



Board of Governors of the Guildhall School of Music and Drama

Date: MONDAY, 13 MAY 2019
Time: 1.45 pm
Venue: COMMITTEE ROOM - 2ND FLOOR WEST WING, GUILDHALL

7. * PUBLIC MINUTES OF COMMITTEE MEETINGS

Finance and Resources – 29 April 2019
Remuneration and Nominations – 29 April 2019

For Information
(Pages 1 - 8)

10. + INSTRUMENT AND ARTICLES OF GOVERNANCE

For Decision
(Pages 9 - 20)

18. * NON PUBLIC MINUTES OF COMMITTEE MEETINGS

Finance and Resources – 29 April 2019
Remuneration and Nominations – 29 April 2019

For Information
(Pages 21 - 28)

20. BUSINESS CASE FOR A NEW BUILDING

REVISED VERSION

For Discussion
(Pages 29 - 42)

21. + LATEST GUILDHALL SCHOOL BUDGET REPORT - 2019/20

REVISED VERSION

For Decision
(Pages 43 - 52)

22. **+ TUITION FEES**

For Decision
(Pages 53 - 64)

23. **+ FINANCE REVIEW**

For Information
(Pages 65 - 80)

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

John Barradell
Town Clerk and Chief Executive

FINANCE AND RESOURCES COMMITTEE OF THE BOARD OF GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC & DRAMA

Monday, 29 April 2019

Minutes of the meeting of the Finance and Resources Committee of the Board of Governors of the Guildhall School of Music & Drama held at Committee Room 2 - 2nd Floor West Wing, Guildhall on Monday, 29 April 2019 at 11.00 am

Present

Members:

Vivienne Littlechild MBE (Chairman)
Lew Hodges

Alderman William Russell

In Attendance

Officers:

Niki Cornwell	- Chamberlain's Department
Graeme Hood	- Guildhall School of Music and Drama
Jeremy Newton	- Guildhall School of Music and Drama
Martin Newton	- Town Clerk's Department
Sarah Wall	- Chamberlain's Department
Lynne Williams	- Principal, Guildhall School of Music and Drama

1. CHAIRMAN'S INTRODUCTION

The Chairman welcomed Lew Hodges to his first Finance and Resources Committee of GSMD meeting.

2. APOLOGIES

Apologies for absence were received from Professor Geoff Crossick and Michael Hoffman.

3. MEMBERS' DECLARATIONS UNDER THE CODE OF CONDUCT IN RESPECT OF ITEMS ON THE AGENDA

The Committee noted that Lew Hodges was a member of the Guildhall School Trust.

4. PUBLIC MINUTES

RESOLVED - That the public minutes of the meeting held on 12 November 2018 be approved as a correct record.

5. URGENT ACTION TAKEN BETWEEN MEETINGS

The Committee noted the Town Clerk's report on urgent action taken between meetings.

RECEIVED.

6. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE FINANCE & RESOURCES COMMITTEE**
There were no questions.
7. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**
There were no urgent items.
8. **EXCLUSION OF THE PUBLIC**
RESOLVED – That under Section 100A(4) of the Local Government Act 1972, the public be excluded from the meeting for the remaining items of business on the grounds that they involve the likely disclosure of exempt information as defined in Paragraph 3 of Part I of Schedule 12A of the Local Government Act.
9. **NON PUBLIC MINUTES**
RESOLVED – That the non-public minutes of the meeting held on 12 November 2018 be approved as a correct record.
10. **NON PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE FINANCE & RESOURCES COMMITTEE**
There were no questions.
11. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT AND WHICH THE SUB COMMITTEE AGREE SHOULD BE CONSIDERED WHILST THE PUBLIC ARE EXCLUDED**
There were two urgent non public reports that the Chairman accepted as late business.

The meeting ended at 11.55 am

Chairman

Contact Officer: Martin Newton
tel. no.: 020 7332 3154
martin.newton@cityoflondon.gov.uk

**REMUNERATION AND NOMINATIONS COMMITTEE OF THE BOARD OF
GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC AND DRAMA**

Monday, 29 April 2019

Minutes of the meeting of the Remuneration and Nominations Committee of the Board of Governors of the Guildhall School of Music and Drama held at the Guildhall EC2 at 1.45 pm

Present

Members:

Sir Andrew Burns (Chairman)	Professor Maria Delgado
Vivienne Littlechild MBE (Deputy Chairman)	Marianne Fredericks
Randall Anderson	Alderman William Russell
John Chapman	Andy Taylor

Officers:

Steve Eddy	- Barbican Centre
Katharine Lewis	- Guildhall School of Music and Drama
Martin Newton	- Town Clerk's Department
Lynne Williams	- Principal, Guildhall School of Music and Drama

1. APOLOGIES

Apologies for absence were received from Michael Hoffman.

2. MEMBERS DECLARATIONS UNDER THE CODE OF CONDUCT IN RESPECT OF ITEMS ON THE AGENDA

There were no declarations of interest.

3. PUBLIC MINUTES

RESOLVED – That the public minutes and summary of the meetings of the former Nominations Committee (1 May 2018) and former Remuneration Committee (31 October 2018) be confirmed as a correct record.

4. COMMITTEE TERMS OF REFERENCE

The Committee considered, discussed and made recommendations on the terms of reference of the Committee.

Arising from debate on this and other relevant associated matters, it was

RESOLVED – That

(a) the letter received from the Office for Students confirming the School's registration be drawn to the attention of the Board at its meeting on 13 May along with a brief summary of HEFCE / OfS differences;

(b) the Town Clerk investigates a revised date for the November 2019 meeting of the Committee; and

(c) the Board be asked to consider and approve the following amendments (additions black in italics) to the Committee's terms of reference –

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 five **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).

5. QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE

There were no questions.

6. ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT

There was no urgent business.

7. EXCLUSION OF THE PUBLIC

RESOLVED – That under Section 100(A) of the Local Government Act 1972, the public be excluded from the meeting for the remaining items of business on the grounds that they involve the likely disclosure of exempt information as defined in Part I of Schedule 12A of the Local Government Act.

8. NON-PUBLIC MINUTES

RESOLVED – That the non public minutes of the meetings of the former Nominations Committee (1 May 2018) and former Remuneration Committee (31 October 2018) be confirmed as a correct record.

9. HR REPORT

The Committee considered a report of the Principal on the HR report for the School.

10. RECOMMENDATION FOR FELLOWSHIPS AND HONORARY FELLOWSHIPS 2018/19

The Committee made recommendations for the Board's consideration on the report of the Principal on Fellowships and Honorary Fellowships 2018/19.

11. FELLOWS ENGAGEMENT PLAN 2019/2020

The Principal reported to the Committee on the Fellows Engagement Plan 2019/20.

12. ANY NON-PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE

There were no non public questions.

13. ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT AND WHICH THE COMMITTEE AGREE SHOULD BE CONSIDERED WHILST THE PUBLIC ARE EXCLUDED

The Deputy Chairman raised one additional item.

The meeting closed at 3.24 pm

Chairman

**Contact Officer: Martin Newton
020 7332 3154
martin.newton@cityoflondon.gov.uk**

This page is intentionally left blank

Committee: Board of Governors of the Guildhall School of Music & Drama	Date: 13 May 2019
Subject: Amendments to Instruments & Articles of Government	Public
Report of: Principal	For Decision
Report author: Katharine Lewis, Secretary & Dean of Students	

Summary

The School is now a registered Higher Education Provider with the Office for Students (OfS). Under the new regulatory framework established by the Higher Education & Research Act 2017, the School’s Instrument & Articles no longer need the approval of the Privy Council; the Court of Common Council has the final approval.

However, whilst the OfS does not approve the governing document, it does require the School to:

“continue to meet the definition of ‘an English higher education provider’ and must demonstrate that it satisfies the ongoing general conditions of registration applicable to the category of the Register in which it is registered.”

One of the ongoing conditions of registration is:

“Condition E1: The provider’s governing documents must uphold the public interest governance principles that are applicable to the provider.”

Further information can be found at:

https://www.officeforstudents.org.uk/media/1406/ofs2018_01.pdf

Any changes to the School’s governance arrangements would be a “reportable event” to the OfS.

The School’s Instrument and Articles have been amended to remove reference to the Privy Council and HEFCE. There is also a minor amendment to the Students’ Union members of the Board to maximise the opportunity for the student interest to be represented at every Board meeting [this was a recommendation for the February 2018 meeting of the Governance & Effectiveness Committee].

Recommendation

Members are asked to approve for recommendation to the Court of Common Council minor amendments to the School's Instrument & Articles of Government.

Katharine Lewis

Secretary & Dean of Students,

Tel: 0207 382 7143

Email: katharine.lewis@gsmd.ac.uk

Guildhall School of Music & Drama

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

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;
- “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;~~
- “OfS” means the Office for Students
- “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

Board of Governors

1. The constitution of the Board of Governors is:
 - (a) 11 members elected by the Court of Common Council for a term of three years (renewable twice);
 - (b) the Principal of the Institution;
 - (c) one member of the Institution's academic staff to be elected by such staff for a term of three years (renewable twice);
 - (d) one member of the Institution's administrative staff to be elected by such staff for a term of three years (renewable twice);
 - (e) one of the Institution's elected student representatives who shall normally be the President of the Students' Union¹;
 - (f) 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 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 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 shall serve on the Board of Governors for more than a maximum of nine years in total. An extension will only be considered in exceptional circumstances to accommodate the rotation of the

¹ An elected Students' Union Vice-President (or equivalent) may attend a meeting on behalf of the SU President

Chairman to Deputy Chairman as set out in Article 13 below, or where a Governor is subsequently undertaking a new and more senior role.

Committees

6. The Board of Governors may establish committees and in so doing shall have regard to the “The Higher Education Code of Governance” of the Committee of University Chairs as amended or substituted from time to time.

Academic Board

7. The Board of Governors shall establish and retain an Academic Board which shall be the committee 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 working groups to consider and report on any matters within the Academic Board’s remit.
8. The Board of Governors shall 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.
9. Under the *Power to Award Degrees etc (Guildhall School of Music and Drama) Order of Council 2014*², the Academic Board shall confer taught degrees, diploma certificates and other academic distinctions of the Institution and may revoke such awards conferred by the Institution.
10. The membership and terms of reference of the Academic Board shall be as agreed by the Board.
11. The Academic Board shall report at least annually to the Board of Governors.

Articles

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

1. The terms of reference of the Board of Governors are to be responsible for:
 - (a) the approval of a strategic plan and the determination of the educational character and the mission/aims of the Institution and oversight of its activities;
 - (b) the effective and efficient use of resources;
 - (c) the approval of an annual Business Plan;

² Granted the 3rd day of April 2014 by the Lords of Her Majesty’s Most Honourable Privy Council.

- (d) the approval of annual estimates of income and expenditure;
- (e) the setting of fees for students attending the Institution;
- (f) the appointment of the Principal of the Institution and, where appropriate, the deputy;
- (g) the general welfare of students in consultation with the Academic Board;
- (h) the management of the Institution's land and buildings belonging to the City of London Corporation (with the exception of those which are the province of another Committee);
- (i) writing off debts in accordance with such terms and conditions as are from time to time established by the Court of Common Council;
- (j) authorising the institution of any civil proceedings (e.g. for recovery of debts) arising out of the exercise of its functions;

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 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:
 - (a) 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;
 - (b) 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;
 - (c) the appointment, assignment, appraisal and dismissal of staff;
 - (d) 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;
 - (e) 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;
 - (f) 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.
5. The quorum consists of any seven Common Council Governors plus three co-opted members.
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 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. All Governors present, will be eligible to vote.
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 Court of Common Council are eligible to seek election as Deputy Chairman and the provisions of Articles 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 committees (with the exception of the Academic Board and its standing groups) 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. (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 28 below;
 - (b) within its terms of reference, authorise a 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) With the exception of the Academic Board and its standing groups, the quorum for a committee shall be any three of its members.

28. The Board of Governors may not dissolve the Academic Board without the approval of the Privy Council of the Court of Common Council. If such decision taken was taken the Court of Common Council it would be reportable to the OfS. It may amend the Academic Board's terms of reference and membership provided that:
- (a) such amendments do not substantially alter the Board's overall remit as set out in paragraphs 7, 8 and 9 of the Instrument of Government; and
 - (b) the Academic Board has been formally consulted.

29. Between scheduled meetings of the Board of Governors or any committees thereof (excluding the Academic Board and its standing groups), 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 committee 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 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 committee.

30. If a matter for decision is under consideration by the Board of Governors in which a member has 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 of Governors in accordance with procedures agreed by 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.~~

This page is intentionally left blank

By virtue of paragraph(s) 3 of Part 1 of Schedule 12A
of the Local Government Act 1972.

Document is Restricted

This page is intentionally left blank

By virtue of paragraph(s) 3 of Part 1 of Schedule 12A
of the Local Government Act 1972.

Document is Restricted

This page is intentionally left blank

By virtue of paragraph(s) 3 of Part 1 of Schedule 12A of the Local Government Act 1972.

Document is Restricted

This page is intentionally left blank

By virtue of paragraph(s) 3 of Part 1 of Schedule 12A
of the Local Government Act 1972.

Document is Restricted

This page is intentionally left blank

By virtue of paragraph(s) 3 of Part 1 of Schedule 12A
of the Local Government Act 1972.

Document is Restricted

This page is intentionally left blank

By virtue of paragraph(s) 3 of Part 1 of Schedule 12A
of the Local Government Act 1972.

Document is Restricted

This page is intentionally left blank

By virtue of paragraph(s) 3 of Part 1 of Schedule 12A
of the Local Government Act 1972.

Document is Restricted

This page is intentionally left blank

By virtue of paragraph(s) 3 of Part 1 of Schedule 12A
of the Local Government Act 1972.

Document is Restricted

This page is intentionally left blank

By virtue of paragraph(s) 3 of Part 1 of Schedule 12A
of the Local Government Act 1972.

Document is Restricted

This page is intentionally left blank