

Recruitment strategy for co-opted members of the Board of Governors and its committees

In line with the CUC HE Code of Governance, the School has established a (Remuneration &) Nominations Committee. The School's *Instrument & Articles of Government* state:

“4. *The Nominations Committee will advertise vacancies for co-opted members of the Board of Governors which indicate the skills, knowledge and experience required for the post. The qualifications should reflect the needs of the Institution in the fields of music, theatre, arts management, broadcasting/media and higher education. In making its recommendations to the Board of Governors, the Nominations Committee must pay regard to the balance of membership and the needs of the Institution and may keep a “skills register” against which to consider the field of candidates. The issue of inclusion of members of the local community must also be addressed.*”¹

The Code expects a Board to establish a rigorous and systematic process for the recruitment and retention of governors (including the Chair) with written role descriptors and an analysis of the skills, experience and attributes required for membership.

To date the recruitment process for members has been:

- Principal and President of the Students' Union – ex officio
- Court of Common Council members of the board (including Chair and Deputy Chair) – appointed by the Court
- Staff members – elected by and from the eligible staff in each category (see appendix 1)
- Co-opted members - informal advertising via networks. Given that there are only six co-opted members and those members play a pivotal role in supporting the Board with their skills and experience in higher education and/or high-level artistic leadership and practice, there has often been an urgency to fill a vacancy.

Co-opted members of the Board and its committees

Going forward, in line with the *Instrument of Government* the School will be looking to advertise its co-opted Board vacancies and, when relevant, co-opted vacancies to the committees of the Board. The Remunerations & Nominations Committee will oversee this process for all committees ensuring that the Board and its committees are supported by members with relevant skills and expertise, and also that steps are taken to search for talent from all sectors of society so that the Board and its committees reflect a broad diversity.

¹ At previous discussions of the Board of Governors it has been noted that Common Council membership guarantees representation from some parts of the School's local community.

Attached at appendix 2a is a role descriptor and person specification for a co-opted member of the Board of Governors. It would be adapted for a co-opted member of committee of the Board (see appendix 2b for a co-opted member of the Audit & Risk Management Committee for instance).

Recruitment process

Advertising

Where roles are advertised the minimum expectation will be:

- School website
- City of London website
- CUC website- <https://www.universitychairs.ac.uk/vacancies/> (new free service and part of the *Board Diversification Project* at Advance HE)
- Guardian online²
- *For Audit & Risk Committee* - audit committee specialist website

In addition, other fora would be considered subject to costs, eg:

- Social Media when appropriate– eg LinkedIn
- Relevant artistic and scholastic organisations and networks - eg Musicians' Union, Incorporated Society of Musicians, Federation of Drama Schools, Creative Industries Council
- Local media
- Other national publications such as Times Higher.

Application

An application form along with the role descriptor will be provided on the School's website (see appendix 3 for draft) to ensure consistency but accompanying CVs for factual information will be accepted.

Ethnicity data for monitoring purposes will be collected.

Applications will be submitted to the Principal's Office.

Selection

Selection will be by a panel³ comprising:

- Chair of Remuneration & Nominations Committee
- Chair of the Board of Governors (or Deputy Chair)
- Principal
- One other (non-School) member of the Board of Governors appointed by the Chair of the Board or an external specialist

² Used successfully for City of London's Audit & Risk Management Committee

³ A minimum of three persons

For the recruitment of a co-opted member of the Audit & Risk Management Committee, the Chair of the Board of Governors and the Principal will be replaced by the Chair of the Audit & Risk Management Committee.

The panel will short-list the applicants and invite suitable candidates to interview.

The panel will make a formal recommendation to the Remuneration & Nominations Committee who will then make a recommendation to Board of Governors.

Administrative arrangements

The administrative arrangements for advertising and selection will be made by the School (Principal's Office in the first instance). This will ensure that information about the School is consistent and up to date, that fact-checking in respect of the relevant expertise of applicants (particularly in respect of HE or artistic experience) can be undertaken, and that monitoring is conducted across all appointments. Appointment letters will be sent out by the Town Clerk's Office.

For future action

In line with the CUC Code, role descriptors for each type of member will be created and published.

The Remuneration & Nominations Committee will establish a process for the oversight of the attendance and engagement of all members (not just co-opted).

Katharine Lewis
Secretary & Dean of Students
November 2019

Appendix 1: Election of staff members to the Board of Governors

For both staff categories (teaching and administrative), the elections are organised by the Town Clerk's Department (liaising with the Secretary & Dean of Students and the Principal's Executive Assistant) with the Town Clerk as the official returning officer.

- Staff eligibility lists are provided by local HR officers.
- Advertising of a vacancy is via the Guildhall School staff monthly ezine and on the School's intranet "myGuildhall".
- Nominations require a proposer and a seconder from within the relevant category of staff.
- If an election is required it will be held via a postal ballot, on a "first past the post" system.

Election of teaching staff

Eligibility

- Academic (Teaching) staff who work 0.3 FTE or above will be eligible to nominate, stand and vote.
- Only teaching/academic staff holding a contract of employment with the City of London Corporation will be eligible to vote.
- Staff who work for both the Guildhall School of Music & Drama and the Barbican Centre will be eligible if they meet the 0.3 fte requirement for the School (a combined 0.3fte will not count).
- Only staff who have commenced their contract by the 31 July preceding the election will be eligible to vote as the electoral roll will be prepared on the basis of the annual staff HESA Return.

Election of administrative staff

Eligibility

- Administrative (non-teaching) staff who work at least 0.5 FTE will be eligible to nominate, stand and vote.
- Only administrative staff holding a contract of employment with the City of London Corporation will be eligible to vote.
- Staff who work for both the Guildhall School of Music & Drama and the Barbican Centre will be eligible if they meet the 0.5 fte requirement for the School (a combined 0.5fte will not count).
- Only staff who have commenced their contract by the 31 July preceding the election will be eligible to vote as the electoral roll will be prepared on the basis of the annual staff HESA Return.

Katharine Lewis
November 2019

Appendix 2a: Role descriptor and person specification for a co-opted member of the Board of Governors



Guildhall School is a vibrant, international community of young musicians, actors and production artists in the heart of the City of London.

Ranked as one of the top ten performing arts institutions in the world (QS World University Rankings 2019), and recently awarded top conservatoire in the [Complete University Guide Music League Table 2020](#), the School is a global leader of creative and professional practice which promotes innovation, experiment and research, with over 1,000 students in higher education, drawn from nearly 60 countries around the world. Guildhall School is also the UK's leading provider of specialist music training at the under-18 level with nearly 2,500 students in Junior Guildhall and the Centre for Young Musicians, as well as a joint Creative Learning division with the Barbican which seeks to create inspiring arts experiences for all.

The Guildhall School of Music & Drama is provided by the City of London Corporation as part of its contribution to the cultural life of London and the nation. The Guildhall School of Music & Drama Board of Governors and its committees sit within the [committee framework](#) of the City of London.

Board of Governors

The Board of Governors comprises:

- (a) 11 members elected by the Court of Common Council of the City of London for a term of three years (renewable twice);
- (b) the Principal of the Institution;
- (c) one member of the Institution's academic staff to be elected by such staff for a term of three years (renewable twice);
- (d) one member of the Institution's administrative staff to be elected by such staff for a term of three years (renewable twice);
- (e) one of the Institution's student representatives who shall normally be the President of the Students' Union;
- (f) up to six co-opted non-City of London Corporation Governors with appropriate expertise for a term of three years (renewable twice).

There are usually four board meetings each year, two in the autumn term, one in the spring term and one in the summer, plus an annual Board away day in either the spring or summer term.

The Board has the following committees that meet regularly throughout the academic year, and co-opted members are expected to join at least one committee. Additionally, co-opted members are eligible to stand as Chair and will be encouraged to do so:

- Finance & Resources Committee
- Audit & Risk Management Committee
- Governance & Effectiveness Committee
- Remuneration & Nominations Committee

Additionally, the Board has an Academic Assurance Working Group that meets annually.

Statement of primary responsibilities

The Board of Governors is responsible for:

- (1) the approval of a strategic plan and the determination of the educational character and the mission/aims of the Institution and oversight of its activities;
- (2) the effective and efficient use of resources;
- (3) the approval of an annual Business Plan;
- (4) the approval of annual estimates of income and expenditure;
- (5) the setting of fees for students attending the Institution;
- (6) the appointment of the Principal of the Institution and, where appropriate, the deputy;
- (7) the general welfare of students in consultation with the Academic Board;
- (8) the management of the Institution's land and buildings belonging to the City of London Corporation (with the exception of those which are the province of another Committee);
- (9) writing off debts in accordance with such terms and conditions as are from time to time established by the Court of Common Council;
- (10) authorising the institution of any civil proceedings (e.g. for recovery of debts) arising out of the exercise of its functions.

Each of the above to be subject to the City of London's Standing Orders, Financial Regulations and such other terms and conditions as the City of London may determine, other than where varied otherwise.

Co-opted role descriptor

- a) Members are expected to play an appropriate part in ensuring that the business of the Board of Governors is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- b) Members are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to the Board of Governors as opportunity

arises. This includes Members putting themselves forward as a member or Chair of a committee of the Board.

- c) Members are required to accept collective responsibility for the decisions reached by the Board of Governors.
- d) Members are responsible for ensuring that the Board fulfils its primary responsibilities including but not limited to approving the strategic direction of the School and ensuring that the performance of the School is adequately assessed against the objectives which the Board has approved.
- e) The School is a department of the City of London and Members have a responsibility for ensuring that the Board of Governors exercises efficient and effective use of the resources of the School both from the City and externally for the furtherance of its educational purposes and that proper mechanisms exist to ensure financial control and for the prevention of fraud.
- f) Members have a responsibility for ensuring that the Board of Governors acts in accordance with the School's *Instrument and Articles of Government*, with The Higher Education Code of Governance [CUC], and with the City of London's internal rules and regulations. In the event of uncertainty, a member should seek advice from the Clerk (on City matters) or the Secretary and Dean of Students (on higher education matters).
- g) Members should endeavour to establish constructive working relationships with City of London employees (both in the School and centrally) in order to provide challenge and criticism in a supportive manner but must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the School.
- h) Members have a responsibility for ensuring that the Board of Governors and its committees are conducted in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. Members must at all times regulate their personal conduct as members of the Board of Governors in accordance with these standards.
- i) Members must make a full and timely disclosure of personal interests to the Clerk in accordance with the procedures set out by the City of London. They must as soon as practicable disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the

integrity of the business of the Board of Governors and its Committees may be, and may be seen to be, maintained.

The External Co-opted Role

- j) Co-opted members may be asked to represent the School externally or asked to play a role in liaising between key stakeholders and the School. A full briefing will be given by the School to enable this role to be carried out effectively.
- k) Members may be asked to use personal influence and networking skills on behalf of the School.

Person specification

The Board of Governors and the School is particularly looking for an individual with expertise in Finance and/or legal matters within a Higher Education Context. [to be amended as appropriate for each advertisement]

Additionally, the individual should have:

- An active interest in higher education;
- An active interest in the creative arts
- A commitment to the Guildhall School as a world class, specialist higher education institution regionally, nationally and internationally;
- A commitment to the School's mission and vision;
- A commitment to promoting equality and diversity;
- A commitment to quality and enhancement;
- Strong communication skills;
- Critical listening, analytical and problem solving skills;
- The ability to work positively with others and to contribute as a member of a team;
- Time to commit to Board meetings, committees and governor development activities;

The Guildhall School is committed to equal opportunities and welcomes applications from all sections of the community.

Practical matters

- (i) Appointment will be for a three-year term in the first instance, with a maximum of three terms. Reappointment for a second or third term will be on the recommendation of the Remuneration & Nominations Committee to the Board of Governors, who in arriving at a recommendation will consider the member's attendance and engagement at the Board and its committees.

- (ii) Board and committee meetings are normally in the morning or early afternoon and last two hours.
- (iii) Members are expected to attend all meetings of the Board and any Committees of which they are a member, or give timely apologies to the Clerk if absence is unavoidable.
- (iv) Members of the Board are not remunerated, but members may reclaim travelling and similar expenses incurred in attending meetings/events. Full details are available from the Clerk.
- (v) Members will be encouraged to engage in regular appraisal/review of the performance of the Boards, its committee and its members as established by the Board of Governors for the purpose.

KML/November 2019

Appendix 2b: Role descriptor and person specification for a co-opted member of Audit & Risk Management Committee



Guildhall School is a vibrant, international community of young musicians, actors and production artists in the heart of the City of London.

Ranked as one of the top ten performing arts institutions in the world (QS World University Rankings 2019), and recently awarded top conservatoire in the [Complete University Guide Music League Table 2020](#), the School is a global leader of creative and professional practice which promotes innovation, experiment and research, with over 1,000 students in higher education, drawn from nearly 60 countries around the world. Guildhall School is also the UK's leading provider of specialist music training at the under-18 level with nearly 2,500 students in Junior Guildhall and the Centre for Young Musicians, as well as a joint Creative Learning division with the Barbican which seeks to create inspiring arts experiences for all.

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Audit & Risk Management Committee

The Audit & Risk Management Committee is a committee of the Board of Governors of the Guildhall School of Music & Drama. It sits alongside the Finance & Resources Committee, the Governance & Effectiveness Committee, and the Academic Assurance Working Group.

The responsibilities of the Audit & Risk Management Committee include:

- To advise the governing body on the appointment of the external auditors, the provision of any non-audit services by the external auditors, and any questions of resignation or dismissal of the external auditors.
- To discuss with the external auditors the nature and scope of the audits as they relate to the Guildhall School.
- To discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter, incorporating management responses, any other matters the external auditors may wish to discuss (in the absence of officers where necessary).
- To consider and advise the governing body on the appointment and terms of engagement of the internal audit service (and the head of internal audit if applicable), the audit fee (where

relevant), the provision of any non-audit services by the internal auditors, and any questions of resignation or dismissal of the internal auditors.

- To review the internal auditors' audit risk assessment, strategy and programme; consider major findings of internal audit investigations and management's response; and promote co-ordination between the internal and external auditors. The committee will ensure that the resources made available for internal audit are sufficient to meet the institution's needs (or make a recommendation to the governing body as appropriate).
- To keep under review, the effectiveness of the risk management, control and governance arrangements, and in particular to review the external auditors' report, the internal auditors' annual report, and management responses.
- To monitor the implementation of agreed audit-based recommendations, from whatever source.
- To ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the OfS accounting officer, have been informed.
- To oversee the Guildhall School's compliance with the City of London's policy on fraud and irregularity, including being notified of any action taken under that policy.
- To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness.
- To receive any relevant reports from the National Audit Office, Office for Students (OfS) and other organisations.
- To monitor annually the performance and effectiveness of the external and internal auditors, including any matters affecting their objectivity, and make recommendations to the governing body concerning their reappointment, where appropriate.
- To consider elements of the Guildhall School's annual financial statements for the year ending 31 July in the presence of the external auditors if necessary, including the auditors' formal opinion, the statement of Governors' responsibilities and the statement of internal control, in accordance with the OfS's Accounts Directions.
- To receive the Guildhall School's management accounts.

The Committee is authorised to carry out the following areas of work:

- To investigate any activity within its terms of reference.
- To seek any information it requires from any employee, with all employees directed to co-operate with any request made by the Committee.
- To obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Principal of the Guildhall School and/or Chairman of the Board of Governors.
- To review the audit aspects of the Guildhall School's draft Income & Expenditure Account for the year ending 31 July. These aspects will include the external audit opinion, the statement of Governors' responsibilities, the statement of internal control and any relevant

issue raised by the external auditors. The Committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control systems has been reviewed, and comment on this in its annual report to the Board of Governors.

Co-opted role descriptor

- a) Members are expected to play an appropriate part in ensuring that the business of the Audit & Risk Management Committee is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- b) Members are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to the Audit & Risk Management Committee as opportunity arises.
- c) Members are responsible for ensuring that the Committee fulfils its responsibilities ensuring that the performance of the School is adequately assessed against the objectives which the Board has approved.
- d) The School is a department of the City of London and Members have a responsibility for ensuring that the Board of Governors exercises efficient and effective use of the resources of the School both from the City and externally for the furtherance of its educational purposes and that proper mechanisms exist to ensure financial control and for the prevention of fraud.
- e) Members have a responsibility for ensuring that the Audit & Risk Management Committee acts in accordance with the School's *Instrument and Articles of Government*, with The Higher Education Code of Governance [CUC], with the Handbook for Members of Audit Committees in Higher Education Institutions [CUC], and with the City of London's internal rules and regulations. In the event of uncertainty, a member should seek advice from the Clerk (on City matters) or the Secretary and Dean of Students (on higher education matters).
- f) Members should endeavour to establish constructive and supportive but challenging working relationships with City of London employees (both in the School and centrally) but must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the School.
- g) Members have a responsibility for ensuring that the Committee conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. Members must at all

times regulate their personal conduct as members of the Audit & Risk Management Committee in accordance with these standards.

- h) Members must make a full and timely disclosure of personal interests to the Clerk in accordance with the procedures set out by the City of London. They must as soon as practicable disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the integrity of the business of the Audit & Risk Management Committee may be, and may be seen to be, maintained.

Person specification

The Audit & Risk Management Committee is looking for two individuals with experience, preferably within a Higher Education or Arts Management context, in audit, risk management, accounting and materiality, and/or value for money frameworks.

Additionally, the individual should have:

- An active interest in higher education;
- An active interest in the creative arts
- A commitment to the Guildhall School as a world class, specialist higher education institution regionally, nationally and internationally;
- A commitment to the School's mission and vision;
- A commitment to promoting equality and diversity;
- A commitment to quality and enhancement;
- Strong communication skills;
- Critical listening, analytical and problem solving skills;
- The ability to work positively with others and to contribute as a member of a team;
- Time to commit to committee meetings and governor development activities.

The Guildhall School is committed to equal opportunities and welcomes applications from all sections of the community.

Practical matters

1. There are usually four committee meetings each year, two in the autumn term, one in the spring term and one in the summer
2. Appointment will be for a three-year term in the first instance, with a maximum of three terms. Reappointment for a second or third term will be on the recommendation of the Remuneration & Nominations Committee to the Audit & Risk Management Committee, who in arriving at a recommendation will consider the member's attendance and engagement at the committee.

3. Board and committee meetings are currently in the morning or early afternoon and last two hours.
4. Members are expected to attend all meetings of the committee or give timely apologies to the Clerk if absence is unavoidable.
5. Members of the Committee are not remunerated, but members may reclaim travelling and similar expenses incurred in attending meetings/events. Full details are available from the Clerk.
6. Members will be encouraged to engage in regular appraisal/review of the performance of the committee as established by the Board of Governors for the purpose.

KML/November 2019

Appendix 3: Application to fill a co-opted member vacancy on the Board of Governors or committee



Use of your data

The Guildhall School and the City of London Corporation ("the City Corporation") are committed to protecting your privacy. The data collected on this form will be used only for the purpose of recruiting a new member of a Board or Committee and for monitoring purposes. Your data will only be shared with those involved in the recruitment process. Details about the School's and the City's privacy notices can be found at:

<https://www.gsmd.ac.uk/privacy>

Equal opportunities

The Guildhall School is committed to equal opportunities and welcomes applications from all sections of the community.

1. PERSONAL DETAILS

Title (Mr/Mrs/Ms/Dr, etc)

First name	Surname

Permanent home address and postcode

Preferred contact telephone number	Preferred email address

2. Skills and Experience

<p>Please give details of your academic, professional and/or vocational skills, experience and qualifications relevant to your application for the vacant co-opted position on the Board of Governors of the Guildhall School of Music & Drama.</p> <ul style="list-style-type: none">• Please ensure you reference the particular skills-set being sought for this vacancy.
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- Please explain why you are particularly interested in supporting the Guildhall School by undertaking this role.
- Please ensure you include details of your current occupation, if any.
- A short CV (no more than 3 pages) may be attached to provide factual detail.

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3. Bodies or organisations on which you currently serve

Please list any other bodies or organisations on which you currently serve (with dates)

4. REFERENCES

Please give the details of two individuals, not related to you, who have agreed to be contacted by the Guildhall School about your application and can comment on your skills and experience that are relevant to the vacant role.			
Name		Name	
Address		Address	
Tel no:		Tel no:	
Email address:		Email address:	
Relationship to you/role in organisation:		Relationship to you/role in organisation:	

Please note that references may be requested before interviews take place.

5. Other information

(i) Do you have a disability? (please tick as appropriate)			
Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
If yes, please indicate whether there are any special provisions, equipment, or other assistance we can provide to help you attend an interview.			

(ii) Ethnicity monitoring – please tick a box below to identify your ethnicity. The School will use this data to help it evaluate its recruitment and plan for future provision.	
<input type="checkbox"/>	Asian or Asian British - Indian
<input type="checkbox"/>	Asian or Asian British - Pakistani
<input type="checkbox"/>	Asian or Asian British - Bangladeshi
<input type="checkbox"/>	Other Asian Background
<input type="checkbox"/>	Chinese
<input type="checkbox"/>	Black or Black British – Caribbean
<input type="checkbox"/>	Black or Black British – African
<input type="checkbox"/>	Other Black background
<input type="checkbox"/>	Mixed - White and Black Caribbean
<input type="checkbox"/>	Mixed - White and Black African
<input type="checkbox"/>	Mixed - White and Asian
<input type="checkbox"/>	Other Mixed background
<input type="checkbox"/>	White
<input type="checkbox"/>	Other Ethnic Background
<input type="checkbox"/>	Information refused

(iii) Where did you see the advertisement for this role? Tick one box only	
<input type="checkbox"/>	School's website
<input type="checkbox"/>	City of London's website
<input type="checkbox"/>	CUC Board vacancies website
<input type="checkbox"/>	Guardian online
<input type="checkbox"/>	Other Please state

6. Please sign and date this form

I declare that the information I have given is true and complete.	
Signed Date	

Please return this completed application form by 5pm on xxxxx 2019 to principal@gsmd.ac.uk