

**REMUNERATION AND NOMINATIONS COMMITTEE OF THE BOARD OF  
GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC AND DRAMA**

**Monday, 29 April 2019**

**Minutes of the meeting of the Remuneration and Nominations Committee of the Board of Governors of the Guildhall School of Music and Drama held at the Guildhall EC2 at 1.45 pm**

**Present**

**Members:**

Sir Andrew Burns (Chairman)	Professor Maria Delgado
Vivienne Littlechild MBE (Deputy Chairman)	Marianne Fredericks
Randall Anderson	Alderman William Russell
John Chapman	Andy Taylor

**Officers:**

Steve Eddy	- Barbican Centre
Katharine Lewis	- Guildhall School of Music and Drama
Martin Newton	- Town Clerk's Department
Lynne Williams	- Principal, Guildhall School of Music and Drama

**1. APOLOGIES**

Apologies for absence were received from Michael Hoffman.

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

There were no declarations of interest.

**3. PUBLIC MINUTES**

**RESOLVED** – That the public minutes and summary of the meetings of the former Nominations Committee (1 May 2018) and former Remuneration Committee (31 October 2018) be confirmed as a correct record.

**4. COMMITTEE TERMS OF REFERENCE**

The Committee considered, discussed and made recommendations on the terms of reference of the Committee.

Arising from debate on this and other relevant associated matters, it was

**RESOLVED** – That

(a) the letter received from the Office for Students confirming the School's registration be drawn to the attention of the Board at its meeting on 13 May along with a brief summary of HEFCE / OfS differences;

(b) the Town Clerk investigates a revised date for the November 2019 meeting of the Committee; and

(c) the Board be asked to consider and approve the following amendments (additions black in italics) to the Committee's terms of reference –

### **Remunerations and Nominations Committee terms of reference**

The Remuneration & Nominations Committee provides advice to the Board of Governors. The Committee combines two distinct roles for which there are separate expectations within the CUC HE Code of Governance. 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.

### **Constitution**

Chair of the Committee: a ~~senior~~ co-opted governor who is not the Chair of the Board

*(CUC HE Code of Governance refers)*

#### **Other members:**

- The Chairman of the Board of Governors of the Guildhall School of Music & Drama (*a requirement of the CUC HE Code*)
- The Deputy Chairman of the Board of Governors of the Guildhall School of Music & Drama
- 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.]*

#### **In attendance:**

- The Principal of the Guildhall School of Music & Drama (except when the Committee discusses his or her remuneration)
- VP for Advancement (except when the Committee discusses his or her remuneration)
- ***One senior member of the Academic Staff (not a Vice-Principal) (on nominations matters)***
- Head of HR
- Secretary & Dean of Students

Quorum: of any five **three** Committee Members (**including one co-opted member**).

All Members are entitled to vote.

### **Nominations**

- To keep and review a skills register for the Board of Governors and its subcommittees
- To reflect upon the composition of the Board and its subcommittees and take steps to ensure that the Board and its committees **promote best practice in equality, diversity and inclusion** reflect societal norms and values (CUC Code refers)
- To seek out and recommend the appointment of new co-opted members to the Board of Governors and its subcommittees. The Committee will consider advertising vacancies in order to increase the pool of talent available. (CUC Code and Instrument of Government refer)
- Satisfy itself that plans are in place for an orderly succession of the Board's membership
- To consider and recommend any application(s) for nominations for Fellowships and/or Honorary Fellowships.

~~*[Note: The issue of inclusion of members of the local community (the School's instrument of Government refers) is addressed via the elected Common Council members. I propose that this requirement is therefore removed from the Instrument at the next revision of the Instrument & Articles.]*~~

### **Remuneration**

- To take note of staff remuneration, the pay structure and benchmark the School against the rest of the higher education sector generally and the UK Conservatoire sector specifically
- To consider all characteristics protected under the Equality Act 2010 and to flag any significant discrepancies within the School's staffing composition
- To satisfy itself with the procedures in place at the School to allow staff to make representations about their pay
- To satisfy itself that any ad hoc or personalised payments, including severance payments, that might distort the basic remuneration structure are made according to transparent and justifiable rules **and adhere to best practice**
- To benchmark the salary of the Principal and Vice-Principals (the senior post holders) against a defined list of sector comparators and offer comment to the City of London on the outcome of the benchmarking
- To make recommendations to the Board of Governors and the Establishment Committee in respect of overall staffing pay structure, having regard to equal opportunities

- To produce an annual report to the Board of Governors that provides assurance that the committee has collectively discharged its responsibilities and produce a public annual statement (see note).

*Note on annual report:*

*The report should cover senior staff remuneration (Principal and Vice-Principals) and include, amongst other things, the approach to remuneration and type of factors used in considering reward proposals such as performance against strategic objectives, reference to job evaluation schemes etc, and the current value for the university of the pay multiple of the Principal's earning against the median of all staff and how this indicator has changed over an extended period of time (Remuneration Code and "Possible outline structure for a Remuneration Annual Report" refer).*

*It is recommended that the annual report and the annual statement are one and the same but modifications may be necessary to preserve commercial confidentiality (Remuneration Code refers). Whilst the full report to the Board may be private it should not be withheld from any member of the Board of Governors (CUC HE Code of Governance refers).*

**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 was no urgent business.

**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 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.

**8. NON-PUBLIC MINUTES**

**RESOLVED** – That the non public minutes of the meetings of the former Nominations Committee (1 May 2018) and former Remuneration Committee (31 October 2018) be confirmed as a correct record.

**9. HR REPORT**

The Committee considered a report of the Principal on the HR report for the School.

**10. RECOMMENDATION FOR FELLOWSHIPS AND HONORARY FELLOWSHIPS 2018/19**

The Committee made recommendations for the Board's consideration on the report of the Principal on Fellowships and Honorary Fellowships 2018/19.

**11. FELLOWS ENGAGEMENT PLAN 2019/2020**

The Principal reported to the Committee on the Fellows Engagement Plan 2019/20.

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

There were no non public questions.

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

The Deputy Chairman raised one additional item.

**The meeting closed at 3.24 pm**

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Chairman

**Contact Officer: Martin Newton  
020 7332 3154  
martin.newton@cityoflondon.gov.uk**