

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

**Tuesday, 27 February 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 (Chairman)	Christina Coker O.B.E.
Deputy John Bennett (Deputy Chairman)	Lynne Williams

**Officers:**

Martin Newton	-	Town Clerk's Department
Katharine Lewis	-	Guildhall School of Music and Drama

**1. APOLOGIES**

Apologies for absence were received from Professor Geoffrey Crossick, Gareth Higgins, Michael Hoffman and Vivienne Littlechild.

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

There were no declarations.

**3. PUBLIC MINUTES**

**RESOLVED** – That the public minutes of the meeting held on 16 June 2017 be approved as a correct record with the addition of Christina Coker in the apologies list.

**4. TERMS OF REFERENCE**

The Committee considered the terms of reference of the Board of Governors of the Guildhall School of Music and Drama and, with the agreement of the Chairman, the late circulated Instrument and Articles of Government of the School.

The following matters were raised:-

- Noted that the term of office of the appointed Governors set out in the terms of reference did not correspond exactly with the associated wording in the Articles.
- Members were informed that comments on the terms of reference and other associated matters had been submitted to the Chairman by Professor Geoffrey Crossick with the suggestion that the terms could be amended to include the following:-

- (a) the addition to (a) ... '; and to assure itself that appropriate steps are being taken to deliver the institutional strategic plan, and that there are effective systems of control and risk management;'
- (b) the addition of a new term (f) 'responsibility to ensure that the requirements of the Office for Students, UK Research and Innovation and other relevant statutory bodies are followed and that compliance with these requirements is monitored.'
- (c) inclusion of a term (g) referring to the Board's responsibility for the promotion of equality and diversity throughout the School.
- (d) Consideration of including a new term (h) covering the responsibility of the Board to ensure institutional sustainability.

- The terms of reference did not make reference to the “statement of primary responsibilities” in the Articles.
- Noted that amendments to the Articles would be required in the future as a result of the introduction of the Office for Students as the regulator. The amendments would need to be approved to come into effect from March 2019.
- On the future potential to produce one composite governance schedule encompassing the current terms (a) to (e) and the Instrument and Articles of Government, a Governor made the point that this would present a far longer document in a format that would be unusual for the Court of Common Council to consider.

It was noted that streamlining of the Articles would be possible by removing sections on procedures for meetings by way of cross reference to the established provisions in the Corporation's Standing Orders, or by including these sections in an appendix to the main document.

The Town Clerk undertook to report back on the possible progression of a future composite governance schedule with regard to established Court procedures.

- The Town Clerk confirmed that the procedure for approval to terms of reference changes would be for the Board of Governors to firstly recommend changes to Policy and Resources Committee, prior to final consideration by the Court of Common Council, and that it would therefore not be possible for any changes to be confirmed for submission to the Court at its April meeting when terms of reference of committees were normally considered.

**RESOLVED – That**

- (a) the Board consider a paper from the Principal at its next meeting in May 2018 on proposed changes to (i) include the addition of points identified by Professor Geoff Crossick; (ii) clarify other minor anomalies with cross referencing to the Articles where appropriate; (iii) alert Governors to the future requirement for a redrafting of the governance documents to comply with changes arising from the introduction of the Office for Students and the scope for streamlining the section on meeting procedures and (iv) clarify where possible the requirements for Governors' earlier experience; and
- (b) the Town Clerk report back on the most appropriate way to progress future changes to the governance documents in relation to established Court procedures and the potential to produce one composite governance schedule.

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

There were no questions.

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

There were no urgent items.

**7. 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.

**8. NON PUBLIC MINUTES**

**RESOLVED** – That the non-public minutes of the meeting held on 16 June 2017 were approved as a correct record.

**9. CHANGES TO INSTRUMENT AND ARTICLES OF GOVERNANCE**

With the approval of the Chairman, the Committee considered the further late discussion report of the Academic Registrar on the terms of reference of the School, Office for Students, and changes to the Instrument and Articles of Government.

**10. UPDATE ON ACTIONS IN RESPECT OF GOVERNANCE AND EFFECTIVENESS**

With the approval of the Chairman, the Committee considered the late discussion report of the Academic Registrar on updates on actions in respect of governance and effectiveness.

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

The Committee considered one non-public question.

**12. 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 3.37 pm**

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Chairman

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