



Governance and Effectiveness Committee of the Board of Governors of the Guildhall School of Music & Drama

Date: FRIDAY, 7 NOVEMBER 2014
Time: 10.00 am
Venue: COMMITTEE ROOM - 2ND FLOOR WEST WING, GUILDHALL

4. **POST TDAP AMENDMENTS TO THE SCHOOL'S GOVERNANCE
ARRANGEMENTS**
Report of the Principal.

For Decision
(Pages 1 - 28)

Item received too late for circulation in conjunction with the Agenda.

John Barradell
Town Clerk and Chief Executive

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Agenda Item 4

Committees:	Date:
Governance & Effectiveness Committee – For Decision	7 November 2014
Board of Governors of the Guildhall School of Music & Drama – For Decision	17 November 2014
Policy & Resources Committee – For Decision	
Subject: Post TDAP amendments to the School's governance arrangements	Public
Report of: The Principal of the Guildhall School of Music and Drama	For Decision

Summary

Amendments to the School's *Instrument and Articles of Government* and to the terms of reference of the School's Teaching & Learning Board are presented for consideration in light of the recent granting of Taught Degree Awarding Powers (TDAP) to the School by the Privy Council and other minor matters for clarity and ease of administration. These amendments fall under three main themes:

- i. The composition of the Board of Governors to address issues raised during the TDAP process;
- ii. The Board of Governors and its relationship with the School's senior academic committee, the Teaching & Learning Board, post taught degree awarding powers;
- iii. The remit of the Teaching & Learning Board and its subcommittees, post degree awarding powers.

The amendments to the *Instrument and Articles of Government* (appendix 1) have been explored by an officer and Governor working group and further amendments have been incorporated into the proposal. The Teaching & Learning Board terms of reference (appendix 2) have been reviewed by the Quinquennial Review Group and the proposals were considered and approved by the Teaching & Learning Board on 7 October 2014. The clerking arrangements for the Board of Governors have been discussed with the Assistant Town Clerk and the intention is to put in place more formal administrative arrangements between the Town Clerk's Department and the School which are intended to provide suitable support to the School while still retaining the Town Clerk as the Clerk to the School, reflecting the corporate governance framework of the City Corporation of which the School forms part.

Recommendation:

Members of the Governance & Effectiveness Committee are asked:

- to note the amendments and change of name to the Teaching & Learning Board terms of reference;
- to review the amendments to the *Instrument and Articles of Government* for recommendation to the Board of Governors.

Members of the Board of Governors are asked:

- to approve the change of name of the Teaching & Learning Board to the Academic Board and its revised terms of reference;
- to approve the amendments to the *Instrument and Articles of Government* and, with the concurrence of the Policy and Resources Committee, that they be recommended to the Court of Common Council for approval subject to the Privy Council's consent; with the final form of words to be reviewed by the Comptroller and City Solicitor's Department and the approval of any minor amendments arising to be delegated to the Town Clerk in consultation with the Chairman and Deputy Chairman of the Board. In the event of substantial changes being required the document will be referred back to Board of Governors for further consideration.

Attachments:

Appendix 1 – Instrument and Articles of Government

Appendix 2 – Quinquennial Review Report incorporating proposed amendments to the Teaching & Learning Board's terms of reference

Contact:

Professor Barry Ife

Principal

Guildhall School of Music & Drama

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Main report

At its meeting in November 2013 the Governance & Effectiveness Committee considered those aspects of the Taught Degree Awarding Powers (TDAP) Scrutiny report that made reference to the School's governance arrangements and the implications for future governance structures and procedures.

The report touched on the following issues:

- Board membership
- Committee process
- Sub-committee work

A working group was held on 30 September 2014 to consider further the implications of the points raised by the TDAP scrutiny panel in its final report and the discussions at the November meeting, with the intention of formulating amendments to the *Instrument and Articles of Government* for recommendation to the Governance & Effectiveness Committee reporting to the Board of Governors. Amendments were suggested with one eye to the future, noting that in a few years' time the School will apply for research degree awarding powers and there will be an expectation at that scrutiny that the School will have addressed the points raised at the previous scrutiny.

The working group considered a draft of this report and suggested some further minor amendments and one significant change concerning the composition of the membership of the Board. These amendments have been incorporated into Annex 1. The initial draft considered by the working group was also seen by the Town Clerk's Department, which was represented at the working group, and the Department's comments are reflected in the latest draft.

Whilst the amendments follow a standard higher education approach, their final legal form will need to be checked by the Comptroller and City Solicitor's Office and it is hoped initial feedback will be available to the Governance & Effectiveness Committee on 7 November.

Instrument and Articles of Government

Amendments to the *Instrument and Articles of Government* (Annex 1 amendments in grey highlights and ~~strikethrough~~) are proposed as follows:

- (i) Locating the Academic Board and degree awarding powers within the School's governance structure [*Instrument of Government* new paragraphs 6, 7 & 8]

- (ii) Protecting the primacy of the Academic Board in academic matters
[*Instrument of Government* new paragraph 6, and *Articles* new paragraph 27]

Both these amendments reflect sector expectations about the respective roles of a Council/Board of Governors and an Academic Board. Whilst a Council is the supreme governing body it should not make decisions on academic matters without first consulting the academic community represented by the Academic Board. However, there is no requirement of the governing body to follow the advice of the Academic Board.

- (iii) Revisions to reflect HE sector governance expectations [*Articles* paragraph 1 new primary responsibilities in bullet points]

The CUC Guide for Members of Higher Education Governing Bodies in the UK states that an institution's governing body should adopt a Statement of Primary Responsibilities and provides a model statement. A statement has been included in the audited Financial Statements for the School drawn from the Articles but additional clauses from the model have been now been incorporated.

- (iv) Align the membership so that there is proportional representation from the School's three stakeholder areas, the City, Higher Education, and the professions
[*Instrument of Government* paragraph 1 and *Articles* revised paragraph 5]

The CUC Guide states "All members should exercise their responsibilities in the interests of the institution as a whole rather than as a representative of any constituency." and "There should be a balance of skills and experience among members sufficient to enable the governing body to meet its primary responsibilities and to ensure stakeholder confidence." The proposed amendments seek to rebalance the stakeholder interests at Board level, with the intention of strengthening the Board's ability to collaborate with the creative industries and engage them with the Higher Education agenda. Although a reduced City membership is proposed, the City's interests are still preserved as many decisions of the Board will continue to be subject to consideration and approval by other committees within the City of London.

Common Council membership

An overall reduction from eleven to eight in the Common Council membership is proposed, but with the inclusion of two members in an ex-officio capacity this is likely to alter the actual mix of individual Common Council members to a greater extent. The process of change will need to be managed carefully, but a gradual phasing out would be incompatible with the revised Instrument and Articles unless a transitional Instrument is also presented to the Privy Council. There is, however, a precedent within the City of London for standing down the membership of a committee and reappointing and this may be the most pragmatic option.

The Governance & Effectiveness Committee is also asked to consider whether the Nominations Committee should have a role in determining the membership drawn from the Common Council,

in line with practice for the City Academies (see paragraph 1, bullet point one of the Instrument of Government).

Ex-officio membership

This new category embodies the previously expressed desire of the Board that the Chairman of the Barbican Centre Board and the Chairman of the Culture, Heritage & Libraries Committee should be full members of the Guildhall School Board.

HE representation

HE experience within the Board of Governors was a specific query arising from the Quality Assurance Agency's Academic Committee for Degree Awarding Powers' consideration of the scrutiny report. The suggested amendments seek to ensure specific external HE experience will always be present within the membership.

Industry representation

With specific provision for HE members this will give greater scope to appoint individuals of note from the professions directly connected to the training on offer by the School.

Quoracy

The revised quoracy requirement also rebalances the board (all members are now equal except in being Chair/Deputy Chair).

(v) Clarify membership and organisation matters [*Instrument of Government* new paragraph 5 and revised paragraph 10, *Articles* new paragraph 31]

*The Instrument and Articles of Government are currently silent on the matter of non-consecutive terms of office, although "for a term of three years (renewable twice)" implies a total period of office of 9 years. The CUC code does not prohibit a member serving more than one 9 year term (where the local rules permit) where the expertise of the individual is particularly valuable but otherwise the principle of "new blood" is expected to be observed. [This approach is supported by the recommendation of the Second Report of the Nolan Committee (1996), Recommendation 48]. As the governing bodies of HEIs have been criticised for being self-perpetuating (see 5.08 of *The Law of Higher Education, Farrington & Palfreyman, 2006*) the School would wish to be seen as following best practice, ie not perpetuating memberships and therefore should adopt in practice a maximum period of appointment.*

Committee support

The CUC guide provides specific advice on the proper division of responsibilities of the clerk to a governing body and the head of institution. In theory, for the School, the division is maintained by the Town Clerk designated as clerk, with the day-to-day responsibilities delegated to a junior member of staff within the Town Clerk's Office. However, this junior member of staff does not have a higher education background and, therefore, there is no senior HE administrator providing advice to

the Board. For instance, when recent issues have arisen about membership periods of office in HE and the conduct of staff member elections, advice was sought from within the School, via the Principal's Office. It would also be the norm for the Clerk to the Board to lead on governance matters, including amendments to the *Instrument and Articles of Government*. So, in practice, in some matters the division is not maintained and in other matters the higher education perspective can be missed.

Given the calibre of the current Principal and his own HE expertise, neither the Board nor the School has suffered from the current arrangements, but the CUC recommendations are there for when things might go wrong. It would be useful to commission an external consultant, with significant HE governance experience, to conduct a short, sharp audit of the current clerking arrangements – from agenda planning to the provision of legal and procedural advice to the board – to identify the risks in the current arrangements and make recommendations. Costs of an external consultant will be dependent upon the scope, and discussions have yet to take place to determine the appropriate budget line for this work. However, the Principal has discussed with the Assistant Town Clerk the principle of moving the committee support to the School and there were no objections in principle although the practicalities would need further discussion.

The Academic Board

The School has reviewed its internal academic governance structure and the report [as amended by the Teaching & Learning Board following its meeting on 7 October 2014] is provided for information at Annex 2. It is proposed that the current Teaching & Learning Board is replaced by an Academic Board, “Academic Board” or “Senate” being the usual HE terminology for the governing body in academic matters. The academic governance structure sets out the decision tree for the exercise of degree awarding powers establishing a School Board of Examiners to make the final decision on ratifying degree results. The establishment of the School Board of Examiners also seeks to address some of the TDAP scrutiny panel concerns about the workload of the Teaching & Learning Board.

It should be noted that the TDAP scrutiny panel was not convinced that the Teaching & Learning Board should delegate responsibility to a single School Board of Examiners to ratify degree results. However, the School is satisfied that with a two tier approval system (Programme Assessment Board and then the School Board of Examiners) there are sufficient checks and balances. Also the School Board will be chaired by the Chairman of the Academic Board, the Principal, and clerked by the same office.

This model is consistent with other ratification models elsewhere in the HE sector.

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Head of Registry Services

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APPENDIX 1

**GUILDHALL SCHOOL OF MUSIC & DRAMA
INSTRUMENT AND ARTICLES OF GOVERNMENT**

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 follow 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”
“the Clerk to the Board of Governors”	means the Town Clerk or his representative;
“the Court of Common Council”	means the Court of Common Council of the City of London Corporation;
“HEFCE”	means the Higher Education Funding Council for England;
“the Institution”	means the Guildhall School of Music & Drama;
“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 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 Corporation 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

1. The constitution of the Board of Governors is:
 - ~~11~~ 6 members elected by [or appointed from] the Court of Common Council for a term of three years (renewable twice);
 - 6 members representing UK higher education, comprising
 - one member of the Institution's academic staff to be elected by such staff for a term of three years (renewable twice);
 - one member of the Institution's administrative staff to be elected by such staff for a term of three years (renewable twice);
 - one of the Institution's student representatives who shall normally be the President of the Student's Union;
 - three co-opted non-City of London Governors with appropriate expertise of the UK higher education sector
 - three ex-officio members, comprising
 - the Principal of the Institution;
 - the Chairman of the Barbican Centre Board
 - the Chairman of the Culture, Heritage & Libraries Committee
 - up to six co-opted non-City of London Corporation Governors with appropriate expertise for a term of three years (renewable twice).
2. When a vacancy occurs in the Board of Governors, the member elected to fill it will continue for the remainder of the term of the member creating the vacancy.
3. Any Court of Common Council member wishing to serve on the Board of Governors must notify the Town Clerk in writing and all applications received will 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 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.

5. With the exception of the Principal, none of the Governors will 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

6. The Board of Governors will establish an Academic Board which will be the body responsible under delegated authority from the Board of Governors for the regulation of the academic work of the School in teaching, examination and research. The Academic Board will also 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.

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 School 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 the Ordinances.

[Note: The School has an *Academic regulatory framework* but there does not appear to be a similar document (no Statutes or Ordinances) which would regulate the governance side of the School, and would normally contain the terms of reference, membership and modus operandi of the BoG substructure. The recommendation is that Ordinances should be created.]

9. The Academic Board will report at least annually to the Board of Governors.

10. The Board of Governors may establish other 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 (see article 28). The membership and terms of reference for such subcommittees shall be as prescribed in the Ordinances.

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 will be responsible for:
 - 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;
 - the effective and efficient use of resources and the establishment and monitoring of key performance indicators;
 - the approval of an annual Business Plan including the approval of annual estimates of income and expenditure;
 - the setting of fees for students attending the Institution;
 - the approval of the annual audited financial statements of the School;
 - the appointment of the Principal of the School and, where appropriate, the deputy;
 - ensuring management systems are in place to maintain compliance with statutory and regulatory obligations;
 - ensuring that appropriate risk management procedures and associated internal controls are established and effectively maintained;
 - the general welfare of students in consultation with the Academic Board;
 - the management of the School's land and buildings belonging to the City of London Corporation (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;
 - writing off debts in accordance with such terms and conditions as are from time to time established by the Court of Common Council;
 - authorising the institution of any civil proceedings (e.g. for recovery of debts) arising out of the exercise of its functions;
 - conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life;

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

The Principal

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

- 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;
- 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;
- the appointment, assignment, appraisal and dismissal of staff;
- 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;
- to incur revenue and capital expenditure and enter into commitments on behalf of the City of London Corporation where appropriate provision has been included in either the revenue or capital estimates, subject to compliance with Standing Orders
- 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 Corporation.

Procedures for meetings

4. The Chairman and Deputy Chairman of the Board of Governors shall be elected from the Common Council Governors (excluding the ex-officio members).
5. The quorum consists of any seven ~~Common Council~~ ~~Governors~~ including the Chair or Deputy Chairman.
6. If the quorum is not established within five minutes of the hour stated on the summons for the meeting, the formal meeting will 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 will 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 paragraph 8.
8. The Chairman will:
 - (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 appointments by the Common Council the Town Clerk will read out a list of members eligible to take the Chair and each of those members will be asked if he is willing to serve.
 10. A member 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.
 12. The Deputy Chairman will in the absence of the Chairman have the powers, rights and duties of the Chairman.
 13. The immediate past Chairman will 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 members of the Common Council 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 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 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 members 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 Committee.
20. Except in cases of urgency or where circumstances make it impracticable, the summons and accompanying papers will be sent to members six 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 member may raise a point of order or make a personal explanation necessitated by the statement of another member. Any member 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 member stands either while another member 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 members 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 member(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 member(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 members 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 (i) that such amendments do not substantially alter the Board’s overall remit as set out in paragraphs 6 and 7 of the Instrument of Government and (ii) that 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, see paragraph 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, 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. If a matter for decision is under consideration by the Board of Governors in which a member had a personal interest he must declare the existence and nature of his interest in accordance with the 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.

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 Corporation either with the approval of the Privy Council or as required by the Privy Council in accordance with section 129 of the Act.

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Appendix 2

Teaching & Learning Board Quinquennial Review Working Group Report

Background

The Quinquennial Review Group met on Friday 23 July to consider:

- TLB's terms of reference particularly post-taught degree awarding powers
- The breadth of the membership, noting:
 - (i) recent attendance patterns, and
 - (ii) that new programmes had been approved and others were in the pipeline
- Terms of reference and membership of the new School Board of Examiners
- Chairmanship of the substructure, including cross chairmanship or cross membership of the Programme Boards
- Where new programme activity, outside of the Music & Drama Departments, may be located within the substructure (eg the new Creative Learning BA in development)

Those present at the meeting were:

- Chair of TLB: Professor Barry Ife
- Deputy Chair of TLB: Professor Helena Gaunt
- Head of Registry: Katharine Lewis
- Head of Music Programmes: Alessandro Timossi
- Head of Academic Studies (Drama): Eliot Shrimpton
- Head of Drama Administration: Gareth Higgins

James Alexander sent his apologies. The SU President had been invited but did not attend.

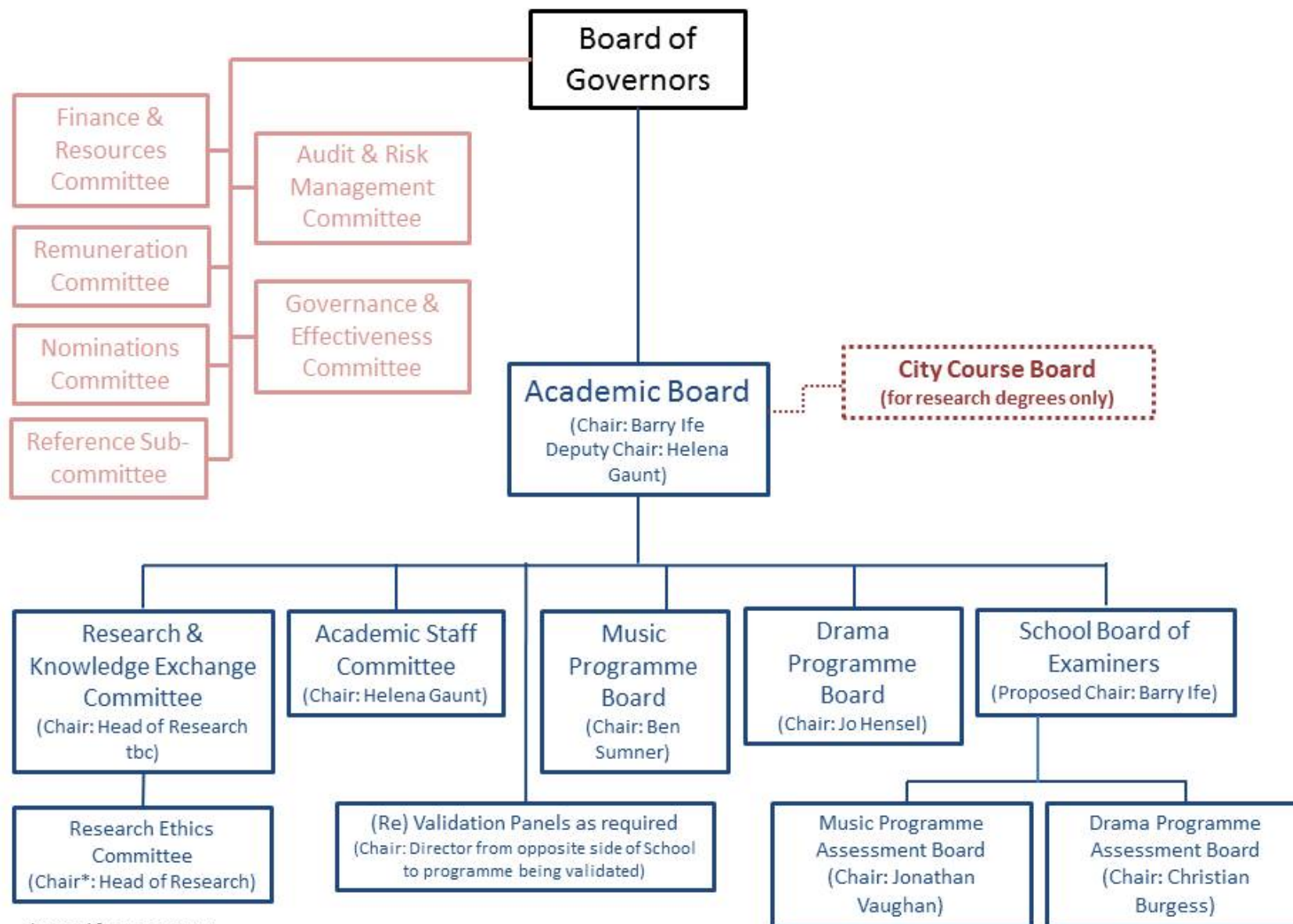
Recommendations to the Teaching & Learning Board

- (1) That to mark the Board's new responsibilities as a consequence of taught degree awarding powers, the Board should be renamed as the Academic Board, Academic Board or Senate being the names commonly recognised within the HE sector as denoting the most senior academic committee.
- (2) Amendments to the Board's terms of reference and membership, these amendments, including change of name to come into effect on 1 January 2015 (see annex b) subject to the Board of Governor's approval.
- (3) Current music and technical theatre staff representatives on the Board to be thanked for their services and stood down, new representatives to be sought to encourage wider engagement with academic governance.
- (4) Current academic support heads to be thanked for their services and stood down, the student experience to be represented by the Director of the Student Experience. It will be expected, however, that Library and IT heads will continue to attend the programme boards with the addition of the Head of AV and Head of Performance Venues. Heads will also be present at the Academic Board to present their annual reports.

- (5) Changes to the Chairmanship of the substructure as part of the School's longer term strategy to broaden senior leadership skills across the School (see annex a)
- (6) That a cross-arts programme board and assessment board be established if required in the future.
- (7) Terms of reference and membership for a new School Board of Examiners with effect from 1 January 2015 (see annex c)
- (8) The appointment of a Chief External Examiner will be explored over the next year with particular consideration given to the nature of the role and the practicalities.

KML/ August 2014, revised October 2014

Annex a: Post TDAP Governance arrangements overview (for January 2015)



* Fixed five year term

Annex b: Academic Board terms of reference & membership

Function

The Teaching & Learning Academic Board is the School's senior academic committee and is responsible for all teaching, examination and research within the School and the School's academic reputation.

It is responsible for all academic programmes and associated awards conferred by the Guildhall School of Music & Drama.

Reporting lines

The Teaching & Learning Academic Board reports to the Board of Governors and receives reports from the Research & Knowledge Exchange Committee, Academic Staff Committee, the School Board of Examiners and the Programme Boards. On matters with financial or resource implications it makes recommendations to the Directorate. ~~Specific matters relating to the School's programme validation arrangements may be referred to external bodies.~~

Terms of Reference

- 1 To maintain and enhance the quality of the School's academic provision in keeping with the School's strategic goals and to assure the academic standards of all of its awards and awards made in conjunction with a validating partner.
- 2 To award degrees, diplomas and certificates and other academic distinctions in accordance with the prescriptions of the School's *Instrument and Articles of Government* and the *Academic Regulatory Framework*.
- 3 To establish a Standing Committee, the School Board of Examiners, with delegated responsibility to consider, for approval, recommendations from the Programme Assessment Boards for the award of degrees, diplomas and certificates and other academic distinctions to named individuals.
- 4 To approve award titles, programmes of study, and research programmes leading to an award¹ ~~for recommendation to the relevant validating body~~ and to oversee periodic review/revalidation arrangements and year on year developments and amendments.
- 5 To make recommendations to the Board of Governors on any matter relating to academic quality and standards or institution-wide academic policy and strategy.
- 6 To develop a Teaching & Learning Strategy and a Research Strategy, in line with the School's main Strategic Plan, and monitor their implementation.
- 7 To approve, amend and revoke regulations and policies in the respect of the governance of the School's programmes of study and the student experience.

¹ Research degree programmes to be approved by the validating body.

- 8 To consider the results of annual monitoring in respect of academic activities to include specifically the monitoring of admissions and examinations both against targets and in respect of equality strands.
- 9 To consider the following:
- an annual report(s) from the School's Guildhall Young Artists Division ~~Junior Guildhall~~ on applications, student progress and academic developments
 - updates on the School's equality action planning in respect of academic matters
 - an overview of awards conferred
 - the minutes of the Programme Boards (to include, where applicable, a note on new teaching staff appointments)
 - annual report from the Academic Staff Committee
 - analyses of student satisfaction surveys
 - recommendations for special schemes of study and non-standard entries
 - reports or minutes from external bodies
 - annual programme monitoring reports (including summary reports from the External Examiners)
 - reports on major School development issues
 - overview reports on the outcome of student disciplinary hearings and appeals
 - reports as appropriate from academic supports units (ie library, IT, AV, and Performance Venues).
- 10 To advise the Principal on matters relating to the student experience including student welfare.
- 11 To report, at least annually, to the Board of Governors.
- 12 To establish working groups (including academic audit teams) as appropriate for the expedient execution of business, clearly stating limits of delegated authority, responsibility and reporting arrangements in each case.

Membership (20-25)

Senior Officers (5-8):

Principal (Chair)

Vice-Principal & Director of Music

Vice-Principal & Director of Drama

Vice-Principal & Director of Academic Affairs (Deputy Chair)

Director of Creative Learning

~~Head of Junior Guildhall~~

Representative from the Guildhall Young Artists Division

Chief Operating Officer

Chair of Research & Knowledge Exchange Committee*

Chair of School Board of Examiners*

Chair of Academic Staff Committee*

Student members (5)

Students' Union President

Student Welfare Officer

One student representative from Music (drawn from the Programme Board)

One student representative from Acting (drawn from the Programme Board)

One student representative from Technical Theatre (drawn from the Programme Board)

Teaching staff (6-8)

Chairs of Programme Boards (2)*

Director of Acting

Director of Technical Theatre

Head of Music Programmes

~~Two~~ One teaching staff representatives from Music appointed by the Director of Music*

One teaching staff representative from Acting appointed by the Director of Drama

One teaching staff representative from Technical Theatre appointed by the Director of Drama*

Each teaching staff member should have an identified deputy to attend in their stead who will count for quoracy.

*(*new representatives to be sought to encourage wide engagement with academic governance)*

Academic Support staff (3)

Academic Registrar & Director of the Student Experience

~~Head of Registry Services and Quality Assurance & Enhancement~~

~~Senior Librarian~~

~~Head of IT~~

~~Head of Student Affairs~~

Head of Music Administration

Head of Drama Administration

External peer (1)

** May attend in more than one capacity*

In attendance

Committee Secretary

Other administrative or teaching staff by invitation, particularly when presenting annual reports or programme APEs and amendments

~~Director of CYM (Spring 1 meeting only)~~

Quorum: half of the membership (12) including the Chair, or his nominated deputy, and at least one student member and at least one member from the teaching staff membership category.

Modus operandi

- (1) Academic Board to meet 6 times a year (twice per term).
Research & Knowledge Exchange Committee and Programme Boards to each meet once per term.
Working groups and consultation groups to be convened as and when required.
- (2) Chairmanship ~ The Principal to be the Chair of the Academic Board and the Vice-Principal & Director of Academic Affairs the Deputy Chair. However, it is expected that the Principal will chair only one or two meetings per year with the Vice Principal chairing the remainder.
- (3) Committee Servicing of the Academic Board will be from Registry.
- (4) Principal, Vice-Principal & Director of Academic Affairs, Academic Registrar & Director of the Student Experience, and Committee Secretary to form core agenda setting team for the Academic Board; an annual programme to be produced including annual monitoring.
- (5) Programme Boards to consider more explicitly quality assurance matters in preparation for expected additional duties under degree awarding powers.
- (6) Annual report to the Board of Governors from the Academic Board (in term one for previous academic year) covering overview of items discussed and approved plus details of statutory School-wide equalities monitoring relating to admissions and assessment.

Annex c: Draft School Board of Examiners terms of reference and membership

Function

The School Board of Examiners is a standing committee of the Academic Board with delegated responsibility to consider, for approval, recommendations from the Programme Assessment Boards for the award of degrees, diplomas and certificates and other academic distinctions to named individuals.

The School Board of Examiners will also advise the Academic Board on any matters relating to the assessment of students.

Reporting lines

The School Board of Examiners reports to the Academic Board and the Programme Assessment Boards report to the School Board of Examiners.

Terms of reference

- 1 To ensure that the procedures for the examination and assessment of programmes of study within the School are conducted in accordance with School regulation and policy and in a manner which is fair, impartial and consistent.
- 2 To advise the Academic Board on matters concerning School examination policy and procedures; quality assurance procedures and on the monitoring of standards as they apply to examination and assessment processes.
- 3 To consider, for approval recommendations of the Programme Assessment Boards for individual awards.
- 4 To consider, on the recommendation of the Programme Assessment Boards, individual student circumstances as they affect her/his assessment(s), especially where these concern the final recommendation for an award or progression.
- 5 To receive the minutes of the meetings of the Programme Assessment Boards.
- 6 To consider award data and make recommendations on any issues raised.
- 7 To receive an overview of External Examiners' reports and make recommendations on any issues raised.
- 8 To monitor the appointment of External Examiners to ensure that Boards are compliant with relevant membership regulations.

Membership (8)

Chair – who will also be the Chair of the Academic Board.

The Deputy Chair will be the Head of Music Programmes.

Programme leaders of programmes leading to a taught award. Current programmes comprise:

- BA & MA in Acting
- MA in Training Actors (Voice or Movement)
- BA in Technical Theatre Arts*
- BMus (including AGSM)*
- Guildhall Artist Masters programme*
- MA in Music Therapy
- MA in Opera Making & Writing
- MA in Collaborative Theatre Production & Design*
- Artist Diploma

** May attend in more than one capacity*

Each programme leader will have a named alternative who will count for quoracy.

Quorum: 50% plus 1 (5) for an ordinary meeting and must include representatives from both music and drama divisions (excluding the Chair) when recommendations for award are considered. In the event of a disputed decision a vote will be taken by show of hands of all members present and the Chair will have an additional casting vote.

External Examiners will be expected to attend the Programme Assessment Boards and will not be required to attend the School Board of Examiners. However, if for some reason an External Examiner is unable to attend a Programme Assessment Board they will be invited to attend the relevant School Board of Examiners meeting when it meets to consider recommendations for award; their presence will not count for quoracy.

In attendance:

Academic Registrar & Director of the Student Experience

Assistant Registrar (Progression & Assessment) – Board Secretary

Head of Music Administration

Head of Drama Administration

Modus operandi

- (1) As a minimum, the School Board of Examiners will meet at the end of the summer term and twice in the autumn term to consider results for ratification. It will also meet once in the Spring term to consider general assessment matters.
- (2) Committee Servicing of the School Board of Examiners will be from Registry.
- (3) Results of the preceding assessment cycle will be included in the Academic Board's annual report to the Board of Governors.