

Committee: Policy and Resources Committee	Dated: 21/09/2017
Subject: Proposed Change to the Quorum of the Board of Governors of the Guildhall School of Music and Drama	Public
Report of: The Town Clerk	For Decision
Report Author: Gemma Stokley, Committee and Member Services Officer	

Summary

Over the last calendar year, the Governance and Effectiveness Committee of the Board of Governors of the Guildhall School of Music and Drama has been considering its compliance with *The Higher Education Code of Governance* (“*The Code*”) and related matters.

This report summarises a recommended change to the existing quorum of the Board of Governors of the Guildhall School of Music and Drama in order to better comply with the Code and to reflect best practice in the Higher Education sector and illustrates the Board’s thought process in arriving at this recommendation.

Recommendation

Members of the Policy & Resources Committee are asked to approve the proposed change to the quorum of the Board of Governors of the Guildhall School of Music and Drama: ***“The quorum consists of any seven Common Council Governors plus three co-opted Governors”*** - for onward submission to the Court of Common Council.

Main Report

Background

1. The Board of Governors of the Guildhall School of Music and Drama’s Governance and Effectiveness Committee regularly review any necessary governance changes to ensure that the Guildhall School reflects best practice in the Higher Education (HE) sector in so far as possible, given its unique circumstances and relationship with the City of London Corporation.
2. The Governance and Effectiveness Committee of the Guildhall School’s Board is chaired by Sir Andrew Burns, a Co-opted Governor on the Guildhall School Board, former Chairman of the Council of Royal Holloway, University of London, Chairman of the Committee of University Chairs and one of the UK’s leading experts on university governance.
3. Over the last calendar year, the Governance and Effectiveness Committee of the Board of Governors of the Guildhall School of Music and Drama has been

considering its compliance with The Higher Education Code of Governance (“The Code”) and related matters.

4. By visibly adopting the Code, governing bodies demonstrate leadership and stewardship. Governing bodies are asked to provide an explanation of where a whole or primary element or supporting ‘must’ statement is inappropriate to their governance arrangements.

Current Position

5. The Board of Governors is generally compliant with the Code except in those areas where the School’s unique status as a Department of the City of London and the consequential governance and practical support arrangements for governance are not compatible.
6. To date, the School have sought to explain where the unique nature of their ownership by the City of London Corporation makes some statements within the Code inappropriate. However, it is also recognised that there are some ‘quick wins’ in terms of how the School might be *more* compliant in certain areas – quorum being perhaps the most obvious of these.
7. Within the School’s current statement of compliance is reference to the need to revisit the quoracy requirements of the Board.
8. The Governance and Effectiveness Committee and, indeed, the full Board, have expressed the desire for all Board Governors to be treated as equal. The current quoracy requirement of the Board (“any seven Common Council Governors”) requires only Common Council Governors to be present in order for important strategic decisions to be legitimately made at a Board meeting. This has, at times, been difficult to achieve in the past year and also does not reflect an equality of Board membership.

Proposals

9. The Governance and Effectiveness Committee recommends that the quoracy requirement should be more inclusive of non-Common Council Governors as a move towards equalising the status of members of the Board.
10. There are other Committees where a majority of Common Councilmen, together with external members, is required to establish a quorum but external members are also explicitly referred to. An example of this is the City’s Audit and Risk Management Committee whose quorum is “5 Members – at least 3 of which must be elected by the Court of Common Council and at least 1 external representative”.
11. The Board therefore recommend, to both the Policy & Resources Committee and to the Court of Common Council that the quorum requirement for the Board and Article 5 of its *Instrument & Articles of Government* be amended to read:

“ The quorum consists of any seven Common Council Governors plus three co-opted Governors”.

12. The Remembrancer has advised that Privy Council approval is required for this amendment.

Conclusion

13. The proposal regarding quorum set out within this report reflects the Board of Governors desire to reflect good practice within Higher Education whilst also being mindful of the Guildhall School's unique relationship with the City of London Corporation and the desire to not, in any way, diminish the responsibility/number of Common Council Governors required to achieve a quorum.

Appendices

- None

Background Papers:

- Guildhall School's Statement of Compliance with the HE Code of Governance

Gemma Stokley

Committee and Member Services Officer – Town Clerk's Department

T: 020 7332 1407

E: gemma.stokley@cityoflondon.gov.uk