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| Committee(s): Board of Governors of the Guildhall School of Music and Drama | Dated: 15 th February 2021 |
| Subject: Annual Review of the Board's Terms of Reference | Public |
| Which outcomes in the City Corporation's Corporate Plan does this proposal aim to impact directly? | 3, 8, 10 |
| Does this proposal require extra revenue and/or capital spending? | Members are asked to consider the current scope of the Committee's Terms of reference, and bear in mind the impact of any proposed changes, particularly resource, legal and equalities implications. |
| If so, how much? | |
| What is the source of Funding? | |
| Has this Funding Source been agreed with the Chamberlain's Department? | |
| Report of: Town Clerk | For Decision |
| Report author: Committee and Member Services Officer | |

Summary

As part of the post-implementation review of the changes made to the City Corporation's governance arrangements in 2011, it was agreed that all Committees and Boards should review their terms of reference annually. This is to enable any proposed changes to be considered in time for the annual reappointment of Committees by the Court of Common Council. The current Terms of Reference of the Board of Governors of the Guildhall School of Music and Drama are attached at **Appendix 1**. Please note that these terms of reference should be read in conjunction with the Guildhall School's Instrument & Articles of Government, attached at **Appendix 2**.

This annual review also presents an opportunity to review the frequency of the Board's meetings and to determine whether it remains appropriate or requires adjustment.

Recommendations:

1. The terms of reference of the Committee (set out at Appendix 1) be approved, subject to any comments, for submission to the Annual Meeting of the Court of Common Council in April 2021; and,
2. Members consider whether any change is required to the frequency of the Committee's meetings, currently 4 times a year and meeting in February, March, September and November.

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BOARD OF GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC & DRAMA

1. Constitution

A Non-Ward Committee consisting of:

- 11 Members elected by the Court of Common Council for a term of three years (renewable twice) at least one of whom shall have fewer than five years' service on the Court at the time of their appointment
- the Principal of the Guildhall School of Music & Drama
- one member of the Guildhall School academic staff to be elected by the Academic staff for a term of three years (renewable twice)
- one member of the Guildhall School administrative staff to be elected by such staff for a term of three years (renewable twice)
- one Guildhall student representative who shall normally be the President of the Students' Union
- up to six co-opted non-City of London Corporation Governors with appropriate expertise for a term of three years (renewable twice)

None of the appointed Governors shall serve on the Board for more than a maximum of nine years.

The Chairman and Deputy Chairman of the Board shall be elected from the City Corporation Members.

The Chairman of the Barbican Centre Board, the Chairman of the Culture, Heritage & Libraries Committee and one representative of the Centre for Young Musicians shall be permitted to attend the Board in a non-voting, advisory capacity.

2. Quorum

The quorum consists of any seven Common Council Governors plus three co-opted Governors.

3. Terms of Reference

These terms of reference should be read in conjunction with the Guildhall School's *Instrument & Articles of Government* which lists the primary responsibilities of the Board of Governors. In summary, these are to be responsible for:-

- (a) the approval of a strategic plan and the determination of the educational character and the mission/aims of the Guildhall School of Music & Drama and oversight of its activities, assuring itself that appropriate steps are being taken to deliver the strategic plan;

- (b) Institutional sustainability and the approval of an annual Business Plan, assuring itself that there are effective systems of control and risk management;
- (c) the approval of annual estimates of income and expenditure;
- (d) the approval of the annual audited financial statements of the Guildhall School of Music & Drama;
- (e) ensuring that the requirements of the Office for Students, UK Research & Innovation and other relevant statutory bodies are followed and compliance is monitored;
- (f) responsibility for the promotion of equality and diversity throughout the School;
- (g) the appointment of the Principal of the Guildhall School of Music & Drama.