

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

Monday, 18 November 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 11.00 am

Present

Members:

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

Officers:

Lynne Williams	-	Principal, Guildhall School of Music & Drama
Katharine Lewis	-	Secretary & Dean of Students, Guildhall School of Music & Drama
Steve Eddy	-	Head of HR, Guildhall School of Music & Drama and Barbican Centre
Rofikul Islam	-	Town Clerk's Department
Greg Moore	-	Town Clerk's Department

1. APOLOGIES

There were no apologies for absence.

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

There were no declarations of interest.

3. MINUTES

RESOLVED: That the public minutes of the meeting held on Monday 29 April 2019 be approved, subject to it being noted that Steve Eddy was Head of HR at both the Guildhall School of Music & Drama and the Barbican Centre.

4. ELECTION OF CHAIR

The Committee proceeded to elect a Chair in accordance with Standing Order No.29. The Town Clerk read a list of those eligible to stand and Shreela Ghosh, being the only Governor expressing her willingness to serve, was duly elected as Chair for the ensuing year.

5. ELECTION OF DEPUTY CHAIRMAN

The Committee proceeded to elect a Deputy Chairman in accordance with Standing Order No.30. The Town Clerk read a list of those eligible to stand and

Graham Packham, being the only Governor expressing his willingness to serve, was duly elected as the Deputy Chairman for the ensuing year.

6. TERMS OF REFERENCE

The Committee received a report of the Town Clerk which set out the Committee's Terms of Reference.

RESOLVED: That the updated terms of reference be noted.

7. LENGTH OF TERMS OF OFFICE OF CURRENT MEMBERS OF THE BOARD OF GOVERNORS

The Committee received a report of the Principal which set out the various terms of office of current Governors.

A typographical error was noted in respect of Michael Hoffman's service, with it clarified that his current term of office would come to an end in May 2020, not 2022.

Reference was also made to Deputy David Bradshaw's service, with it noted that he had served on previous incarnations of the Board between 1991 and 1995. Whilst the Board had been constituted differently at that time, the Committee agreed that the nine-year maximum service rule still held and that Deputy Bradshaw's service should be calculated accordingly.

RESOLVED: That the report be received and its content noted.

8. RECRUITMENT STRATEGY FOR CO-OPTED MEMBERS

The Committee received a report of the Principal outlining a proposed recruitment strategy for Co-opted Governors.

During discussion, the following points were made:

- Governors stressed on the need for inclusivity and to advertise in appropriate media, so as to ensure that the School attracted the best candidates from a diverse set of backgrounds.
- In relation to specific queries, it was advised that the Guardian Online website was widely recognised as market-leader for such recruitment. The Secretary & Dean of Students also highlighted to Governors the anticipated status of the Committee of University Chairs' website as the lead platform for Higher Education Board recruitment, akin to the role played by jobs.ac.uk in respect of Higher Education staffing roles.
- Governors emphasised the importance of explaining to prospective co-optees what the anticipated level of engagement and attendance was.
- The use of the word "challenging" at paragraph G under the co-opted Role Descriptor section was highlighted, with it suggested that revised wording might be employed to articulate better the role as a critical friend, providing helpful scrutiny.

- In relation to the Audit & Risk Management role descriptor at Appendix 2b, Governors queried the reference to abiding by collective decision-making set out at paragraph C. It was agreed that this could be removed.
- Following further comments concerning Appendix 2b, it was agreed that Governors would send proposed revisions to the Secretary & Dean of Students for incorporation within the version to be issued to the Board.
- It was suggested that there might be merit in conducting a wholesale review of the terms of reference of the Board's various committees, to ensure there was complete consistency both internally and with the CUC's Higher Education Code of Governance. The Town Clerk observed that this could be referred to the Governance & Effectiveness Committee for consideration.
- Governors also suggested that the selection panel for Audit & Risk Management Committee co-optees should be different to that employed for other co-optee recruitment, given its quasi-independent role. Following discussion, it was agreed that it would not be appropriate for the Principal and the Chairman of the Board of Governors to serve; rather, the Chairman of the Audit & Risk Management Committee (or an appropriate nominee) should serve instead, with a view to ensuring audit expertise was represented on the panel.

RESOLVED: That the recruitment strategy be recommended to the Board of Governors, subject to changes being made in line with discussion at the meeting.

9. **DRAFT ANNUAL REMUNERATION STATEMENT**

The Committee received a report of the Principal concerning the School's Annual Remuneration Statement.

The Secretary & Dean of Students provided clarity on the difference between the Annual Report, which was specified by the Board's Terms of Reference, and the Annual Statement, which was required by the Senior Remuneration Guide. The requirements of both were different, with the latter needing to be public.

Following discussion, it was agreed that the Annual Report and Annual Statement should continue to be separate documents, with Governors recognising that incorporating certain elements of the Annual Report within a public document could be problematic, particularly concerning individuals' salaries.

It was asked that a report come to the committee on a yearly basis, setting out the Principal and Vice Principals' salaries together with relevant benchmarking data.

RESOLVED: That the Remuneration Annual Report, as set out in Appendix 1, be approved for submission to the Board of Governors.

10. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**

There were no questions.

11. **ANY OTHER BUSINESS THAT THE CHAIR CONSIDERS URGENT**

There were no items of urgent business.

12. **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 on the grounds that they involve the likely disclosure of exempt information as defined in Part I of the Schedule 12A of the Local Government Act.

13. **NON-PUBLIC MINUTES**

RESOLVED: That the non-public minutes of the meeting held on Monday 29 April 2019 be approved as an accurate record.

14. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**

There were no questions.

15. **ANY OTHER BUSINESS THAT THE CHAIR CONSIDERS URGENT**

There were no urgent items.

16. **HR REPORT**

The Committee received a confidential report of the Principal providing an update on human resources issues.

The meeting closed at 12.10 pm

Chair

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