall make the final decision.

Common Council Governor Vacancies

- 3.2 A vacancy arising within the Common Council Governor membership shall be advertised to all Members of the Common Council setting out the skills, knowledge and experience required of the Board of Governors. Any Common Council Member wishing to serve on the Board of Governors must notify the Town Clerk in writing. The Nominations Committee shall consider formal expressions of interest and shall recommend a candidate or candidates to the Court of Common Council. The Court of Common Council shall make the final decision.

4. With the exception of the Principal, none of the Governors shall serve on the Board of Governors for more than a maximum of nine years in total. An extension will only be considered by the Nominations Committee in exceptional circumstances

where the expertise of the individual is particularly valuable or to accommodate the rotation of the Chairman to Deputy Chairman as set out in Article 13 below.

Committees of the Board of Governors

Academic Board

5. The Board of Governors shall establish and retain an Academic Board which shall be the body responsible under delegated authority from the Board of Governors for the regulation of the academic work of the Institution in teaching, examination and research and the Academic Board shall advise the Board of Governors on academic matters affecting the School. The Academic Board may establish standing and ad hoc committees to consider and report on any matters within the Academic Board's remit.
6. It shall be the duty of the Board of Governors to consult the Academic Board on any matter coming before the Board of Governors which has academic implications and which has not previously been considered by the Academic Board.
7. Under the *Power to Award Degrees etc (Guildhall School of Music and Drama) Order of Council 2014*¹, the Academic Board shall confer degrees, diploma certificates and other academic distinctions of the Institution and may revoke such awards conferred by the School.
8. The membership and terms of reference of the Academic Board shall be as prescribed in any Ordinances agreed by the Board.
9. The Academic Board shall report at least annually to the Board of Governors.

Sub-committees

10. The Board of Governors may establish sub-committees and in so doing shall have regard to the "Committee of University Chairmen Guide for Members of Higher Education Governing Bodies in the UK" as amended or substituted from time to time (as provided for in Article 28). Sub-Committees may be described as Committees to reflect usual practice in the Higher Education sector except in the case of the Academic Board. The membership and terms of reference for such sub-committees agreed by the Board of Governors from time-to-time may be prescribed in Ordinances which the Governing Body shall agree.

¹ Granted the 3rd day of April 2014 by the Lords of Her Majesty's Most Honourable Privy Council

Articles

Board of Governors: terms of reference and statement of primary responsibilities

1. The Board of Governors shall be responsible for:
 - i. the approval of a strategic plan and the determination of the educational character and the mission/aims of the Guildhall School of Music & Drama and oversight of its activities;
 - ii. the effective and efficient use of resources and the establishment and monitoring of key performance indicators;
 - iii. the approval of an annual Business Plan including ~~the approval of~~ annual estimates of income and expenditure;
 - iv. the setting of fees for students attending the Institution;
 - v. the approval of the annual audited financial statements of the Institution;
 - vi. the appointment of the Principal of the Institution and, where appropriate, the deputy;
 - vii. ensuring management systems are in place to maintain compliance with statutory and regulatory obligations;
 - viii. ensuring that appropriate risk management procedures and associated internal controls are established and effectively maintained;
 - ix. the general welfare of students in consultation with the Academic Board;
 - x. the management of the Institution's land and buildings belonging to the City of London (with the exception of those which are the province of another Committee) subject always to compliance with the Code of Practice for the Disposal of Property;
 - xi. writing off debts in accordance with such terms and conditions as are from time to time established by the Court of Common Council;
 - xii. authorising the institution of any civil proceedings (e.g. for recovery of debts) arising out of the exercise of its functions;
 - xiii. conduct its business in accordance with best practice in local government and higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life
 - xiv. establish processes to monitor and evaluate the performance and effectiveness of the Board of Governors;

each of the above to be subject to the City of London's Standing Orders, Financial Regulations and such other terms and conditions as the City of London may determine, other than where varied by the Court otherwise.

The Principal

2. Without prejudice to the rights of the City of London, the Board of Governors and any committee thereof, the following powers are delegated to the Principal:

- i. to make such decisions and to initiate such action as he/she deems necessary in the interests of the efficient running of the Institution and the services provided by the Institution;
- ii. to make proposals to the Board of Governors about the educational character and mission of the Institution and to implement the decisions of the Board of Governors;
- iii. the appointment, assignment, appraisal and dismissal of staff;
- iv. the maintenance of student discipline and the suspension or expulsion of students on disciplinary grounds in accordance with the procedures relating thereto in force from time to time and the implementation of decisions to expel students for academic reasons;
- v. to incur revenue and capital expenditure and enter into commitments on behalf of the City of London where appropriate provision has been included in either the revenue or capital estimates, subject to compliance with Standing Orders, Financial Regulations, and other such terms and conditions that the City of London may determine;
- vi. to act as Chief Accounting Officer for HEFCE purposes.

Staff

3. Each member of staff shall serve under a contract of employment with the City of London.

Procedures for meetings

4. The Chairman and Deputy Chairman of the Board of Governors shall be elected from the Common Council Governors.
5. The quorum consists of any seven ~~Common Council~~ Governors, of which at least one must be a Member of the Court of Common Council.
6. If the quorum is not established within five minutes of the hour stated on the summons for the meeting, the formal meeting shall be dissolved and formal consideration of the business adjourned to the next regular meeting unless, in the opinion of the Chairman, a special meeting should be called before that date.
7. If during a meeting of the Board of Governors a quorum ceases to exist and there is no reasonable likelihood that it will be re-established, the meeting shall be dissolved and all remaining business adjourned to the next meeting. Any items that have not been considered by the meeting before its dissolution and which, in the opinion of the Chairman require a decision before the next meeting will be considered in accordance with Article 29.
8. The Chairman shall:
 - (a) preside at every meeting of the Board of Governors at which he is present;

(b) sign the minutes of proceedings of the previous meeting when approved as a correct record;

(c) in the case of an equality of votes, have a second or casting vote. If the Chairman is unwilling to exercise a second or casting vote the decision shall be taken by lot;

(d) determine all questions of order;

(e) have power, after consultation with the Deputy Chairman, to

(i) convene an additional meeting;

(ii) vary the date and/or time and/or place of a scheduled meeting;

(iii) cancel a meeting if in his opinion there is insufficient business to warrant the holding of such a meeting or for other reasons.

9. At the first meeting of the Board of Governors following the annual Governor appointments, the Town Clerk shall read out a list of Governors eligible to take the Chair. The names shall be read out alphabetically, subject to the name of the late Chairman being placed last, and each of the Members present will be asked if he is willing to serve.
10. A Governor unable to be present may previously express in writing to the Town Clerk his willingness to serve.
11. The names of those who are willing to serve will be voted on by ballot. The successful candidate will require a majority of the votes cast. All members present, will be eligible to vote.
12. The Deputy Chairman shall in the absence of the Chairman have the powers, rights and duties of the Chairman.
13. The immediate past Chairman, if in Common Council and if willing to serve, shall be Deputy Chairman for the first year on election of a new Chairman.
14. When the immediate past Chairman has completed his year of office as Deputy Chairman, the other members of the Board of Governors who are Commoners are eligible to seek election as Deputy Chairman and the provisions of paragraphs 9, 10 and 11 shall apply to the meeting at which the election takes place.

15. Unless otherwise determined by the Board of Governors, all meetings of the Board of Governors (and its subcommittees) are open to the public unless:
 - (a) confidential information as defined in section 100A(3) of the Local Government Act 1972 is to be discussed; or
 - (b) a resolution has been passed to exclude the public as there is likely to be disclosure of exempt information as defined in Part 1 of Schedule 12A Local Government Act 1972.
16. Public notice of the time and place of meetings of the Board of Governors will be posted in an appropriate place at least five working days before the meeting, or if a meeting is convened at shorter notice, then at the time it is convened.
17. The Town Clerk, or his duly authorised representative, acts as the Clerk to the Board of Governors and will issue a summons for each meeting of the Board of Governors stating the time and place at which the Board of Governors will meet and setting out the order of business.
18. A meeting of the Board of Governors may be summoned upon the requisition of a number of its Governors not less than the quorum, provided they have business to lay before the Board of Governors. Such business will be set out in detail together with the reason(s) why the matter(s) to be raised could not wait until the next regular meeting.
19. A special meeting of the Board of Governors shall not except in the case of absolute necessity be called on the same morning or afternoon of another Committee of the Court of Common Council, and under any circumstances the special meeting shall be called at a different time from that of the other Common Council Committee.
20. Except in cases of urgency or where circumstances make it impracticable, the summons and accompanying papers will be sent to Governors ~~six~~ five clear days in advance of the meeting of the Board of Governors.
21. Every member of the Board of Governors must confine his speech strictly to the motion or amendment under discussion or to a point of order or explanation, and must not be repetitious. The ruling of the Chairman on issues of relevance or repetition is final.
22. At any time a Governor may raise a point of order or make a personal explanation necessitated by the statement of another Governor. Any Governor speaking at the time must give way when a point of order or personal explanation is made. The

ruling of the Chairman on a point of order or the admissibility of a personal explanation is final.

23. If a Governor stands either while another Governor is addressing the Governing Body or, if there is a motion before the Board of Governors, at the conclusion of a speech and moves “*That the question be now put*”, and this motion is seconded, that question shall be put forthwith and without debate unless the Chairman is of the opinion that the motion is premature or in any sense is an abuse of the rules of the Board of Governors. In no case shall the mover be precluded from a right to reply should he elect to exercise it.
24. Decisions made by the Board of Governors will be either unanimous or will represent the view of the majority of those Governors present and eligible to vote. The Town Clerk will, if requested, record in the minutes of a meeting the name(s) of any member(s) dissenting from a majority decision.
25. In the event of disorder or a persistent disregard of the authority of the Chair, and if he considers it necessary in the interests of maintaining order, the Chairman may:
 - (a) direct the Governor(s) causing disorder or disregarding his authority to retire for the remainder of the meeting or for such shorter period as the Chairman may decide. In the event of non-compliance with that instruction and with the consent of the majority of the Board of Governors to be shown immediately on a show of hands, the Chairman shall take all reasonable steps for the removal of such Governors(s) from the meeting;
 - (b) require a member(s) of the public to be removed from the meeting.
26. If, after two hours from the appointed time for the start of the meeting the business has not been concluded the meeting will adjourn and any unfinished business will stand adjourned to the next meeting unless a two-thirds majority of the Governors present wish the meeting to continue and subject to there being a quorum.
27. The Board of Governors may not dissolve the Academic Board without the approval of the Privy Council. It may amend the Academic Board’s terms of reference and membership provided that:
 - (i) such amendments do not substantially alter the Board’s overall remit as set out in paragraphs 6, 7 and 8 of the Instrument of Government; and
 - (ii) the Academic Board has been formally consulted.
28. (1) The Board of Governors may at any time:
 - (a) constitute, dissolve or alter the membership of a sub-committee set up by them with the exception of the Academic Board, pursuant to Article 27 above;

- (b) within its terms of reference, authorise a sub-committee to act on behalf of the Governing Body;
- (c) appoint a working party to consider and report on particular matters but any such working party shall have no delegated powers.

(2) The quorum for a sub-committee shall be any three of its members.

29. Between scheduled meetings of the Board of Governors or any sub-committees thereof (excluding the Academic Board), if:

(a) in the opinion of the Town Clerk, it is urgently necessary for a decision to be made; or

(b) the Board of Governors or sub-committee have delegated power to the Town Clerk to make a decision;

then the powers of the Board of Governors or subcommittee may, where lawfully possible, be exercised by the Town Clerk. Before exercising this power, he shall seek and obtain the comments of the Chairman and Deputy Chairman of the Board of Governors or sub-committee or, failing either of them, their nominees. Each action or decision shall be reported to the next regular meeting of the Board of Governors or sub-committee.

30. All Governors must comply with the City of London Corporation's Code of Conduct and relevant procedures. If a matter for decision is under consideration by the Board of Governors in which a Governor has a personal or disclosable pecuniary interest (or any other interest that may give rise to a real danger of bias or break the Seven Principles of Public Life) he must declare the existence and nature of his interest in accordance with the City of London's Code of Conduct.

Procedures for staff member elections

31. Elections for the staff members of the Board of Governors shall be conducted by the Clerk to the Board in accordance with agreed procedures.

Students' Union

32. There shall be a Students' Union of the Institution which shall have the composition, powers and functions as prescribed in the rules in force from time to time.

Amendment

33. This Instrument and Articles may be amended by a resolution of the Common Council of the City of London either with the approval of the Privy Council or as required by the Privy Council in accordance with section 129 of the Act.