

BOARD OF GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC AND DRAMA

Monday, 19 November 2018

Minutes of the meeting of the Board of Governors of the Guildhall School of Music and Drama held at Committee Rooms - 2nd Floor, West Wing, Guildhall on Monday, 19 November 2018 at 1.45 pm

Present

Members:

Vivienne Littlechild (Chairman)	Marianne Fredericks
Randall Anderson	Gareth Higgins
Sir Andrew Burns	Michael Hoffman
Deputy Michael Cassidy	Ann Holmes
John Chapman	Jeremy Mayhew
Christina Coker O.B.E.	Graham Packham
Professor Geoffrey Crossick	Andy Taylor

In Attendance

Nicy Roberts

Officers:

Sandeep Dwesar	- Barbican Centre / GSMD
Steve Eddy	- Barbican Centre / GSMD
Sean Gregory	- Barbican Centre
Graeme Hood	- GSMD
Alison Mears	- GSMD
Jeremy Newton	- GSMD
Martin Newton	- Town Clerk's Department
Jonathon Poynor	- Barbican Centre / GSMD
Jonathan Vaughan	- GSMD
Sarah Wall	- Chamberlain's Department

1. APOLOGIES

Apologies were received from the Deputy Chairman, Felicity Chilton, Stuart Fraser, Alderman Russell and Lynne Williams.

2. CHRISTINA COKER

The Chairman, on behalf of Members, paid tribute to Christina Coker who was attending her final meeting of the Board at the end of a 3 period (nine year) spell as a Governor, which had included a chairmanship role on the Audit and Risk Management Committee. The Chairman praised Christina Coker's dedicated and invaluable past work with the Board and its committees and said that she would be missed by all at the School. The Committee and officers endorsed these comments and Christina Coker thanked all for their kind words.

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

There were no declarations.

4. **PUBLIC MINUTES**

RESOLVED – That the public minutes of the Board meeting held on 24 September 2018 be approved as a correct record, subject to the inclusion of Michael Hoffman's apologies for absence.

The public minutes of the Governance and Effectiveness, Audit and Risk Management and Finance and Resources sub committee meetings held in October were received as information, subject to the Board noting that a meeting had been arranged with the Director of HR in relation to important staffing recruitment and retention issues that were required to be resolved at the earliest opportunity.

5. **OUTSTANDING ACTIONS**

The Town Clerk reported on outstanding actions and the following matters were raised:-

- The Board noted that the skills report had been submitted to the Governance and Effectiveness Committee who had requested that a further breakdown of raw data provided be undertaken before the report is presented to the Board.
- A paper on teaching and office space requirements would be submitted to the Board in February.
- On Milton Court, and original BREAM projections, the Director of Operations and Buildings said that the original design brief for the building had been based on target assumptions that required reconsideration as the building operated more efficiently than would be typical.

RECEIVED.

6. **PRINCIPAL'S PUBLIC REPORT**

The Board considered the Principal's public report.

RECEIVED.

7. **INTERNAL AUDIT ANNUAL REPORT AND OPINION**

The Board had before it the Head of Audit and Risk Management's report on the internal audit annual report and opinion.

The following matters were raised:-

- A Governor referred to the identified risk on the catering contract and that this was not under the School's control, arising from CoL Police

not having signed the contract, and that this had been accepted by the CoL Audit and Risk Committee.

- The risk relating to declarations of interest was corporate and not able to be solved just by the School.
- On data futures it was noted that greater resource would be required to ensure this expanding work area was compliant.

RECEIVED.

8. **GOVERNANCE MATTERS**

The Principal reported on governance matters.

The following matters were raised:-

- Discussion took place on section (1) of the appendix on the compliance statement and Paragraph 3 (under Remuneration – page 64 of the agenda pack), insofar as reference should be made to the CoL ‘overseeing’ remuneration’, taking account of market forces (rather than ‘set by’).
- Noted that Paragraph 2 (the governing body protects institutional reputation, etc – page 62) should make clear that declarations of interest by the Board’s co-opted members are also available on the CoL’s website.
- A Governor put forward the view that further reference should be made to the strength of the Board’s work with the Executive in Paragraphs 2, 3, 5, 6 and 7 of the statement to reinforce the submission and that Paragraph 7 (governance structures – page 66) should refer to the election of Common Councilmen.
- On section (3) relating to the Capital Projects Strategic Working Group, a Governor said that the ‘background’ section should properly describe the Silk Street initiatives (rather than ‘including a new front door’).
- It was noted that the proposed membership of the Working Group should refer to the Director of Operations and Buildings and the Chief Operating and Financial Officer (rather than representatives).
- It was noted that submission of the statement was due by 1 December and a Governor asked that the attention of the OfS be drawn to the statement reflecting a further enhancement of the previous position.

RESOLVED – That, subject to the above comments, approval be given to

- (a) the compliance statement with the HE code of governance set out in section (1) of the appendix to the report;

- (b) the establishment of a Remuneration and Nominations Committee (in place of the separate Remuneration Committee and Nominations Committee) and its terms of reference set out in section (2); and
- (c) the establishment of a Capital Projects Working Group of the Board and its terms of reference set out in section (3).

9. **ACADEMIC ASSURANCES**

Governors considered the report of the Principal on academic assurances.

Arising from comment and discussions, the following was raised:-

- In response to a request for a further Board member to serve on the Academic Assurance Working Group, Ann Holmes put herself forward for this role.
- A Governor suggested amendments to section 5.5 of the annual report (point 10) to include a reference to 'if so, how they might be addressed'; and to appendix F (Ethnicity – paragraph 2) to include a reference to 'BAME'

RESOLVED – That

- (a) Ann Holmes be appointed as a member of the Academic Assurance Working Group;
- (b) the contents of the Academic Board Annual Report 2017/18 and suggested amendments outlined above be noted; and
- (c) authority be delegated to the Town Clerk, in consultation with the Chairman and Deputy Chairman of the Board, to confirm that the academic assurance statement can be made following advice received from members of the Academic Assurance Working Group.

10. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE BOARD**

There were no questions.

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

There was no urgent business.

12. **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 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.

13. **NON PUBLIC MINUTES**

RESOLVED – That the non-public minutes of the Board meeting held on 24 September 2018 be approved as a correct record.

The non-public minutes of the Governance and Effectiveness, Audit and Risk Management and Finance and Resources sub committee meetings held in October were received as information.

14. **PRINCIPAL'S NON PUBLIC REPORT**

The Board considered the Principal's non-public report.

15. **STANDING ORDER NO. 40**

The Board agreed to continue to consider the remaining business after the usual 2 hour meeting period.

16. **BUSINESS PLAN**

The Principal reported on the School's business plan.

17. **MANAGEMENT INFORMATION 'DASHBOARD' - SEPTEMBER 2018 (PERIOD 6)**

Members had before them the Principal's report on the management information 'dashboard' – September 2018 (period 6).

18. **BREXIT MITIGATION STRATEGY - MUSIC DEPARTMENT**

The Vice Principal and Director of Music reported on the Brexit Mitigation Strategy for the Music Department.

19. **CENTRE FOR MUSIC UPDATE**

The Board considered the Chief Operating and Financial Officer's paper on the Centre for Music update.

20. **NON PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE BOARD**

There were no questions.

21. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT AND WHICH THE BOARD AGREE SHOULD BE CONSIDERED WHILST THE PUBLIC ARE EXCLUDED**

With the agreement of the Chairman, the Board considered the following late reports on the supplemental agenda, noting that these papers were unable to be previously circulated with the rest of the agenda papers prior to their consideration at last week's Finance and Resources and Audit and Risk Management Committees, and subsequent updating:-

(a) Annual Accountability Return

Report of the Acting Head of Finance and Business Administration

(b) Accounts Direction

Report of the Principal

(c) Audited Financial Statements

Report of the Chief Operating and Financial Officer

(d) Financial Commentary

Report of the Acting Head of Finance and Business Administration

(e) Audit and Risk Management Committee Annual Report

Report of the Chairman of the Audit and Risk Management Committee

(f) School Budget 2019/20

Report of the Principal

22. CHANGE PROGRAMME - BARBICAN CENTRE/GUILDHALL SCHOOL OF MUSIC & DRAMA OPERATIONS & SERVICES

The Board considered the confidential report by the Director of Operations and Buildings on the change programme – Barbican Centre / GSMD operations and services.

The meeting ended at 4.50 pm

Chairman

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