

**GOVERNANCE AND EFFECTIVENESS COMMITTEE OF THE BOARD OF
GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC & DRAMA**

Tuesday, 2 October 2018

Minutes of the meeting of the Governance and Effectiveness Committee of the Board of Governors of the Guildhall School of Music & Drama held at the Guildhall EC2 at 1.45 pm

Present

Members:

Sir Andrew Burns	Gareth Higgins
Deputy John Bennett	Ann Holmes
Professor Geoffrey Crossick	Vivienne Littlechild
Marianne Fredericks	Lynne Williams

Officers:

Martin Newton	- Town Clerk's Department
Jonathan Vaughan	- Guildhall School of Music & Drama

1. APOLOGIES

No apologies for absence were reported.

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

There were no declarations.

3. COMMITTEE TERMS OF REFERENCE RECEIVED.

4. ELECTION OF CHAIRMAN

The Town Clerk having read the names of members eligible to serve as Chairman and Sir Andrew Burns being the only member to put himself forward for the position, it was

RESOLVED – That Sir Andrew Burns be appointed Chairman of the Governance and Effectiveness Committee for the ensuing year.

5. ELECTION OF DEPUTY CHAIRMAN

The Town Clerk having read the names of members eligible to serve as Deputy Chairman and Vivienne Littlechild being the only member to put herself forward for the position, it was

RESOLVED – That Vivienne Littlechild be appointed Deputy Chairman of the Governance and Effectiveness Committee for the ensuing year.

6. **PUBLIC MINUTES**

RESOLVED – That the public minutes of the meeting held on 27 February 2018 be approved as a correct record.

On matters arising, Professor Geoff Crossick asked about his suggested amendment (g) to the Board's terms of reference, referring to the responsibility for the promotion of equality and diversity throughout the School, and why this was not included in the submitted report to the Board in May on revisions to the terms. The Town Clerk gave assurance that this would be drawn to the Board's attention.

7. **SKILLS SURVEY 2018**

The Committee considered the report by the Town Clerk on a refresh of the 2014 skills survey of Board members.

Governors discussed this paper and asked that the Town Clerk provide more detailed data to clarify strengths and weaknesses of members, and to also include diversity information captured in the recent HESA return, when this information is further considered by the Board.

RESOLVED – That the contents of the report be noted with the Town Clerk to provide more detailed data from that provided to clarify particular strengths and weaknesses, and to also include diversity information captured in the recent HESA return, when the matter is considered by the Board.

8. **BOARD AGENDA PLAN**

The Committee then considered the report on the draft agenda plan, noting the circulated amended agenda plan information.

Members noted the intention to move to a 4 Board meetings a year cycle (February, May, September and November) with an away day in July, with the possibility of another joint away day with the Barbican following the success of the recent session.

The thematic focus of the agenda plan was generally welcomed, although concern was raised by a Governor at consistency and balance of meetings with the possible overloading of the May date with strategy issues compared to the 'achievement-type' reports comprising the majority of some other agendas.

During discussion, the Chairman suggested that safeguarding should be a general standing item topic at each meeting, covered as appropriate in the Principal's general report. It was noted that the Board's September meeting would include the 'standalone' Safeguarding Policy report and update. In response to a question from a Governor about quarterly financial information, the Principal confirmed that these papers were not identified on the circulated draft plan but would be a usual addition and it was requested that this and any other relevant items (such as minutes, outstanding actions, TRAC, Academic Assurance Working Group report (the latter possibly to the November Board)) also be added to the plan. It was noted that the Principal's public and non-

public reports would contain broad 'over-arching' information in a standard format, analysing successes, challenges, etc for the School's departments.

Debate continued and a Governor said that she would prefer written reports on issues to oral updates and that there should be opportunity to hear views from non-teaching staff about 'what does / does not work for them'. The Principal said that consideration would be given to semester changes and that this along with other areas for review would be reported to Governors in due course. The continuing administrative demands on the School of changes in areas of compliance was also referred to and Governors were also informed of unresolved delays in recruitment and retention matters in relation to requirements of established CoL human resources procedures. On the latter, the Chairman of the Board asked the Principal to provide her with a briefing note on these issues and the Principal confirmed that she would discuss the matter further with the Director of HR.

RESOLVED – That the agenda plan be endorsed, subject to the inclusion of the other appropriate items and comments made by Governors above, for onward approval by the Board.

9. **FUTURE SUB-COMMITTEE ARRANGEMENTS**

Governors had before them the report by the Principal on a proposal to combine the Nominations and Remuneration Committees.

Discussion commenced and the Committee agreed that the reference in the proposed terms of reference of the new committee on page 23 to 'non common council governors' should be reworded to reflect that the appointments are of co-opted members, with suitable clarification that they are independent from the CoL. Governors also noted that the reference to the Senior Member of the Academic Staff (not a Vice-Principal) should be clarified to ensure it was clear whether this appointment was a co-optee or an elected staff governor.

A Governor raised the issue of whether it would be appropriate for a member of the academic staff to be present during discussion of the Principal's salary and Members noted that any paper on that matter would not be for decision and therefore a problem should not arise.

The Committee's consideration of the matter continued and a Governor suggested that the first bullet point under 'Remuneration' on page 24 should add additional wording to say '...and the conservatoire sector in particular', with the second to last bullet point amended to say at the end '....such observations / recommendations reported as the Committee sees fit to the appropriate committee'. It was then suggested by another Governor that the fifth bullet point should be reworded to say '...and confirm it is content...'

The Chairman asked that these comments be incorporated into a revised version of the report for submission to the Board.

RESOLVED – That the proposed combination of the Nominations and Remuneration Committees be endorsed, subject to the revision of the terms of reference as set out above, for the future consideration of the Board.

10. **COMPLIANCE STATEMENT WITH THE HE CODE OF GOVERNANCE**

Members had before them the report by the Principal on the compliance statement with the HE Code of Governance.

The Town Clerk undertook to check the latest position on the delay in obtaining Privy Council approval for Board quorum changes.

Discussion commenced and Governors requested that the first sentence of the third paragraph of section (2) on page 32 be amended to say ‘Whilst it is possible for some non-alignment, at the macro level the strategic objectives of the School and the CoL, which owns it, are aligned’. On page 33, section (3) a Governor said that the reference in paragraph 6 to the Chair of the Audit and Risk Management Committee being co-opted should be deleted as it was now out of date and that reference should be made to internal / external auditors with specific HE experience.

During further debate, a Governor suggested that the last sentence of the second paragraph of section (6) on page 35 should say ‘...acknowledges its wish to see elected an increase....’. It was also suggested that reference be made to the activities undertaken to encourage diversity.

Ann Holmes left the meeting at this point (3.39pm)

RESOLVED – That the compliance statement be approved for submission to the Board, subject to the amendments and comments set out above.

11. **AMENDMENTS TO STUDENT STATUTORY REPORTING**

Governors then considered the report by the Principal on amendments to student statutory reporting.

RECEIVED.

12. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**

There were no questions.

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

There were no urgent items.

14. **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 on the grounds that they involve the likely disclosure of exempt information as defined in Part I of the Schedule 12A of the Local Government Act.

15. **STANDING ORDER NO. 40**
The Committee agreed to continue after the usual 2 hour deadline for meetings.
16. **NON PUBLIC MINUTES**
RESOLVED – That the non-public minutes of the meeting held on 27 February 2018 be approved as a correct record.
17. **CAPITAL PROJECTS STRATEGIC WORKING GROUP**
The Committee considered the report by the Principal on the Capital Projects Working Group.
18. **NON PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**
There were no questions.
19. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT AND WHICH THE BOARD AGREE SHOULD BE CONSIDERED WHILST THE PUBLIC ARE EXCLUDED**
There were no urgent items.

The meeting closed at 4.00 pm

Chairman

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