

Report – Board of Governors of the Guildhall School of Music and Drama

Proposed Quorum Change

To be presented on Thursday, 12th October 2017

*To the Right Honourable The Lord Mayor, Aldermen and Commons
of the City of London in Common Council assembled.*

SUMMARY

Over the last calendar year, 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. As a result of these deliberations, the Board is recommending a change to its existing quorum in order to better comply with the Code and to reflect best practice in the Higher Education sector.

The Policy and Resources Committee has been consulted and endorsed the recommendation at its September meeting; the Court is consequently now asked to approve a proposed change to the quorum of the Board of Governors of the Guildhall School of Music and Drama such that the attendance of at least three co-opted Governors is now required, in addition to the seven Common Council Governors currently needed.

RECOMMENDATION

That the Terms of Reference and Instrument and Articles of Government of the Guildhall School of Music and Drama be amended, such that the quorum consists of any seven Common Council Governors plus three co-opted Governors” (as set out at Appendix 1).

MAIN REPORT

Background

1. The Board of Governors of the Guildhall School of Music and Drama, through its Governance and Effectiveness Committee, regularly reviews any necessary governance changes to ensure that the Guildhall School reflects best practice in the Higher Education (HE) sector as 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 has been considering the Board's 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 (viz. "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 Board of Governors 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, recommends to the Court of Common Council that the quorum requirement for the Board be amended to read:

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

12. Changes to the Terms of Reference also require corresponding amendments to the Board's Instrument & Articles of Government, specifically Article 5 in this instance.
13. The Remembrancer has advised that Privy Council approval is required for this amendment; this will be sought as soon as practicable should the Court agree to amend the Terms of Reference and Instrument & Articles of Government.

Conclusion

14. 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

15. Attached at appendix 1 is a copy of the Board's Terms of Reference, with the proposed amendment marked in bold text and underlined.

All of which we submit to the judgement of this Honourable Court.

DATED this 3rd day of July 2017.

SIGNED on behalf of the Board.

John Alfred Bennett, Deputy
Chairman, Board of Governors of the Guildhall School of Music and Drama

BOARD OF GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC & DRAMA

1. Constitution

A Non-Ward Committee consisting of,

- 11 Members elected by the Court of Common Council for a term of three years (renewable twice) at least one of whom shall have fewer than five years' service on the Court at the time of their appointment
- the Principal of the Guildhall School of Music & Drama
- one member of the Guildhall School academic staff to be elected by the Academic staff for a term of three years (renewable twice)
- one member of the Guildhall School administrative staff to be elected by such staff for a term of three years (renewable twice)
- one Guildhall student representative who shall normally be the President of the Students' Union
- up to six co-opted non-City of London Corporation Governors with appropriate expertise for a term of three years (renewable twice)

None of the appointed Governors shall serve on the Board for more than a maximum of nine years.

The Chairman and Deputy Chairman of the Board shall be elected from the City Corporation Members.

The Chairman of the Barbican Centre Board, the Chairman of the Culture, Heritage & Libraries Committee and one representative of the Centre for Young Musicians shall be permitted to attend the Board in a non-voting, advisory capacity.

2. Quorum

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

3. Membership 2017/18

- | | | |
|---|-----|---|
| 6 | (3) | John Douglas Chapman |
| 9 | (3) | David Andrew Graves, Alderman |
| 3 | (3) | Vivienne Littlechild, J.P. |
| 8 | (3) | Jeremy Lewis Simons |
| 8 | (2) | John Alfred Bennett, Deputy |
| 5 | (2) | Marianne Bernadette Fredericks |
| 5 | (2) | Jeremy Paul Mayhew |
| 2 | (2) | Stuart John Fraser, C.B.E. |
| 1 | (1) | Michael John Cassidy, C.B.E., Deputy |
| 1 | (1) | Graham David Packham |
| 4 | (1) | William Anthony Bowater Russell, Alderman & Sheriff |

together with those referred to in paragraph 1 above and:-

- | | | |
|---|---|---|
| the Principal of the Guildhall School for the time being | - | Lynne Williams |
| one Academic Member of the Guildhall School Staff, elected by the Academic Staff | - | Jo Hensel |
| one Non-Academic Member of the Guildhall School Staff, elected by the administrative staff | - | Gareth Higgins |
| one Guildhall School Student representative (President of the Student Union for the time being) | - | Felicity Chilton |
| up to 6 Non-City of London Corporation Members with appropriate expertise | - | Sir Andrew Burns, K.C.M.G
Christina Coker, O.B.E.
Professor Geoffrey Crossick
Shreela Gosh
Michael Hoffman
Vacancy |

4. Terms of Reference

To be responsible for:-

- (a) 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;
- (b) the approval of an annual Business Plan;
- (c) the approval of annual estimates of income and expenditure;
- (d) the approval of the annual audited financial statements of the Guildhall School of Music & Drama;
- (e) the appointment of the Principal of the Guildhall School of Music & Drama.