



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

Date: MONDAY, 1 APRIL 2019

Time: 1.45 pm

Venue: COMMITTEE ROOM 2 – 2ND FLOOR, WEST WING, GUILDHALL

Members: Sir Andrew Burns (Chairman)
Vivienne Littlechild MBE (Deputy Chairman)
Deputy John Bennett MBE
Deputy Michael Cassidy
Professor Geoffrey Crossick
Marianne Fredericks
Michael Hoffman
Ann Holmes
Lynne Williams

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Lunch will be served in the Guildhall Club at 1pm

NB: Part of this meeting could be the subject of audio or visual recording

**John Barradell
Town Clerk and Chief Executive**

Next meeting of the Committee: Monday 28 October (11.00am)

AGENDA

Part 1 - Public Agenda

1. **APOLOGIES**
2. **MEMBERS' DECLARATIONS UNDER THE CODE OF CONDUCT IN RESPECT OF ITEMS ON THE AGENDA**
3. **PUBLIC MINUTES**
To agree the public minutes of the meeting held on 2 October 2018.

For Decision
(Pages 1 - 6)
4. **SKILLS SURVEY**
Report of the Town Clerk.

For Decision
(Pages 7 - 24)
5. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**
6. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**
7. **EXCLUSION OF THE PUBLIC**
MOTION - 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 Part I of Schedule 12A of the Local Government Act.

Part 2 - Non Public Agenda

8. **NON PUBLIC MINUTES**
To agree the non-public minutes of the meeting held on 2 October 2018.

For Decision
(Pages 25 - 26)
9. **NON PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**
10. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT AND WHICH THE BOARD AGREE SHOULD BE CONSIDERED WHILST THE PUBLIC ARE EXCLUDED**

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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Committee:	Date:
Governance and Effectiveness Committee of the Guildhall School of Music and Drama	1 April 2019
Board of Governors of the Guildhall School of Music and Drama	13 May 2019
Subject: Skills Survey 2018	Public
Report of: Town Clerk	For Decision

Summary

The last skills survey of Governors was carried out in 2014 and, at the request of the Board Governors, a new survey has been carried out to assess personal skills and attributes including specialist and technical areas relating to the School. A revised version of the outcome of the survey is now presented for the consideration of the Governance and Effectiveness Committee and the Board of Governors.

Recommendation

The Governance and Effectiveness Committee and the Board are asked to note the contents of this report and the results of the skills survey and to consider any appropriate actions in relation to the outcome of the survey.

Main Report

1. The skills survey form used for the refresh was identical to that used in 2014 and is attached as **Appendix A**. The received results are included at **Appendix B**. These results demonstrate that the Board is strong in areas of governance, strategic management and risk and audit and that Governors have an interest and knowledge of the arts. There is, however, a lack of identified skills regarding teaching experience (all categories listed), legal and estates and facilities management.
2. The review also highlights that the Board is comprised of a number of Governors who have specific and relevant skills and knowledge to carry out their role, such as Governors who sit on other educational governing bodies or have Higher Education Policy background, Research with HE / Performing Arts context, and those with qualifications in Education, Music and Theatre, which all serve to strengthen the governance of the School.
3. The Governance and Effectiveness Committee considered a report on the outcome of the survey at its meeting last October and asked that additional information be provided from the raw data collected to show average rating scores for Board members across each individual category of the survey.

4. This information was added and the paper was then presented to the inquorate Board meeting in February, when those Members present noted submitted comments from 2 co-opted Board Members.
5. Professor Geoff Crossick commented that information on the average score for any particular skill or experience is of less value than the number of Board Members with a high score (4 or 5) for that area. He added that it should not be expected that Board Members be accomplished in lots of areas, but that it should be ensured that there is a small number of Members (1 to 3) with a high score in all that is regarded as necessary for the Board's ability to discharge its responsibilities. Professor Maria Delgado also considered that the numerical information did not show the reach and breadth of the skills and that with the Knowledge Exchange Framework, the industrial strategy and the release of funding related to building up Research and Development, research has gained increasing prominence and skills and expertise in this area might be useful, as would skills on Widening Participation. Professor Delgado questioned whether the skills audit undertaken (which refreshed the survey undertaken in 2014) appropriately covered the skills needed for governance in higher education in 2019.
6. As a result, and to take account of those comments, a revised version of the report that now includes details of the number of Board Members with a score of 4 or 5 in each area, is now being resubmitted to the Governance and Effectiveness Committee and the Board of Governors. The category areas where there are no Governors reporting scores of either 4 or 5 are health and safety; estates and facilities management; and teaching – further.

Appendices

- Appendix A – Skills Survey
- Appendix B – Survey Results

Martin Newton

Committee and Member Services Officer

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Board of Governors of the Guildhall School of Music & Drama - Skills Survey

If you prefer to print and complete the form manually, please return it to Martin Newton, Town Clerk's Department, Guildhall, London, EC2P 2EJ

Please return your completed form no later than 15 January 2018.

Name:

SKILLS AUDIT SECTION

Please assess your level of skill, knowledge and experience in the areas below using the following scale:

- 1 No skill, previous knowledge or experience
- 2 Basic level
- 3 Intermediate level
- 4 Advanced level
- 5 Advanced level *plus* the ability to transfer knowledge and skills

Please ensure you respond to every question.

A) CORPORATE MANAGEMENT

Area of Skill, Knowledge or Experience	Level of Competence (1-5)	Would like to develop <i>(please tick)</i>	Please comment on how you'd like to develop the skills ticked in the spaces provided.
Governance (good practice in corporate governance, legal obligations of Governors, other Board experience)			
Strategic Management and Business Planning (work and business planning, monitoring and evaluation, policy development, implementation and review)			
Change Management (aligning practice with mission and vision)			

B) FINANCIAL MANAGEMENT

Area of Skill, Knowledge or Experience	Level of Competence (1-5)	Would like to develop <i>(please tick)</i>	Please comment on how you'd like to develop the skills ticked in the spaces provided.
Finance (budgets, forecasts, cash flow and final accounts)			

Investments (investment strategy, bench marking, performance measurement)			
Insurance (risk, public liability, employers liability, property)			

C) SPECIALIST AND TECHNICAL AREAS

Area of Skill, Knowledge or Experience	Level of Competence (1-5)	Would like to develop (please tick)	Please comment on how you'd like to develop the skills ticked in the spaces provided.
Acting, including stage or production management			
Arts			
Campaigning			
Charity Organisation			
Creative Learning			
Drama			
Education Management			
Equalities and Diversity			
Enterprise/Business development			
Estates and Facilities Management			
Fundraising			
Area of Skill, Knowledge or Experience	Level of Competence (1-5)	Would like to develop (please tick)	Please comment on how you'd like to develop the skills ticked in the spaces provided.
Health and Safety			
Human Resources and Personnel			

Information and Communications			
Legal			
Local Authorities			
Marketing			
Mediation			
Music			
Project Management			
Public Relations			
Public Sector Organisations			
Quality Systems			
Relationship Management			
Risk and Audit			
Student Wellbeing			
Safeguarding			

Teaching:-			
a) Primary			
b) Secondary			
c) Further			
d) Higher			
Technology			
Area of Skill, Knowledge or Experience	Level of Competence (1-5)	Would like to develop (please tick)	Please comment on how you'd like to develop the skills ticked in the spaces provided.
Theatre			
Visual Arts			
Widening Participation			
Other areas not mentioned above (please state below...)			

Please provide details of any relevant skills related qualifications and training you have (if applicable).

Are there any skills which you feel are important but are not sufficiently represented on the Board? If so, please provide details in the box below.

Thank you for completing this Survey.

Appendix B

Skills Audit Section

The Board of Governors rated their personal skills, knowledge and experience in each category of the survey according to the criteria 1 to 5 below.

- 1 No skill, previous knowledge or experience
- 2 Basic level
- 3 Intermediate level
- 4 Advanced level
- 5 Advanced level *plus* the ability to transfer knowledge and skills

The tables below demonstrate the overall results compared to the previous survey in 2014 based on the returns received (with average 2018 scores in each section divided into elected member and co-opted member category).

Brief analysis of overall 2018 results:

The areas which are represented at a **high level** (50 and over) include:-

- governance
- strategic management & business planning
- risk and audit
- change management; and
- the arts.

The areas which are represented at a **basic level** (up to 35) include:

- teaching – all categories listed
- legal and;
- estates and facilities management.

Corporate and Financial Management

		2018 (max 80)	2014 (max 80)	2018 No of Board Members scoring 4 to 5
1.	Insurance Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 2 (Basic level)	39	67	2

2.	Investments Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	47	38	7
3.	Finance Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	53	51	9
4.	Change Management Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	53	52	9
5.	Strategic Management and Business Planning Elected members 2018: Average 4 (Advanced level) Co-opted members 2018: Average 4 (Advanced level)	60	55	9
6.	Governance Elected members 2018: Average 4 (Advanced level) Co-opted members 2018: Average 4 (Advanced level)	56	57	11

Specialist and Technical Areas

		2018 (max 80)	2014 (max 80)	2018 No of Board Members scoring 4 to 5
1.	Health and Safety Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 2 (Basic level)	35	35	0
2.	Fundraising Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 3 (Intermediate level)	36	27	5
3.	Estates and Facilities Management Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 2 (Basic level)	31	32	0
4.	Enterprise / Business Development Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	42	40	5
5.	Equality and Diversity Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	44	42	4

6.	Education Management Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	45	35	5
7.	Drama Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 4 (Advanced level)	43	30	7
8.	Creative Learning Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 3 (Intermediate level)	33	36	2
9.	Charity Organisation Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 4 (Advanced level)	49	40	6
10.	Campaigning Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 3 (Intermediate level)	37	34	3
11.	Arts Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 4 (Advanced level)	52	51	7

12.	Acting Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 3 (Intermediate level)	39	28	4
13.	Relationship Management Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	40	46	6
14.	Quality Systems Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 3 (Intermediate level)	38	27	1
15.	Public Sector Organisations Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	45	51	4
16.	Public Relations Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 3 (Intermediate level)	38	43	3

17.	Project Management Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	48	53	7
18.	Music Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 4 (Advanced level)	48	48	4
19.	Mediation Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 2 (Basic level)	36	35	3
20.	Marketing Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	42	44	3
21.	Local Authorities Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 2 (Basic level)	42	49	5
22.	Legal Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 2 (Basic level)	32	32	1

23.	Information and Communications Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	46	45	5
24.	Human Resources and Personnel Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 2 (Basic level)	38	42	1
25.	Widening Participation Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 3 (Intermediate level)	39	33	2
26.	Visual Arts Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 3 (Intermediate level)	38	31	3
27.	Theatre Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 4 (Advanced level)	45	39	6

28.	Technology Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	31	22	2
29.	Teaching – Higher Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 2 (Basic level)	31	35	4
30.	Teaching – Further Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 2 (Basic level)	24	28	0
31.	Teaching – Secondary Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 2 (Basic level)	25	24	1
32.	Teaching – Primary Elected members 2018: Average 2 (Basic level) Co-opted members 2018: Average 2 (Basic level)	28	20	1
33.	Safeguarding Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	48	46	5

34.	Student Wellbeing Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	41	34	4
35.	Risk and Audit Elected members 2018: Average 3 (Intermediate level) Co-opted members 2018: Average 3 (Intermediate level)	50	47	7

Other skills not mentioned in the survey but recorded as relevant by governors

International relations and culture outside UK

Customer Care

Research (incl. impact)

Higher Education Policy

Westminster & Whitehall Relations

Cultural Policy

Research within HE/Performing Arts context

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

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