

BOARD OF GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC AND DRAMA

Monday, 13 May 2019

Minutes of the meeting of the Board of Governors of the Guildhall School of Music and Drama held at Committee Room - 2nd Floor West Wing, Guildhall on Monday, 13 May 2019 at 1.45 pm

Present

Members:

George Abrahams	Shreela Ghosh
Randall Anderson	Ann Holmes
Deputy Michael Cassidy	Vivienne Littlechild MBE
Felicity Chilton	Graham Packham
Professor Geoffrey Crossick	Alderman William Russell
Professor Maria Delgado	Andy Taylor
Marianne Fredericks	Lynne Williams

In Attendance

Nicy Roberts

Officers:

Niki Cornwell	- Chamberlain's Department
Philip Gregory	- Chamberlain's Department
Jo Hutchinson	- Guildhall School of Music and Drama
Sean Gregory	- GSMD / Barbican Centre
Katharine Lewis	- Guildhall School of Music and Drama
Graeme Hood	- Guildhall School of Music and Drama
Alison Mears	- Guildhall School of Music and Drama
Martin Newton	- Town Clerk's Department
Jonathon Poyner	- GSMD / Barbican Centre
Sarah Wall	- Chamberlain's Department

1. THE CHAIR

It was moved by Deputy Michael Cassidy, duly seconded and

RESOLVED – That Alderman William Russell takes the Chair prior to the election of a Chairman.

2. APOLOGIES

Apologies for absence were received from John Chapman, Michael Hoffman and Jeremy Mayhew.

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

There were no declarations of interest.

4. *** ORDER OF THE COURT OF COMMON COUNCIL**

The Board noted the Order of the Court of Common Council appointing the Board and approving its terms of reference.

RECEIVED.

5. **ELECTION OF THE CHAIRMAN**

The Town Clerk read the names of those Members eligible to stand as Chairman for the ensuing year. Vivienne Littlechild being the only Member putting themselves forward for the office, it was

RESOLVED – That Vivienne Littlechild be elected as Chairman of the Board of Governors for the ensuing year.

Upon taking her seat, the Chairman thanked Governors for her election, also welcoming George Abrahams to his first meeting.

6. **ELECTION OF THE DEPUTY CHAIRMAN**

The Town Clerk read the names of those Members eligible to stand as Deputy Chairman for the ensuing year. Graham Packham being the only Member putting themselves forward for the office, it was

RESOLVED – That Graham Packham be elected as Deputy Chairman of the Board of Governors for the ensuing year.

Upon taking his seat, the Deputy Chairman thanked Governors for his election.

7. **PUBLIC MINUTES**

RESOLVED – That the public minutes of the meetings held on 19 November 2018 and 18 February 2019 be approved as a correct record.

8. *** PUBLIC MINUTES OF COMMITTEE MEETINGS**

The public minutes of the Governance and Effectiveness Committee (1 April 2019), Audit and Risk Management Committee (16 April 2019), Finance and Resources Committee (29 April 2019) and Remunerations and Nominations Committee (29 April 2019) were received.

The minutes of the Finance and Resources Committee and Remunerations and Nominations Committee were considered as late items with the agreement of the Chairman.

RECEIVED.

9. **APPOINTMENT OF COMMITTEES, ETC FOR 2019/20**

The Board had before them the Town Clerk's report on the appointment of committees, working groups for 2019/20. After discussion it was

RESOLVED – That

- (a) the terms of reference of the Capital Projects Strategic Working Group be amended, to provide for that Working Group to co-opt appropriate persons, and that the chairmanship may also be taken by such a person without residential or electoral interest in the Barbican Estate;
- (b) the quorum for each of the Board's committees be set at three persons;
- (c) an additional meeting of the Governance and Effectiveness Committee be convened by the Town Clerk, before the next meeting of the Board, to consider a report of the Principal on higher education governance matters and the chairmanship of the Board's Audit and Risk Management Committee;
- (d) proposed minor revisions to the terms of reference of the Remuneration and Nominations Committee, as agreed by that Committee at its 29 April 2019 meeting, be considered by the Board at its next meeting; and
- (e) the following appointments be made to the Board's committees and working groups for 2019/20:-

Audit and Risk Management Committee

Marianne Fredericks (Chairman)

Randall Anderson

John Chapman

Ann Holmes (until further appointment of co-opted member(s))

Finance and Resources Committee

Vivienne Littlechild (Chairman)

Graham Packham (Deputy Chairman)

George Abrahams

Professor Geoffrey Crossick

Lew Hodges (co-opted)

Michael Hoffman

Governance & Effectiveness Committee

Professor Geoffrey Crossick

Professor Maria Delgado

Marianne Fredericks

Michael Hoffman

Ann Holmes

Vivienne Littlechild

Graham Packham

Lynne Williams

Reference Sub

Vivienne Littlechild (Chairman)
Graham Packham (Deputy Chairman)
Randall Anderson
Michael Hoffman

Remuneration and Nominations Committee

Randall Anderson
John Chapman
Marianne Fredericks
Shreela Ghosh
Michael Hoffman
Vivienne Littlechild
Graham Packham
Andy Taylor

Academic Assurances Working Group

Professor Geoff Crossick
Professor Maria Delgado
Anne Holmes
Katharine Lewis
Vivienne Littlechild
Graham Packham
Lynne Williams
SU President

Capital Projects Strategic Working Group

Andrew Burns (Co-opted) (Chairman)
Randall Anderson
John Chapman
Ann Holmes
Vivienne Littlechild
Graham Packham
Lynne Williams

10. ORDER OF BUSINESS

The Board agreed to vary the order of business to first consider items for decision 10 (public), 17, 21, 22, 25 (non public) and 28 (confidential) before returning to consider the remainder of public and non public business for information.

RESOLVED – That under Section 100(A) of the Local Government Act 1972, the public be excluded from the meeting for the non public and confidential items of business on the grounds that they involve the likely disclosure of exempt information as defined in paragraphs 1 and 3 of Part I of Schedule 12A of the Local Government Act.

11. **+ INSTRUMENT AND ARTICLES OF GOVERNANCE**

With the agreement of the Chairman, the Board considered the Principal's late report on amendments to the Instrument and Articles of Government.

RESOLVED – That the Board recommends the Court of Common Council to approve the amendments to the Instrument and Articles of Government to remove references to the Privy Council and HEFCE and to maximise the opportunity for the student interest to be represented at every Board meeting.

The Board then went into non public session.

12. **NON PUBLIC MINUTES**

RESOLVED – That the non-public minutes of the meetings held on 19 November 2018 and 18 February 2019 be approved as a correct record.

13. **+ LATEST GUILDHALL SCHOOL BUDGET REPORT - 2019/20**

With the agreement of the Chairman, Governors considered the late revised report of the Principal on the latest School budget 2019/20.

14. **+ TUITION FEES**

With the agreement of the Chairman, the Board considered the late report of the Principal on the higher education tuition fee schedule for 2020.

15. **+ RECOMMENDATIONS FOR FELLOWSHIPS AND HONORARY FELLOWSHIPS**

The Principal reported to the Board on recommendations for Fellowships and Honorary Fellowships 2018/19.

16. **+ CONFIDENTIAL MINUTES**

RESOLVED - That the confidential minutes of the meeting held on 19 November 2018 be approved as a correct record.

The meeting then returned to public session.

17. *** DATES OF MEETINGS**

The Board noted the Town Clerk's report on dates of Board and committee meetings in 2019.

RECEIVED.

18. **OUTSTANDING ACTIONS**

The Town Clerk updated the Board on outstanding actions.

RECEIVED.

19. **PRINCIPAL'S PUBLIC REPORT**

With the Chairman's agreement, the Board considered the Principal's late public report.

A Governor raised the issue of the outcome of the School's space usage survey and made the point that the 65% figure would be considered appropriate in many organisations. Other members asked the Principal to let Governors know if they could be of assistance in helping to resolve the accommodation matter.

During further discussion, a Governor raised the issue of delay to the appointment of a Quality Assurance Officer (Programme Development). It was noted that this appointment had been delayed for a number of reasons. In response to a question asked, the Principal also undertook to confirm whether the School had responded to the consultation on the knowledge exchange concordat.

RECEIVED – with the Board confirming that the interim report on academic assurances annexed to the report provided assurance that academic governance continued to be effective.

20. *** URGENT ACTION TAKEN BETWEEN MEETINGS**

The Board noted the Town Clerk's report on urgent action taken between meetings.

RECEIVED.

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

There were no questions.

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

There was no other urgent public business.

23. **EXCLUSION OF THE PUBLIC**

The Board again moved into non public session for the remainder of the meeting.

24. *** NON PUBLIC MINUTES OF COMMITTEE MEETINGS**

The non-public minutes of the Audit and Risk Management Committee (16 April 2019), Finance and Resources Committee (29 April 2019) and Remuneration and Nominations Committee (29 April 2019) were received.

The minutes of the Finance and Resources Committee and Remunerations and Nominations Committee were considered as late items with the agreement of the Chairman.

25. **PRINCIPAL'S NON PUBLIC REPORT AND BREXIT UPDATE**

With the agreement of the Chairman, the Board considered the Principal's late non public report.

26. **BUSINESS CASE FOR A NEW BUILDING**

The Board considered the Principal's revised business case for acquisition of a new building as part of discussions on the previous item.

27. + FINANCE REVIEW

With the agreement of the Chairman, the Board considered the late report of the Principal on the School Management Information 'Dashboard' 2018/19 – March 2019 (period 12).

28. COL FUNDAMENTAL REVIEW

The Board considered an oral report of the Principal and the Chamberlain on the CoL fundamental review.

29. STANDING ORDER NO. 40

The Board agreed to consider the remaining items of business after the usual 2 hour duration for meetings.

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

There were two non public matters raised.

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

There were no further urgent non public matters.

The meeting ended at 3.55 pm

Chairman

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