

BOARD OF GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC AND DRAMA

Monday, 25 November 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, 25 November 2019 at 1.45 pm

Present

Members:

Vivienne Littlechild (Chairman)	Marianne Fredericks
Graham Packham (Deputy Chairman)	Steven Gietzen
Natasha Bucknor	Ann Holmes
George Abrahams	Jeremy Mayhew
Randall Anderson	Dave Muncey
Professor Geoffrey Crossick	Andy Taylor
	Lynne Williams

In Attendance

Officers:

Katharine Lewis	- Guildhall School of Music & Drama
Jeremy Newton	- Guildhall School of Music & Drama
Jonathon Poyner	- Guildhall School of Music & Drama & Barbican Centre
John Cater	- Town Clerk's Department
Gregory Moore	- Town Clerk's Department
Jonathan Vaughan	- Guildhall School of Music & Drama
Jo Hutchinson	- Guildhall School of Music & Drama
Alison Mears	- Guildhall School of Music & Drama
Graeme Hood	- Guildhall School of Music & Drama

1. APOLOGIES

Apologies were received from Deputy David Bradshaw, John Chapman, Professor Maria Delgado, Shreela Ghosh and The Rt Hon. the Lord Mayor, Alderman William Russell.

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

There were no declarations.

3. +PUBLIC MINUTES OF BOARD MEETINGS

3.1 Board of Governors - 13 May 2019

Due to the meeting being inquorate, the public minutes of the meeting held on 13th May 2019 would be resubmitted for approval to the meeting of the Board on 17th February 2020.

3.2 Board of Governors (inquorate meeting) - 23 September 2019

Due to the meeting being inquorate, the public minutes of the meeting held on 23rd September 2019 would be resubmitted for approval to the meeting of the Board on 17th February 2020.

Officers confirmed that, in light of recent events, all staff Members holding auditions in Hong Kong had safely departed the territory.

4. *PUBLIC MINUTES OF COMMITTEE MEETINGS

4.1 Finance & Resources Committee - 4 November 2019

The minutes of the Finance and Resources Committee of the Board of Governors of the Guildhall School of Music & Drama meeting held on 4th November 2019 were noted by Governors.

4.2 Governance & Effectiveness Committee - 28 October 2019

The minutes of the meeting of the Governance and Effectiveness Committee of the Board of Governors of the Guildhall School of Music & Drama held on 28th October were noted by Governors.

4.3 Audit & Risk Management Committee - 13 November 2019

This item was deferred.

4.4 Remuneration & Nominations Committee - 18 November 2019

This item was deferred.

5. OUTSTANDING ACTIONS

The Board received a Report of the Town Clerk concerning outstanding actions.

RESOLVED – that the Report was noted by the Board.

6. *UPDATED AGENDA PLAN FOR 2019/20 FOR THE BOARD OF GOVERNORS

The Board received a Report of the Town Clerk concerning the agenda plan for the remainder of 2019/20.

RESOLVED – that the Board noted the Report

7. **PRINCIPAL'S PUBLIC REPORT**

The Board received a Report of the Principal updating Governors on several issues.

The Principal confirmed that the Patron Scheme had been successfully launched and encouraged Governors to sign up.

A Governor added that the achievement of a highly competitive Leverhulme Trust Early Career Fellowship to a member of staff should be noted.

RESOLVED – that the Board noted the Report.

8. **ACADEMIC ASSURANCES**

8.1 **Academic Board annual report for 2018/19**

The Board received a Report of the Principal concerning the Academic Board's work during 2018/19.

Whilst thanking officers for the Report, Governors were keen that future iterations came with less detail and, instead, when appropriate, summarised the salient issues.

Governors expressed concern about the ratio between males and females when it came to offers to study music at the School. The Principal responded that her team took diversity and representation incredibly seriously, both in the make-up of the student body and, indeed, amongst staff employed across the School, and was determined to ensure that any barriers in the way of greater female representation at the School were removed.

A Governor sought assurance that the matter of the male/female applicant offer ratio was being considered in detail as the statement in the report could have been better written. Assurance was given by officers that this was the case.

The Principal reported that her team continued to keep the issue of grade inflation under review. It was important to recognise that the government model employed was more applicable to bigger institutions, many of which gave less emphasis to the bespoke training that Guildhall School offered. An internal review was underway in preparation for the Graduate Outcomes Statement, which would be provided to Governors in 2020.

RESOLVED – that the Board noted the Report.

8.2 **Academic Assurances Working Group Report and Recommendation**

The Board considered a Report of the Principal concerning the Academic Assurance Working Group.

Due to the meeting being inquorate, a decision to approve would be taken under urgency procedures.

8.3 Programme closure documentation for the BA in Performance and Creative Enterprise

The Board considered a Report of the Principal concerning the Academic Assurance Working Group.

Members sought and received reassurance from officers that the School would “see out” the current students on their degree to the end of the programme.

Due to the meeting being inquorate, a decision to approve would be taken under urgency procedures.

9. GUILDHALL SCHOOL INTERNATIONAL STRATEGY

The Board received a Report of the Principal concerning the School’s International Strategy.

The Principal stressed that, primarily, the outcome of Brexit would have a significant impact on the shape of the strategy going forward. In a scenario where the UK withdraws from the EU it was possible that fees for EU students would increase considerably with the consequential need for additional scholarship. The Erasmus mobility programme, which was helpful to recruitment, would also be negatively affected.

Whilst maintaining the in-take level of students from the EU was a goal, it was clear that increased fees (the unit costs were approx. £18K for music and £23K for acting) could present a significant barrier to maintaining numbers both in the short and the long term and, as a result, much thought needed to be given to alternatives. This included rebalancing “Home” (i.e. the UK) and “the rest of the world” (including the EU) student numbers, as well as prioritising and forging deeper ties with external institutions based both in the EU and elsewhere.

The Principal noted that a potential mitigating action would be to add resources to those courses that could expand with UK based students – for example, applications to study jazz and electronic music had increased over recent years. She added, however, that the appetite and aptitude among domestic students would of course be reliant upon the resources and prioritisation provided at primary and secondary education level – something which had been highlighted by the Creative Industry Federation’s recent Durham Report.

Due to the meeting being inquorate, a decision to approve the Report will be taken under urgency procedures.

10. GUILDHALL SCHOOL CAPITAL AND SUPPLEMENTARY PROJECTS PLAN 2020/21

This Item was taken in the non-public section of the meeting.

11. **REMUNERATION ANNUAL STATEMENT**

The Board received a Report of the Principal concerning remuneration.

Due to the meeting being inquorate, a decision to approve would be taken under urgency procedures.

12. **RECRUITMENT STRATEGY DOCUMENT FOR CO-OPTED MEMBERS OF THE BOARD AND ITS COMMITTEES**

The Board considered a Report of the Principal concerning co-opted members.

Due to the meeting being inquorate, a decision to approve would be taken under urgency procedures.

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

The Board received a Report concerning the Internal Audit.

Governors welcomed the improvement in timeliness compared to previous years, however, they encouraged officers to inculcate a greater culture of challenge and stretch both during the next six months before completion of the 2019-20 Internal Audit Plan and in the longer term.

RESOLVED – that the Board noted the Report.

14. **ANNUAL REPORT OF THE AUDIT & RISK MANAGEMENT COMMITTEE**

The Board received a Report of the Principal concerning audit and risk.

RESOLVED – that the Board noted the Report.

15. ***INTERPRETATION OF OFFICE FOR STUDENTS GUIDANCE CONCERNING THE INDEPENDENCE OF MEMBERS**

The Board received a Report of the Principal concerning the independence of Members.

A Co-opted Governor expressed his concern that City Officers had approached the Office for Students directly without liaison with the Chair of the Board of Governors or the Principal, the latter, who as the “accountable officer”, was the most appropriate person to seek any clarifications from the OFS. This same concern had been expressed in writing by another co-opted member unable to be present at the meeting and whose comments had been read out.

The Governor noted that it was vital, that with the RISTA (Review of Institution Specific Targeted Allocation) funding round coming up, that the School was perceived to have a recognisable and effective governance structure. All stakeholders should be conscious of the risk that the OFS would be keeping a very close watch on all governance related matters and that this approach might well have flagged a closer inspection in due course.

Another Governor stated that City officers had operated in good faith and, significantly, in their City of London corporate capacity and had every right to do

so. The Principal accepted that appropriate City officers had the right to communicate with external bodies such as the OFS but said it would have been helpful if the initial communication had gone through her, so any further discussions or outcomes were dealt with swiftly and effectively.

RESOLVED – that the Board noted the Report.

16. ***REPORT OF URGENT ACTION TAKEN BETWEEN MEETINGS**

The Board received a Report of the Town Clerk concerning decisions taken since the last meeting.

RESOLVED – that the Board noted the Report.

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

There were no questions.

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

There was no urgent business.

19. **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 following 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.

20. **+NON-PUBLIC MINUTES OF BOARD MEETINGS**

20.1 **Board of Governors - 13 May 2019**

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20.2 **Board of Governors (inquorate meeting) - 23 September 2019**

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21. ***NON-PUBLIC MINUTES OF COMMITTEE MEETINGS**

21.1 **Finance & Resources Committee - 4 November 2019**

The non-public minutes of the Finance and Resources Committee of the Board of Governors of the Guildhall School of Music & Drama meeting held on 4th November 2019 were noted by Governors.

21.2 **Governance & Effectiveness Committee - 28 October 2019**

The non-public minutes of the meeting of the Governance and Effectiveness Committee of the Board of Governors of the Guildhall School of Music & Drama held on 28th October were noted by Governors.

21.3 Audit & Risk Management Committee - 13 November 2019

This item was deferred.

21.4 Remuneration and Nominations Committee - 18 November 2019

This item was deferred.

22. PRINCIPAL'S NON-PUBLIC REPORT AND BREXIT UPDATE

The Board considered a Report of the Principal updating Governors on several issues.

Due to the meeting being inquorate, a decision to approve would be taken under urgency procedures.

23. BUSINESS PLAN

The Board considered a Report of the Principal concerning the 2018 – 2023 Business Plan.

Due to the meeting being inquorate, a decision to approve would be taken under urgency procedures.

24. ANNUAL ACCOUNTABILITY RETURN

The Board considered a Report of the Principal concerning the accountability return.

Due to the meeting being inquorate, a decision to approve would be taken under urgency procedures.

25. FINANCIAL FORECAST TO THE OFFICE FOR STUDENTS

The Board considered a Report of the Principal concerning the financial forecast to the OFS.

Due to the meeting being inquorate, a decision to approve would be taken under urgency procedures.

26. OFFICE FOR STUDENTS ACCOUNTS DIRECTION FOR 2018/19

The Board considered a Report of the Principal concerning the OFS Accounts Direction.

Due to the meeting being inquorate, a decision to approve would be taken under urgency procedures.

27. RISK REGISTER

The Board received a Report of the Principal concerning risk management.

RESOLVED – that the Board noted the Report.

28. **FINANCIAL STATEMENTS FOR 2018/19 AND AUDIT ASSESSMENT**

The Board received a Report of the Principal concerning Report and Financial Statements for the 2018/19 Financial Year.

RESOLVED – that the Board noted the Report.

29. **REVIEW OF YEAR ON YEAR SALARY MOVEMENTS**

The Board received a Report of the Principal concerning the year on year salary movements.

RESOLVED – that the Board noted the Report.

30. **INDEPENDENT REASONABLE ASSURANCE REPORT TO THE GUILDHALL SCHOOL OF MUSIC AND DRAMA AND CITY OF LONDON CORPORATION**

The Board received BDO LLP's Reasonable Assurance Report.

RESOLVED – that the Board noted the Report.

31. **GUILDHALL SCHOOL MANAGEMENT INFORMATION 'DASHBOARD' 2019/20 - SEPTEMBER 2019 (PERIOD 6)**

The Board received a Report of the Principal concerning management information.

RESOLVED – that the Board noted the Report.

32. **GUILDHALL SCHOOL BUDGET REPORT - 2020/21**

The Board considered a Report of the Principal concerning the School Budget.

Due to the meeting being inquorate, a decision to approve would be taken under urgency procedures.

33. **WAIVER REPORT: MA CTPD BERGERAC CIRCUS PROJECT**

The Board considered a Waiver Report of the Principal concerning a residential course in production arts for circus skills.

Due to the meeting being inquorate, a decision to approve would be taken under urgency procedures.

34. **SAFEGUARDING UPDATE**

The Board received a Report of the Principal concerning safeguarding.

RESOLVED – that the Board noted the Report.

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

There were no questions.

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

There was no other business.

36.1 Guildhall School Capital and Supplementary Projects Plan 2020/21

The Board considered a Report of the Principal concerning the Capital and Supplementary Plan.

Due to the meeting being inquorate, a decision to approve would be taken under urgency procedures.

The meeting ended at 15:45

Chairman

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