

<b>Committee:</b> Board of Governors of the Guildhall School of Music & Drama	<b>Date:</b> <b>17 May 2021</b>
<b>Subject:</b> Appointment of Sub Committees and Working Groups for 2021/22	<b>Public</b>
<b>Report of:</b> Town Clerk	<b>For Decision</b>
<b>Report Author:</b> Julie Mayer	

### **Summary**

The purpose of this report is to approve the Committees and Working Groups of the Board of Governors for the Guildhall School of Music and Drama for 2021/2022. The Full terms of reference for these bodies are attached **at appendix 1**. Governors are invited to express their interest in serving on the Committees and Working Groups.

Governors will be aware that the traditional way the appointments process is undertaken can take some time and potentially disrupt the flow of the meeting. Therefore, in view of the large number of appointments and the opportunities afforded by electronic voting, it is proposed that confirmation of final nominations be provided at the meeting and electronic ballot papers be issued for completion following the meeting. This will allow all Committee Members time to consider the nominations and vote accordingly, in the same fashion as has been adopted in respect of appointments to the Policy and Resources Committee, which has worked well.

### **Recommendations:**

The Board is asked to approve:-

- (a) The 2021/22 memberships of the:
  - (i) Audit & Risk Management Committee and to appoint the Chairman;
  - (ii) Finance & Resources Committee;
  - (iii) Governance & Effectiveness Committee;
  - (iv) Remuneration and Nominations Committee and to appoint the Chairman;
  - (v) Academic Assurance Working Group; and
  - (vi) Capital Projects Strategic Working Group
- (b) The Terms of reference of (i) to (vi) above.

## Main Report

1. Governors are invited to express their interest in serving on the Committees and Working Parties as set out below.

### Audit & Risk Management Committee

2. The membership of the Audit & Risk Management Committee in 2020/21 was as follows:
  - Geoffrey Crossick (Chairman)
  - Randall Anderson (Deputy Chairman)
  - John Chapman
  - Christopher Costigan
  - Michael Herington
  - Paula Haynes
3. In summary, the Committee's terms of reference provide for its Chair to be appointed by the Board of Governors and the Committee must consist of governors with no executive responsibility for the management of the Guildhall School. There shall be no fewer than three members; a quorum shall be at least three members. The Chairman of the Board of Governors shall not be a member of the Committee. Members shall not have significant interests in the Guildhall School.
4. At least one member should have recent and relevant experience in finance, accounting or auditing. The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise. No member of the Committee may also be a member of a Finance or Resources Committee (or equivalent) of the Board of Governors of the Guildhall School.
5. The Audit & Risk Management Committee should be a small authoritative body which has the necessary financial expertise and the time to examine the institution's risk management control and governance under delegation from the governing body. It should not confine itself to financial systems but should examine risk management, control and governance independently and report areas of concern to the governing body. The Audit & Risk Management committee must produce an annual report for the governing body, including its opinion on the adequacy and effectiveness of the School's risk management, control and governance arrangements, and arrangements for promoting economy, efficiency and effectiveness (value for money).
6. The quorum for the meetings is 3 Governors.
7. **Recommendations: That you approve the terms of reference, membership and appoint a Chairman of the Audit & Risk Management Committee for 2021/22.**

## **Finance & Resources Committee**

8. The membership of the Finance & Resources Committee for 2020/21 was as follows:
- Vivienne Littlechild (Chairman)
  - Graham Packham (Deputy Chairman)
  - George Abrahams
  - Lew Hodges
  - Neil Greenwood
9. Terms of Reference (summary)
- Chairman and Deputy Chairman of the Board shall serve as Chairman and Deputy Chairman of the Finance and Resources Committee.
  - All Members are entitled to vote.
  - Members of the Audit & Risk Management Committee are not eligible to serve as Members of the Finance and Resources Committee and vice versa.
  - Quorum – three Governors.
10. **Recommendations: That you approve the membership and terms of reference of the Finance and Resources Committee for 2021/22**

## **Governance & Effectiveness Committee**

11. The membership of the Committee for 2020/21 was as follows
- Maria Delgado (Chairman)
  - Vivienne Littlechild (Deputy Chairman)
  - Graham Packham
  - Lynn Williams
  - Jeremy Mayhew
  - Geoffrey Crossick
12. Terms of Reference (summary)
- The Membership shall include the Chairman and Deputy Chairman of the Board of Governors, the Chairman of the Audit & Risk Management Committee, the Principal of the Guildhall School and two Members of the Board of Governors.
  - A Chairman shall be appointed from amongst the membership.
  - The quorum consists of three Governors.

13. **Recommendations: That you approve the terms of reference and membership of the Governance & Effectiveness Committee for 2021/22**

**Reference Sub Committee**

14. At its meeting on 21<sup>st</sup> September 2020, the Board agreed that this be kept in abeyance.

**Remuneration and Nominations Committee**

15. The Remuneration & Nominations Committee provides advice to the Board of Governors; combining two distinct roles for which there are separate expectations within the CUC HE Code of Governance and considering, amongst other things, the appointment of new co-opted members and staff remuneration and the overall pay structure. Therefore, wherever possible, the agenda will define the two distinct areas of business. It is recognised that all matters relating to the employment of staff fall within the purview of the City of London's Establishment Committee.

16. The membership of the Remuneration and Nominations Committee in 2020/21 was as follows:

- Vacancy (Chairman) - *\*Neil Greenwood has indicated a willingness to fill this vacancy following the resignation of the past Chairman*
- Graham Packham (Deputy Chairman)
- Randall Anderson
- Jeremy Mayhew
- David Bradshaw
- ~~John Chapman~~ – *term expired in April 2021*
- Vivienne Littlechild
- Andy Taylor

17. Terms of Reference (summary)

- Chair of the Committee - *\*a senior co-opted governor who is not the Chair of the Board and appointed from amongst the Membership*
- Other members:
  - The Chairman of the Board of Governors
  - The Deputy Chairman of the Board of Governors
  - At least two non-Common Council Governors
  - At least one other Common Council Governor
  - An elected staff member of the Board

- One senior member of the Academic Staff (not a Vice-Principal)
- May include up to two other co-opted members (who are not necessarily members of the governing body)

*[Note a Remuneration Committee should have a majority of independent members; in this instance this means independent of the School but not necessarily independent of the City of London.]*

22. The quorum for the meetings is 3 members (one of which shall be a co-opted member).

23. **Recommendations: That you approve the terms of reference and membership of the Remuneration and Nominations Committee for 2021/22.**

**Academic Assurances Working Group (administered by the School)**

24. The Academic Assurances Working Group review, on behalf of the Board of Governors, the Academic Board annual report and all other matters reported to the Board during the previous academic year on higher education matters, to assist the Board in coming to a view as to whether the academic assurances have been met sufficiently.

25. The membership of the Academic Assurances Working Group in 2020/21 was as follows:

Geoff Crossick (Chairman)  
 Maria Delgado  
 Katharine Lewis  
 Vivienne Littlechild  
 Graham Packham  
 Lynne Williams  
 Harry Plant (Student Union President)  
 Tony Castro (Associate Dean of Teaching & Learning)

26. **Recommendations: That you approve the terms of reference and the membership of the Academic Assurances Working Group for 2021/22.**

**Capital Projects Strategic Working Group (administered by the School)**

27. The Capital Projects Strategic Working Group reviews large scale capital plans (e.g., long term rental of property, requests to the City to purchase property) at each stage of development and undertakes option analysis on behalf of the Board to advise them on timescales, challenges (including financial), and options.

The membership of the Capital Projects Strategic Working Group in 2020/21 was as follows:

Chairman – *to be confirmed*  
Randall Anderson  
John Chapman  
Vivienne Littlechild  
Graham Packham  
Lynne Williams

28. **Recommendations: That you approve the terms of reference and membership of the Capital Projects Strategic Working Group for 2021/22.**

**Contact:**

Julie Mayer  
Committee & Member Services Officer  
Town Clerk's Department  
E: [julie.mayer@cityoflondon.gov.uk](mailto:julie.mayer@cityoflondon.gov.uk)