

**GOVERNANCE AND EFFECTIVENESS COMMITTEE OF THE BOARD OF
GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC & DRAMA
Monday, 28 October 2019**

Minutes of the meeting of the Governance and Effectiveness 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, 28 October 2019 at 11.00 am

Present

Members:

Professor Maria Delgado (Chairman)
Vivienne Littlechild (Deputy Chairman)
Marianne Fredericks
Ann Holmes
Graham Packham

Officers:

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1. APOLOGIES

Apologies were received from Lynn William and Michael Hoffman.

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

There were no declarations.

3. PUBLIC MINUTES

The public minutes of the meeting held on Wednesday 3 July 2019 were approved as a correct record.

4. ANNUAL AGENDA PLAN FOR THE BOARD OF GOVERNORS

The Committee received the report of the Principal of the Guildhall School of Music & Drama on the annual agenda plan for the Board of Governors.

The agenda plan points out the mandatory reporting which are required for the School, on top of the additional themes adopted from the previous academic year to ensure that School's activities are covered.

The Chairman informed the Committee that there needs to a benchmark with the Guildhall School of Music & Drama leading the way in terms of setting out good practices. The Committee was informed that in November 2018, there was a circulation of the terms of responsibilities for the Governors.

There was a discussion around the five years action plan, which concluded with the decision that the action plan needs to be inspected by the Board of Governors.

Furthermore, the Chairman commented that the reference of the code of practice is a governing document and that the Teaching Excellence Framework is a government assessment for the quality of undergraduate teaching in universities and other higher education providers in England. The chairman went on to explaining that the Office for Student's acts as the regulator for the higher education and looks after the student's activities, whereas Student's England looks after the School's funding.

The Chairman went onto ask the Committee its thoughts on the document being shared with the Board of Governors, which after some debate was agreed, with the understanding that the Code of Governance will be used to manage the Code of Practice. The Committee went through the Board of Governors Annual Plan rolling document, a Member suggested actioned marked as "to be confirmed" are also completed and shared with the wider Committee, which will be a good opportunity to update the Board of Governors too.

A Member asked if the Student's Union of the Guildhall School of Music & Drama was in receipt of any funding from the School. The Committee were informed that the Student's Union does receiving funding from the School. The incoming President of the Student's Union is asked to provide their budget to the School. It was agreed that it is vital that the Board gets to see the achievements, challenges and aspirations of the Student's Union.

There was a discussion around ensuring that each outgoing Student's Union Presidents provided their end of year report on their spending. It was agreed that there was no way of ensuring a guarantee on this as it is up to the outgoing President to take the onus of the reporting. The Chairman suggested as a way around this obstacle, the School works with the Student's Union Presidents and provide them with a template, which can be populated with achievements as the academic year progresses.

A Member suggested that that the Safeguarding Update is a standing item which should be noted and brought as an agenda item at every meeting.

The Chairman took the opportunity to update the Committee on the Academic Assurance Working Group and mentioned that there will be a report which will sign off the work of the Working Group.

A Member asked if there was Committee Plan and to ensure that the School's Committee is sharing the plan with wider stakeholders as a good practice. The Town Clerk's was asked to provide the School with a skeleton of the Committees.

The Committee was advised that the new role of the Associate Dean of Teaching and Learning was advertised. The new leadership role will support the development and implementation of effective strategies and policies to deliver key teaching and learning objectives for the School. The application for the role is currently live and would be coming to an end in the next few days.

The Committee was advised that a number of suitable candidates have applied for the position and a start date by September 2020 should be possible.

The gap in vacancy was flagged up by the School in various Boards, the Committee was further assured that the Governance and Strategies are in place to ensure the continuity of the School's development.

RESOLVED – That the Committee endorse the agenda plan (subject to amendment if required) for adoption during the year.

5. **UPDATE ON GOVERNANCE ARRANGEMENTS**

The Committee received the report of the Principal of the Guildhall School of Music & Drama on the update on governance arrangements.

The Chairman asked if the Committee was in breach of any procedural matters concerning the Clerkship of the meeting. The Town Clerk's Department advised the Chairman and the Committee that the Principal Officer will be the Clerk, who will be supported by other colleagues. The Principal Officer will act as the first point of contact as constitutionally required. The Town Clerk's Department also took the opportunity to assure the Committee that moving forward the transition will be a smoother process with the Principal Officer having an oversight of the Committee.

Additionally, the Chairman raised concerns that in the past papers for the Committee had gone astray and if this was needed to be reported to the Risk and Audit Committee.

A Member commented on the Committee's Membership and level of participation through attendance, as in order to ensure a healthy and balanced debate the Committee needs a wider Membership participation in meetings. A Member asked if Co-opted Members reappointment to the Committee should depend on their attendance. The School has agreed to add this on its strategy paper.

RESOLVED – That the Committee notes the report.

6. **DRAFT ROLE DESCRIPTOR FOR A CO-OPTED MEMBER OF THE BOARD**

The Committee received the report of the Principal of the Guildhall School of Music & Drama on the draft role descriptor for a Co-opted Member of the Board.

The role presented is in comparison with other leading institutions within the education sector. A Member commented that the draft role descriptor for a Co-Opted Member of the Board should highlight the fact that Co-opted Members are able to Chair the Committee's meeting.

Furthermore, it was suggested that Remuneration and Nominations Committee of the Board of Governors of the Guildhall School of Music and Drama will be part of the interview panel for the Co-opted Members.

The Committee agreed that there needs to be an honest and frank conversation with candidates, in terms of the demand of the workload and commitments required of an Co-opted Member. A Member suggested that no more than four people should be on the interview panel, as otherwise, the exercise can become counter-productive. Moreover, the same Member made a request to explore the possibilities of having current Co-opted Members on the panel as observers of the process.

RESOLVED –That the Committee Consider: the draft role descriptor and provide advice on its appropriateness.

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

The Chairman informed the Committee that at the last Audit and Risk Management Committee meeting, the Committee had requested that two Co-opted Members with relevant qualification and experience are Co-opted onto the Committee. The Members were further advised that a job pack for the Co-opted Members is being prepared, once the job pack is finalised and approved, it will be advertised in a range of platform where leading members of authority on the subject matter will be exposed to the adverts.

A Member of the Committee asked if the Town Clerks can look into the timing of the Sub Committee meetings and explore the feasibilities of optimising the meeting time which can help minimise the impact on Members who are travelling from far. The Committee was advised, in terms of meeting time and sequences, there needs to be an adequate timing which allows for the information to feed through relevant Committees.

A Member asked that with the advancement of technology, if it was possible for Members of the Committee to tune into the meeting via Skype. The Committee were told that the Town Clerk is keen to ensure that we have the technology and infrastructure in place to facilitate the meetings for as smoothly as possible. Additionally, there are legal constraints around Members contribution to the meeting, if they were to join in via the Skype.

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

The Committee proceeded to discuss the matter of independence, with concerns expressed that Governors of the Board who are also Members of the Court of the Common Council should not be perceived to be any less independent than Co-Opted Governors. It was suggested that the key test of independence, particularly in respect of the Audit and Risk Management Committee, was that Governors were independent from the direct day to day management of the School.

It was further angered that, if there are any concerns that needs to be raised, it be can sent to the Town Clerk at the first instance.

9. **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 following 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.

10. NON PUBLIC MINUTES

The non-public minutes of the meeting held on Wednesday 3 July 2019 were approved as a correct record.

11. RE-PRESENTING THE COMPLIANCE STATEMENT WITH THE HIGHER EDUCATION CODE OF GOVERNANCE

The Committee received the report of the Principal of the Guildhall School of Music & Drama on the revised Compliance statement with the HE Code of Governance.

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

There were no questions.

13. 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 ended at 12.00 pm

Chairman

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