

**GOVERNANCE AND EFFECTIVENESS COMMITTEE OF THE BOARD OF  
GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC & DRAMA**

**Friday, 6 November 2020**

**Minutes of the meeting of the Governance and Effectiveness Committee of the Board of Governors of the Guildhall School of Music & Drama held at the Guildhall EC2 at 2.00 pm**

**Present**

**Members:**

Professor Maria Delgado  
Vivienne Littlechild  
Professor Geoffrey Crossick  
Ann Holmes

Jeremy Mayhew  
Graham Packham  
Lynne Williams

**Officers:**

Katharine Lewis	- Guildhall School of Music & Drama
Jonathan Vaughan	- Guildhall School of Music & Drama
Julie Mayer	- Town Clerk's Department
Gregory Moore	- Town Clerk's Department

**1. APOLOGIES**

There were no apologies.

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

There were no declarations.

**3. ELECTION OF CHAIRMAN**

The Committee proceeded to elect a Chair in accordance with Standing Order No.29 and Professor Maria Delgado, being the only eligible Member having declared their intention to stand was duly appointed for the ensuing year.

**4. ELECTION OF DEPUTY CHAIRMAN**

The Committee proceeded to elect a Deputy Chair in accordance with Standing Order No.30 and Vivienne Littlechild, being the only eligible Member having declared their intention to stand, was duly appointed for the ensuing year.

**5. PUBLIC MINUTES**

The public minutes of the meeting held on 28 October 2019 were approved as a correct record.

**Matters Arising**

**Update on Governance Arrangements** – in response to a query, it was advised the commentary in relation to attendance and clarification around time commitments related to all Governors.

**Memberships and Meeting Dates** – it was confirmed that a document setting out the membership of the Board’s various committees, together with forthcoming meeting dates, would be circulated with the papers for the next Board meeting.

6. **TERMS OF REFERENCE**

The Committee noted its Terms of Reference, as set by the Board.

During debate, the following points arose:

- In response to a query around the timescales of full reviews (as referenced within the terms of reference), it was noted that they should take place every three years and that the last review was undertaken in 2018.
- Noting that the most recent Board skills audit had been undertaken at the same time and, in view of the turnover of Governors since, it was suggested that it would be timely to undertake a new audit in the coming period. The Chair suggested that a paper to the Committee’s next meeting, identifying a proposed approach in taking this forward, would be particularly welcome. This was of even greater relevance given the emerging Lisvane Review proposals, which meant that this Committee would be prudent to begin early consideration of the Board’s future governance. Notwithstanding this, it was agreed that it would be prudent for the Committee to await the City Corporation’s formal response to the Lisvane recommendations before, committing to a full review of its own.
- The difficulty in measuring effectiveness was observed, with the link to the Code of Compliance noted. It was suggested that this be returned to in more detail under Item 11, where the new Code recognised that a one-size fits approach in respect of Higher Education Institutions (HEIs) was not appropriate given the significant disparity between the various institutions, thereby providing more autonomy to the Board to identify and set its own measurement metrics.
- With reference to the Committee’s Duties, as set out in the Terms of Reference, the Chair noted that an addition should be made to sub-section (a) to include reference to the Higher Education Code of Governance produced by the Committee of University Chairs, as this was also a key source of guidance which informed the Committee’s evaluation of the Board’s effectiveness.

RESOLVED: That the terms of reference be received and that a minor amendment to subsection (a) under “Duties” be recommended, such that it read: “To undertake a formal and rigorous evaluation of the effectiveness of the Board of Governors of the Guildhall School and its committees, in line with guidance from Office for Students, the Higher Education Code of Conduct produced by the Committee of university Chairs, and Advance HE.

## 7. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**

### **Changes to the Annual Agenda Plan**

Noting the disruption to various matters caused by the COVID-19 outbreak, the Committee sought confirmation as to any changes to the timing of items on the Board's agenda plan. Members were mindful of the importance of retaining flexibility as time progressed, in order to ensure the School could continue to operate effectively and responsively to the somewhat fluid situation.

The following adjustments were noted:

- It was advised that there would be two additional reports this year, viz. a new Research Strategy (intended for November's Board) and a new Teaching & Learning Strategy (intended for May's Board).
- As the process for considering nominations for honorands had slipped a little earlier in the current year, it was suggested that some consideration may be required in due course as to the timetable for consideration of the next cohort.
- The timetable for the production of the annual report on Academic Assurances had been impacted by COVID-19 and so would need to be delayed until February's Board meeting. It was noted that this delay would not present any issues in respect of reporting requirements to the Office for Students; however, given the importance of this issue and the significant activity that had taken place in this regard over the recent period, it was suggested that suitable commentary be included within the Principal's report to November's Board. In particular, the consultation and engagement with students in relation to the autumn and spring term teaching plans, as well as the updates on academic assurance at every one of the "Cobra" meetings held during the COVID-19 period, should be referenced, so as to provide reassurance that the matter had been at the forefront of discussions throughout.
- Governors also welcomed the Chair's reassurances as to ongoing engagement and the robust state of the forthcoming agenda plan.

## 8. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**

### **Recruitment of new Board / Committee Members**

The Chair noted the relatively recent recruitment of two new Governors, Neil Greenwood and Paula Haynes, as well as two new Members of the Audit & Risk Committee, Chris Costigan and Michael Herrington. The Committee discussed the recruitment processes that had been undertaken and expressed confidence both in the robustness of the process and in the extremely high calibre of the appointees.

It was also noted that a new Common Council Governor, Munsur Ali, had also joined the Board since the Committee's last meeting. His background and expertise in film-making was noted and officers provided an update on extremely positive early engagement around the possibility to collaborate on a

piece of work celebrating the 50<sup>th</sup> anniversary of independence of Bangladesh in 2021.

### **Resignation – Shreela Ghosh**

The Committee also noted that Governor Shreela Ghosh was stepping down from the Board and took the opportunity to put on record its significant gratitude for her many and varied contributions during her term of office.

With reference to the recruitment of a successor, it was agreed that it would be prudent to not act precipitately; rather, it would be pragmatic to take stock of the Board's broader skillset and possible governance changes through the Lisvane process, to inform a more directed recruitment exercise.

### **Research Excellence Framework (REF)**

The Chair was pleased to note that the School's revised REF Code of Practice had now been published on Research England's website. There had been a tight turnaround required to provide a revised Code of Practice in light of the COVID-19 experience, requiring lots of extra work, and the Chair placed on record the Committee's congratulations to relevant officers for ensuring this had been achieved.

## **9. 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.

<b>Item</b>	<b>Paragraph</b>
10 – 11	3

## **10. NON-PUBLIC MINUTES**

The non-public minutes of the meeting held on 28 October 2019 were approved as a correct record.

## **11. DRAFT COMPLIANCE STATEMENT WITH NEW HIGHER EDUCATION CODE OF GOVERNANCE**

The Committee considered a report of the Principal presenting a draft compliance statement in relation to the new Higher Education Code of Governance.

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

There were no questions.

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

There were no urgent items.

**The meeting closed at 4.00 pm**

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Chairman

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