



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

Date: FRIDAY, 6 NOVEMBER 2020
Time: 2.00 pm
Venue: Meeting streamed live to You Tube

Members: Professor Maria Delgado
Vivienne Littlechild
Professor Geoffrey Crossick
Ann Holmes
Graham Packham
Lynne Williams
Jeremy Mayhew

Enquiries: julie.mayer@cityoflondon.gov.uk

Accessing the Public Meeting

This meeting will be a virtual meeting and therefore will not take place in a physical location following regulations made under Section 78 of the Coronavirus Act 2020. A recording of the public meeting will be available via the above link following the end of the public meeting for up to one municipal year. Please note: Online meeting recordings do not constitute the formal minutes of the meeting; minutes are written and are available on the City of London Corporation's website. Recordings may be edited, at the discretion of the proper officer, to remove any inappropriate material. Members of the public can observe this virtual public meeting at the below link:

<https://youtu.be/CYY37DfqupE>

John Barradell
Town Clerk and Chief Executive

AGENDA

Part 1 - Public Agenda

1. **APOLOGIES**
2. **MEMBERS' DECLARATIONS UNDER THE CODE OF CONDUCT IN RESPECT OF ITEMS ON THE AGENDA**
3. **ELECTION OF CHAIRMAN**
To elect a Chairman in accordance with Standing Order 29.
For Decision
4. **ELECTION OF DEPUTY CHAIRMAN**
To elect a Deputy Chairman in Accordance with Standing Order 30.
For Decision
5. **PUBLIC MINUTES**
To approve the public minutes and non-public summary of the last meeting.
For Decision
(Pages 1 - 6)
6. **TERMS OF REFERENCE**
The Committee is asked to note its Terms of Reference.
For Information
(Pages 7 - 8)
7. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**
8. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**
9. **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

10. **NON-PUBLIC MINUTES**
To approve the non-public minutes of the last meeting.
For Decision
(Pages 9 - 10)

11. **DRAFT COMPLIANCE STATEMENT WITH NEW HIGHER EDUCATION CODE OF GOVERNANCE**
Report of the Principal.

For Discussion
(Pages 11 - 60)

12. **NON-PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**
13. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT AND WHICH THE BOARD AGREE SHOULD BE CONSIDERED WHILST THE PUBLIC ARE EXCLUDED**

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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 the Guildhall EC2 at 11.00 am

Present

Members:

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

Officers:

Greg Moore	-	Town Clerk's Department
Rofikul Islam	-	Town Clerk's Department
Katharine Lewis	-	Secretary & Dean of Students, Guildhall School of Music & Drama

1. APOLOGIES

Apologies were received from Lynne Williams.

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 a report of the Principal which presented a draft annual agenda plan for future meetings of the Board of Governors.

The Chair welcomed the report, noting the importance of ensuring a good depth and breadth of items, as well as ensuring the Board continued to demonstrate best practice in its capacity as a leading conservatoire. She sought Governors' views as to the proposed plan and, during discussion, the following points were raised:

- It was noted that two items, viz.: "Update on Statutory Returns" and "Note on 5-Year Access Plan", were listed as for circulation only. The Secretary & Dean of Students advised that, whilst both items were not formal Board papers or required to be considered by Governors, it was nevertheless a helpful and timely opportunity to keep Governors' up-to-date on their responsibilities and to maintain awareness of key issues.

- With reference to the Research & Knowledge Exchange annual report, the Chair reminded Governors of the division of responsibilities following the dissolution of HEFCE. Whilst the majority of HEFCE's activity had been taken on by the Office for Students (OfS), research funding responsibilities had transferred to Research England. The School was required to provide a code of practice to govern submissions under the Research Excellence Framework (REF) which would, in turn, determine the School's seven-year research funding allocation. Therefore, as a matter of good practice, she felt it was important for the Board to be sighted on the relevant code of practice and suggested this come to February's Board meeting.
- It was advised that the Development and Fundraising annual report would be presented to the May meeting of the Board, as their reporting would align with City Corporation's Financial Year rather than School's Academic Year.
- Governors were extremely supportive of the proposal for an annual item reporting on the Student Union's activities, observing that it was good practice for the Board to monitor what was being delivered with the grant the School provided. Logistical issues such as timing and engagement of respective Presidents was discussed, following which, the Chair suggested that the School provide the Students' Union with a template report and that this be populated with achievements as the academic year progressed.
- It was noted that the safeguarding update was a standing item which should be considered at every meeting.
- Governors discussed the role of the Academic Assurance Working Group, which had suggested that an update on some of the academic themes should be seen by the Board in more depth during the academic year. In particular, the Chair noted items such as grade inflation and diversity and equal opportunity for students, which were high on the agenda for the media and the OfS and would merit more visible discussion by the Board. It was suggested that February might be a suitable meeting for the start of these discussions.
- It was noted that the refresh of the Teaching and Learning Strategy had been delayed as a consequence of departmental restructures and reorganisations. Recruitment was now underway for an Associate Dean who would be responsible for this activity and it was therefore expected that the relevant report would come to the Board in September 2020.
- There was a lack of clarity in respect of the proposal to explore the impact of Barbican / Guildhall programmes. It was suggested that the Secretary & Dean of Students liaise with the Director of Learning & Engagement to identify what form this item might take and when.
- It was suggested that it would be helpful if a list of documents and strategies could be produced, setting out which of these were available in the public domain and where they could be located. It was also asked that a note setting out the membership and meeting dates of all the Board's committees and working groups be produced, to help with visibility.

RESOLVED: That the agenda plan be endorsed for adoption during the year, subject to the comments made during discussion.

5. **UPDATE ON GOVERNANCE ARRANGEMENTS**

The Committee received the report of the Principal providing an update on governance arrangements.

It was advised that the Town Clerk's representative would remain the single point of contact across all meetings of the Board and its Committees moving forward; this would be supplemented by the attendance of colleagues within the Town Clerk's department to assist with administrative items. The Chair was pleased to note the confirmation of the position, observing the importance of a single point of contact and the risks posed by alternative arrangements, which would need to be highlighted to the Audit & Risk Management Committee should the situation change.

The importance of attendance at meetings was also discussed and it was advised that the forthcoming recruitment strategy for co-opted Members would include suitable information clarifying the time commitment and expectations associated with the role. It was suggested that rolling attendance figures should be made available and used to inform consideration around the extension or re-appointment of serving Governors.

RESOLVED: That the report be noted.

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

The Committee received a report of the Principal presenting a draft role descriptor for co-opted Governors.

It was noted that this role descriptor would form part of the suite of documents comprising the co-opted member recruitment strategy, which had been alluded to during discussion of the previous item.

Governors made the following comments:

- The importance of honest and frank conversation with candidates in relation to workload and expected time commitment was emphasised.
- Specific reference should be included relating to the ability of co-opted Governors to Chair the various Committees reporting to the Board, with it also made clear that membership and chairing of these Committees would be expected.
- It was suggested that no more than four people should be on the interview panel for candidates, as larger panels tended to be unwieldy and intimidating. The possibility of using serving co-opted Members as either panel members or observers should also be explored.

RESOLVED: That the draft role descriptor be approved, subject to the comments made during debate.

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

Recruitment

It was noted that the Audit & Risk Management Committee wished to advertise for two co-opted Members with relevant qualifications and experience. Some preliminary work on a recruitment pack had been undertaken and would be incorporated within the broader co-opted recruitment strategy.

Timing of Meetings

A Member asked if thought could be given to scheduling meetings back-to-back or at different times, in order to minimise the impact for those travelling from afar. The Town Clerk and Secretary & Dean of Students agreed to look into this matter, although it was noted that there were some limitations in respect of sequencing, as there was a need to allow for information to be fed through to the Board and for various statutory returns to be considered at the right time.

Remote Access to Meetings

A Governor asked if, with the advancement of technology, if it would be possible for Members of the Committee to participate via Skype or similar technology. The Town Clerk advised of the current legal constraints preventing this, which were to be explored through the forthcoming Governance Review. Together with ongoing activity to ensure the appropriate technology and infrastructure was in place to facilitate remote participation, it was hoped that there would be some progress in this area over the coming months.

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

There were no urgent items.

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 a report of the Principal concerning the revised compliance statement for the Higher Education 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 12.40 pm

Chairman

Contact Officer: Greg Moore
Tel. no: 020 7332 1399
gregory.moore@cityoflondon.gov.uk

DRAFT

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Governance and Effectiveness Committee - Terms of Reference

Introduction

- The role of the Governance and Effectiveness Committee is to consider improvements to the effectiveness of the Board of Governors of the Guildhall School.
- The Committee shall utilise guidance from appropriate sources, including *Office for Students* and *Advance HE* in undertaking its work, and the *CUC Higher Education Code of Governance*.
- The Committee shall report its findings and recommendations to the Board of Governors.

Membership

- The Membership shall include the Chairman and Deputy Chairman of the Board of Governors, the Chairman of the Audit & Risk Management Committee, the Principal of the Guildhall School and other Members of the Board of Governors.
- The Chair of the Committee shall normally be a co-opted governor.
- The quorum consists of three Members.

Attendance at meetings

- A representative of the Town Clerk shall attend meetings.

Frequency of meetings

- Full reviews shall be held every three years.
- The committee shall determine the frequency of its meetings.

Authority

- The Committee does not have power to act, it will report its findings and recommendations to the Board of Governors for approval.

Duties

- The duties of the Committee shall be:

- a. To undertake a formal and rigorous evaluation of the effectiveness of the Board of Governors of the Guildhall School and its committees, in line with guidance from Office for Students and Advance HE.
- b. To report and make recommendations to the Board.
- c. To consider the success of the Board of Governors in meeting long term strategic objectives and Key Performance Indicators.
- d. To facilitate the benchmarking of the performance of the Guildhall School against other comparable Higher Education Institutions.
- e. To monitor progress of the implementation of the recommendations of efficiency reviews.
- f. To consider other matters referred to it by Board

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

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