

Committee: Board of Governors of the Guildhall School of Music & Drama	Date: 13 May 2019
Subject: Appointment of Sub Committees for 2019/2020	Public
Report of: Town Clerk	For Decision
Report Author: Martin Newton	

Summary

The purpose of this report is to approve the Committees and Working Groups for 2019/2020. Full terms of reference for these bodies are attached in appendix 1. Governors are invited to express their interest in serving on the Committees and Working Groups. Amendments to the quorums of the Audit and Risk Management and Remuneration and Nominations Committees are also proposed for consistency purposes.

Recommendations:

The Board is asked to approve:-

- (a) The 2019/2020 memberships of the
 - (i) Audit & Risk Management Committee, along with the appointment of a Chairman;
 - (ii) Finance & Resources Committee;
 - (iii) Governance & Effectiveness Committee;
 - (iv) Reference Sub Committee;
 - (v) Remuneration and Nominations Committee;
 - (vi) Academic Assurance Working Group; and
 - (vii) Capital Projects Strategic Working Group
- (b) A revision to the terms of reference of the Remuneration and Nominations Committee to reduce the quorum of the Committee from 5 to 3.

Main Report

1. It should be noted that only **full** Governors may serve on the Audit & Risk Management, Finance & Resources, Governance & Effectiveness and

Remuneration and Nominations Committees, although others may be invited to attend. Governors are invited to express their interest in serving on the Committees and Working Parties.

Audit & Risk Management Committee

2. The membership of the Audit & Risk Management Committee in 2018/19 was:
 - Marianne Fredericks (Chairman)
 - Graham Packham (Deputy Chairman)
 - Randall Anderson
 - John Chapman
 - Neil Constable (Co-opted with Board's agreement)
 - *Vacant (Christina Coker until November 2018)*
3. In summary, the Committee's terms of reference provide for its chair to be appointed by the Board of Governors, from among its own members, and the Committee must consist of governors with no executive responsibility for the management of the Guildhall School. There shall be no fewer than three members; a quorum shall be at least two members. The Chairman of the Board of Governors shall not be a member of the Committee. Members shall not have significant interests in the Guildhall School.
4. At least one member should have recent and relevant experience in finance, accounting or auditing. The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise. No member of the Committee may also be a member of a Finance or Resources Committee (or equivalent) of the Board of Governors of the Guildhall School.
5. The Audit & Risk Management Committee should be a small authoritative body which has the necessary financial expertise and the time to examine the institution's risk management control and governance under delegation from the governing body. It should not confine itself to financial systems but should examine risk management, control and governance independently and report areas of concern to the governing body. The Audit & Risk Management committee **must** produce an annual report for the governing body including its opinion on the adequacy and effectiveness of the School's risk management, control and governance arrangements, and arrangements for promoting economy, efficiency and effectiveness (value for money).
6. The quorum for the meetings is currently set as 2 members. In order to make this more consistent with the School's other Committees, and also the Corporation's default for its sub-committees, it is proposed that the quorum now be reset as 3 members.
7. **Recommendations: That you approve the membership, and elect a Chairman, of the Audit & Risk Management Committee for 2019/20, along with a revised quorum for meetings.**

Finance & Resources Committee

8. The membership of the Finance & Resources Committee for 2018/19 was:
- Vivienne Littlechild (Chairman)
 - John Bennett (Deputy Chairman)
 - Professor Geoff Crossick (Co-opted)
 - Lew Hodges (Co-opted)
 - Michael Hoffman (Co-opted)
 - Alderman William Russell
9. Terms of Reference (summary)
- Chairman and Deputy Chairman of the Board shall serve as Chairman and Deputy Chairman of the Finance and Resources Committee.
 - Quorum of any three Committee Members.
 - All Members are entitled to vote.
 - Members of the Audit & Risk Management Committee are not eligible to serve as Members of the Finance and Resources Committee and vice versa.
10. **Recommendations: That you approve the membership of the Finance and Resources Committee for 2019/20.**

Governance & Effectiveness Committee

11. The membership of the Committee for 2018/19 was:
- Sir Andrew Burns (Co-opted) (Chairman)
 - Vivienne Littlechild (Deputy Chairman)
 - John Bennett
 - Deputy Michael Cassidy
 - Professor Geoff Crossick (Co-opted)
 - Marianne Fredericks
 - Michael Hoffman (Co-opted)
 - Ann Holmes
 - Lynne Williams
 - *Vacancies (previously Christina Coker and Gareth Higgins)*
12. Terms of Reference (summary)

- 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 two Members of the Board of Governors
- A Chairman shall be appointed from amongst the membership
- The quorum consists of three Members

13. **Recommendations: That you approve the membership of the Governance & Effectiveness Committee for 2019/20.**

Reference Sub Committee

14. The Reference Sub Committee meets as and when required to consider any issues that arise outside of the normal cycle of the Board and which are not suitable to be advanced through the City's urgency procedures.

15. The membership of the Reference Sub Committee for 2018/19 was:

- Vivienne Littlechild (Chairman)
- John Bennett (Deputy Chairman)
- Sir Andrew Burns (Co-opted)
- Michael Hoffman (Co-opted)
- Alderman William Russell

16. Terms of Reference (summary)

- Chairman and Deputy Chairman of the Board shall serve as Chairman and Deputy Chairman of the Reference Sub Committee.
- Quorum of any three Governors.
- All Members are entitled to vote.

17. The Board could appoint further members, as many Non Common Council Governors as they wish and also up to three lay/independent persons who do not have to be on the Board.

18. **Recommendations: That you approve the membership of the Reference Sub Committee for 2019/20.**

Remuneration and Nominations Committee

19. The Remuneration & Nominations Committee provides advice to the Board of Governors, combining two distinct roles for which there are separate expectations within the CUC HE Code of Governance, considering amongst other things the appointment of new co-opted members and staff remuneration and the overall pay structure. Therefore, wherever possible, the agenda will define the two distinct areas of business. It is recognised that all matters

relating to the employment of staff fall within the purview of the City of London's Establishment Committee.

20. The membership of the Remuneration and Nominations Committee in 2018/19 was:

- Sir Andrew Burns (Co-opted) (Chairman)
- Vivienne Littlechild (Deputy Chairman)
- Randall Anderson
- John Bennett
- John Chapman
- Professor Maria Delgado (Co-opted)
- Marianne Fredericks
- Michael Hoffman (Co-opted)
- Alderman William Russell
- Andy Taylor (Elected by Academic Staff)

21. Terms of Reference (summary)

- Chair of the Committee: a senior co-opted governor who is not the Chair of the Board
- Other members:
 - The Chairman of the Board of Governors
 - The Deputy Chairman of the Board of Governors
 - At least two non-Common Council Governors
 - At least one other Common Council Governor
 - An elected staff member of the Board
 - One senior member of the Academic Staff (not a Vice-Principal)
 - May include up to two other co-opted members (who are not necessarily members of the governing body)

[Note a Remuneration Committee should have a majority of independent members; in this instance this means independent of the School but not necessarily independent of the City of London.]

- Quorum: of any five Committee Members. All Members are entitled to vote.

22. The quorum for the meetings was set as 5 members when the Committee was established last year. In order to make this more consistent with the School's other Committees, and also the Corporation's default for its sub-committees, it

is proposed that the quorum now be reset as 3 members (one of which shall be a co-opted member).

23. **Recommendations: That you approve the membership of the Remuneration and Nominations Committee for 2019/20, along with a revised quorum for meetings.**

Academic Assurances Working Group

24. The Academic Assurances Working Group review, on behalf of the Board of Governors, the Academic Board annual report, and all other matters reported to the Board during the previous academic year on higher education matters, to assist the Board in coming to a view whether the academic assurances have been met sufficiently.

25. The membership of the Academic Assurances Working Group in 2018/19 was:

- Professor Geoff Crossick (Co-opted) (Chairman)
- Vivienne Littlechild (as Chair of Board)
- John Bennett (as Deputy Chair of Board)
- Maria Delgado (Co-opted)
- Anne Holmes
- Lynne Williams
- Felicity Chilton (SU President)
- Katharine Lewis

26. **Recommendations: That you approve the membership of the Academic Assurances Working Group for 2019/20.**

Capital Projects Strategic Working Group

27. The Capital Projects Strategic Working Group reviews large scale capital plans (eg long term rental of property, requests to the City to purchase property) at each stage of development and undertakes option analysis on behalf of the Board to advise them on timescales, challenges (including financial), and options.

- In the Chair: A member of the Board of Governors, or committee of the Board of Governors, without residential or electoral interest in the Barbican estate
- Chair of the Board of Governors
- Principal
- Three other (non-School) members of the Board of Governors

28. **Recommendations: That you approve the membership of the Capital Projects Strategic Working Group for 2019/20.**

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