

# **BOARD OF GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC AND DRAMA**

**Monday, 14 November 2016**

Minutes of the meeting of the Board of Governors of the Guildhall School of Music and Drama held at Committee Room - 2nd Floor West Wing, Guildhall on Monday, 14 November 2016 at 1.45 pm

## **Present**

### **Members:**

Deputy John Bennett (Chairman)	Alderman David Graves
Vivienne Littlechild (Deputy Chairman)	Jo Hensel
Deputy John Barker	Gareth Higgins
Sir Andrew Burns	Michael Hoffman
Deputy John Chapman	Professor Barry Ife
Christina Coker	Jeremy Simons
Professor Geoffrey Crossick	Thomas Steer
Marianne Fredericks	

### **In Attendance**

Deputy John Tomlinson  
Nicy Roberts

### **Officers:**

Gemma Stokley	-	Town Clerk's Department
Caroline Al-Beyerty	-	Chamberlain's Department
Paul Nagle	-	Chamberlain's Department
Sandeep Dwesar	-	Chief Operating and Financial Officer
Sarah Wall	-	Head of Finance
Pat Stothard	-	Head of Internal Audit and Risk Management
Hannah Bibbins	-	Senior Project Manager, Guildhall School of Music and Drama
Michael Bradley	-	City Surveyor's Department
Professor Helena Gaunt	-	Vice Principal and Director of Academic Affairs
Katharine Lewis	-	Academic Registrar and Director of the Student Experience
Sean Gregory	-	Director of Creative Learning for the Barbican Centre and Guildhall School of Music & Drama

**N.B. The meeting was preceded by a presentation from PA Consulting outlining the findings of their recent review of the School's operating model and resulting recommendations.**

**The Town Clerk opened the meeting by reporting that the Board was inquorate due to the late running of some Common Council Governors. The Chairman therefore proposed that the agenda order be altered so that those items for information only were considered first. Items 4, 5, 6, 8, 9,**

**10, 12, 13, 14, 15, 17, 18 and 19 were therefore considered whilst the meeting was still inquorate.**

**1. APOLOGIES**

Apologies for absence were received from Jeremy Mayhew and Sheriff & Alderman William Russell.

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

There were no declarations.

**3. PUBLIC MINUTES**

**3a \* 9 May 2016**

As a consequence of the 19<sup>th</sup> September 2016 Board meeting being inquorate, the public minutes of the meeting held on 9 May 2016 were considered and approved as a correct record.

**3b 19 September 2016**

The public minutes of the meeting held on 19 September 2016 were considered and approved as a correct record.

**MATTERS ARISING**

**Safeguarding Policy (page 12)** – The Chairman reported that the School's Safeguarding Policy had been approved under Urgency by the Town Clerk in consultation with the Chairman and Deputy Chairman following the inquorate September Board meeting.

In response to questions regarding the City of London's Safeguarding inspection of the School on 6 October 2016, the Principal reported that the School had scored highly with the inspection resulting in a number of recommendations for future improvements, specifically for HR with regard to staff appointments. The Inspectors commended the work of the School's Safeguarding Lead and the way in which she had ensured that safeguarding was thoroughly embedded in the institution.

**4. PUBLIC MINUTES OF THE GOVERNANCE & EFFECTIVENESS COMMITTEE**

The public minutes of the Governance and Effectiveness Committee meeting held on 28 October 2016 were received.

**RECEIVED.**

**5. PUBLIC MINUTES OF THE AUDIT & RISK MANAGEMENT COMMITTEE**

The public minutes of the Audit & Risk Management Committee meeting held on 7 November 2016, which were separately circulated, were received.

**RECEIVED.**

6. **PUBLIC MINUTES OF THE FINANCE & RESOURCES COMMITTEE**

The public minutes of the Finance & Resources Committee meeting held on 10 November 2016, which were separately circulated, were received.

**RECEIVED.**

7. **TERMS OF REFERENCE AND FREQUENCY OF MEETINGS**

The Board considered a report of the Town Clerk asking Governors to review their Terms of Reference and to consider the frequency of their meetings going forward.

It was noted that the Governance and Effectiveness Committee would be bringing forward some recommendations on altering the quorum for Board meetings going forward.

Governors considered the need for an additional Board meeting each year but decided against this. It was, however, felt that consideration could be given to moving the May meeting each year to June.

**RESOLVED** – That, the Board approve:

- a) their existing Terms or Reference for submission to the Court of Common Council; and
- b) the frequency of their meetings (four times per year) going forward.

8. **\* OUTSTANDING ISSUES REPORT**

The Board received a report of the Town Clerk detailing Outstanding Actions since the last meeting.

The Chairman highlighted that the City Surveyor would be providing a verbal update on both of these issues in the non-public session.

**RECEIVED.**

9. **HIGHER EDUCATION AND RESEARCH BILL**

The Board received a report of the Remembrancer advising Governors of the provisions of the Government's Higher Education and Research Bill, recently introduced to Parliament.

The Remembrancer reported that clarification had been obtained from officials about the future of the current requirement to obtain Privy Council consent for amendments to governing documents. While the requirement would not be repealed by the Bill, it would in practice fall away once the designations of eligibility for HEFCE funding were revoked as a consequence of the new funding system. Therefore, the Court of Common Council would be able to amend the School's governing documents without any formal need for external consent, subject to complying with the list of governance principles to be drawn up by the new Office for Students. The Remembrancer noted that the development of these principles would be closely followed. A Co-opted Governor observed that opposition was expected in the House of Lords

concerning the governance of chartered universities, which could lead to a continued role for the Privy Council.

In response to a question from the Chairman, the Remembrancer stated that it was not yet clear when the new regime would be in place, although it was expected to be by 2018.

The Vice Principal and Director of Academic Affairs observed that, while the legislation was new, its practical requirements would to a large extent be met by activity already carried on in order to comply with the current system.

With regard to the introduction of the Teaching Excellence Framework (TEF2) in January 2017, the Vice Principal and Director of Academic Affairs reported that the School were already undertaking the necessary preparatory work. A Co-opted Governor observed that the Government was aware of the need for specialist institutions to be able to submit additional qualitative information in addition to the standard metrics used in the Framework.

A Co-opted Governor observed that the merger of research councils referred to in the report was not expected to have any immediate effect on funding levels, but could carry longer-term implications for the School's field of work.

In response to a question regarding his views on the implications of the Bill for the Guildhall School, the Principal reported that he felt that the sector had the capacity to absorb these changes and that they gave no real cause for concern.

The Academic Registrar & Director of the Student Experience observed that the new Office for Students was expected to be more attentive to the 'student voice'.

## **RECEIVED.**

### **10. PRINCIPAL'S GENERAL REPORT**

The Board received a report of the Principal of the Guildhall School of Music and Drama detailing recent Awards and Prizes.

The Chairman requested that the Principal write to those who had won awards at the UK Theatre Awards congratulating them on their success on behalf of the Board of Governors

The Principal also drew Governors' attention to the School's 'clean sweep' at the Maureen Lehane Vocal Awards.

## **RECEIVED.**

### **11. ACADEMIC BOARD - ANNUAL REPORT**

The Board considered a report of the Principal of the Guildhall School of Music and Drama.

The Principal highlighted that this year's Academic Board Report had been restructured around the requirement for him to make certain assurances on the Board's behalf. There was also greater emphasis on actions and an accompanying Action Plan had now been produced.

The Principal went on to report that an informal Working Group would be convened going forward to look at this report in greater detail ahead of its presentation to the Board each year. The membership of this Group had been endorsed by the Board at their last meeting and would consist of the Principal, the Vice Principal and Director of Academic Affairs, the Academic Registrar and Director of the Student Experience and Co-opted Governor Professor Geoffrey Crossick.

The Principal concluded by stating that he was confident that he could give the assurances detailed within the report.

The Academic Registrar and Director of the Student Experience highlighted that the Board were also being asked to approve changes to the Academic Board's Terms of Reference and Membership.

In response to a question regarding the inclusion of something around Academic Risk in future reports, the Academic Registrar and Director of the Student Experience clarified that the Board did not look at student data but that this was subject to Internal Audit. The Principal added that this type of risk was looked at by the Senior Management Team.

Governors noted concerns around the lack of correlation between the language of assessment criteria and feedback referred to within the report. The Principal highlighted that this was an important and common issue across the sector. He reassured the Board that the School's external examiners confirmed the quality of its programmes and standards of its awards. The Principal added that it was not surprising that the award of higher degree classifications at the School was well above the sector average given its strict selection and entry criteria.

The Chairman referred to the issues around student feedback and student satisfaction raised within the report. The President of the Student Union reported that some steps had already been taken to address this. The Student Union was actively engaging with students more on this matter and was being more proactive in terms of recruiting appropriate student representatives to cover each pathway. It was noted that participation in both the National Student Survey (NSS) and the Whole School Survey (WSS) had increased this year. Governors were informed that the timing of the National Survey (January – April) was dictated by Government but that some students found it unusual to be asked to complete a 'leaving' survey at this time when they would continue to study at the School until July. The Whole School Survey was conducted at the end of the year.

In response to questions, the President of the Student Union confirmed that the surveys were available online for students to complete. A Co-opted Governor reported that assessment and feedback scores for the NSS were traditionally

low across all universities the concern here, however, was that the Guildhall School had lower feedback than its immediate competitors. The Principal acknowledged that the sensitivities around some of the questions posed, specifically concerning employment, were perhaps not managed as well as they could be in terms of student understanding. It was noted that this was particularly difficult for conservatoires where students were frequently in and out of employment.

The Board noted the summary of actions within the Action Plan and the intention for Governors to review progress against these in May each year.

**RESOLVED –** That, the Board:

- a) approve the report;
- b) state that they are able to give the assurances contained within the report; and
- c) approve the revised terms of reference and membership of the Academic Board detailed in Appendix A.

## 12. **INTERNAL AUDIT REPORT**

The Board received a late, separately circulated, report of the Head of Audit and Risk Management prepared in accordance with the HEFCE Code of Practice for Accountability and Audit providing Governors with details of the Internal Audit work undertaken at the School during the academic year ended 31 July 2016.

The Head of Audit and Risk Management reported that three audits had been undertaken and all had resulted in a moderate assurance rating. This had informed the Head of Internal Audit's opinion that "the Guildhall School's systems of risk management, control and governance, and economy, effectiveness and efficiency are generally robust and can be reasonably relied upon to ensure that objectives are achieved".

The Board were informed that work on the 2016/17 Internal Audit Plan had already commenced and would feed into next year's opinion.

The Chairman stated that he was pleased to see that an audit of 'Satellite Operations' was planned for 2016-17.

The Chairman of the Audit and Risk Management Committee highlighted that this report had been circulated to the Audit and Risk Management Committee who were content that this was consistent with the information reported to them throughout the year. This report would be formally received by the Audit and Risk Management Committee at their next meeting.

A Co-opted Governor questioned whether Internal Audit looked at the quality of the data the school provided on an annual basis. The Principal reported that the statutory data returns to HEFCE were regularly checked and audited. This had highlighted that the conversion of hourly paid staff to FTE had been under reported previously and would affect the School's draw down funding it was therefore important that this was now looked at in greater detail. The Chairman

reported that the noticeable difference in the 2017 data (which would now be collated according to the correct formula) would therefore have to be explained.

The Chamberlain reported that the implications of the under reported data on staff would need to be fully understood. If this incident could be isolated and fully explained there would be no further cause for concern. If, however, further issues were uncovered, data quality would need to be looked at more widely by Internal Audit.

The Chairman requested that a report updating the Board on this matter be submitted to the next Board meeting.

**RESOLVED** – That, the Board note the work of that Internal Audit have undertaken and the Head of Internal Audit and Risk Management’s opinion that “the Guildhall School’s systems of risk management, control and governance, and economy, effectiveness and efficiency are generally robust and can be reasonably relied upon to ensure that objectives are achieved”.

**13. QUESTIONS ON MATTERS RELATING TO THE WORK OF THE BOARD**

There were no questions.

**14. ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**

Principal of the Guildhall School of Music and Drama

The Chairman reported that this would be the Principal’s last Board meeting. On behalf of the Board, the Chairman offered the Principal his sincere congratulations on all that he achieved whilst in post for the past 12 years. He offered the Principal the Board’s very best wishes for retirement in January 2017 and highlighted that there would be a further opportunity to formally recognise the Principal’s work at the Board’s annual dinner.

**15. 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 following 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 as follows:-

Item	Paragraph
16a	1, 3 & 5
16b	3
17 - 18	2 & 3
19-29	3

**16. NON PUBLIC MINUTES**

**16a \* 9 May 2016**

As a consequence of the 19<sup>th</sup> September 2016 Board meeting being inquorate, the non-public minutes of the meeting held on 9 May 2016 were considered and approved as a correct record.

**RESOLVED** – *At 3.45pm, Governors agreed to suspend Standing Order No. 40 in order to conclude the business on the agenda.*

**16b 19 September 2016**

The non-public minutes of the meeting held on 19 September 2016 were considered and approved as a correct record.

**17. NON PUBLIC MINUTES OF THE GOVERNANCE & EFFECTIVENESS COMMITTEE**

The non-public minutes of the Governance and Effectiveness Committee meeting held on 28 October 2016 were received.

**18. NON PUBLIC MINUTES OF THE AUDIT & RISK MANAGEMENT COMMITTEE**

The non-public minutes of the Audit & Risk Management Committee meeting held on 7 November 2016, which were separately circulated, were received.

**19. NON PUBLIC MINUTES OF THE FINANCE & RESOURCES COMMITTEE**

The non-public minutes of the Finance and Resources Committee meeting held on 10 November 2016, which were separately circulated, were received.

**20. GUILDHALL SCHOOL - SUSTAINABILITY (OPERATING MODEL REVIEW) BY PA CONSULTING**

The Board received a joint report of the Chamberlain and the Town Clerk outlining the primary recommendations from the PA Consulting Review of the School's Operating Model.

**21. PRINCIPAL'S NON PUBLIC REPORT**

The Board received a report of the Principal of the Guildhall School on various matters of importance to the School including Student recruitment and Brexit, Teaching and learning and senior staff matters.

**22. \* HEFCE ANNUAL ACCOUNTABILITY RETURN 2016**

The Board received a report of the Chief Operating and Financial Officer in relation to the 2016 Annual Accountability Return documents for consideration elsewhere on the agenda.

**23. HEFCE ACCOUNTS DIRECTION FOR 2016/17**

The Board received a report of the Principal of the Guildhall School detailing the Accounts Direction for 2016/17.

**24. AUDITED FINANCIAL STATEMENTS**

The Board considered a report of the Chief Operating and Financial Officer detailing the Reports and Financial Statements for the year ended 31 July 2016.

**25. AUDIT COMMITTEE ANNUAL REPORT**

The Board considered and approved the Audit and Risk Management Committee's Annual Report for the year ended 31 July 2016.



26. **GUILDHALL SCHOOL 'ECONOMY, EFFICIENCY AND EFFECTIVENESS' UPDATE**

The Board received a report of the Principal of the Guildhall School summarising the arrangements currently in place to achieve best value for money and the initiatives being undertaken to improve them.

27. **FINANCE REVIEW**

The Board received a report of the Principal of the Guildhall School detailing the School's Finance Review for Period 2 of the Academic Year 2016/17.

28. **GUILDHALL SCHOOL BUDGET REPORT 2017/18**

The Board received a report of the Principal of the Guildhall School detailing the Guildhall School Budget for 2017/18.

29. **BAD DEBT WRITE OFF**

The Board received a report of the Head of Finance providing Governors with an annual update on Bad Debts at the School.

30. **NON PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE BOARD**

There were no questions raised in the non-public session.

31. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT AND WHICH THE BOARD AGREE SHOULD BE CONSIDERED WHILST THE PUBLIC ARE EXCLUDED**

With the permission of the Chairman, the Guildhall School Senior Project Manager provided the Board with a verbal update on the Renewal of general electrical and dimmer installation at the Silk Street Theatre and was granted delegated authority to progress this with the Town Clerk in consultation with the Chairman and Deputy Chairman of the Board.

**The meeting ended at 4.15 pm**

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Chairman

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