

BOARD OF GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC AND DRAMA

Monday, 20 September 2021

Minutes of the virtual meeting at 1.45pm streamed to:

<https://youtu.be/byFF1-Bz7JU>

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Present

Members:

Graham Packham (Chairman)	Professor Maria Delgado
George Abrahams	Marianne Fredericks
Munsur Ali	Steven Gietzen
Randall Anderson	Andrew Mayer
Professor Geoffrey Crossick	Jeremy Mayhew
Simon Duckworth	Harry Plant
	Jonathan Vaughan

In Attendance

Lew Hodges	– Member of the Finance Committee of the Board
Michael Herington	– Member of the Audit and Risk Management Committee of the Board

Officers:

Katharine Lewis	- Guildhall School of Music and Drama
Andrew Lavender	- Guildhall School of Music and Drama
Alison Mears	- Guildhall School of Music and Drama
Hetsie Van Rooyen	- Guildhall School of Music and Drama
Amy Grimes	- Guildhall School of Music and Drama
Cornell Farrell	- Guildhall School/Barbican Centre
Jonathan Poyner	- Guildhall School/Barbican Centre
Charlotte Lythgoe	- Guildhall School/Barbican Centre
Hannah Bibbins	- Guildhall School/Barbican Centre
Sean Gregory	- Guildhall School/Barbican Centre
Sarah Wall	- Guildhall School/Barbican Centre
Graeme Hood	- Guildhall School/Barbican Centre
Julie Mayer	- Town Clerks

1. APOLOGIES

Apologies were received from Deputy David Bradshaw and Andy Taylor.

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

There were no declarations.

3. **PUBLIC MINUTES**

The public minutes of the meeting held on 17th May 2021 were approved as a correct record.

4. **PUBLIC MINUTES OF RECENT COMMITTEE MEETINGS ***

The Board received the public minutes of the following Committees:

4.1 Governance and Effectiveness Committee - 5th July 2021

4.2 Audit and Risk Management Committee - 15th July 2021

The Board noted that the Audit and Risk Committee had held a 'Special' meeting on 7th September, to consider the Financial Statements and recommend them to the Board. The draft minutes would be included in the next Board agenda and the Chair (of the Audit and Risk Management Committee) would provide an update under Agenda Item 8.

4.3 Finance and Resources Committee - 8th September 2021

The Board noted that a finalised version of these minutes, approved by the Chairman, had been included in the Supplementary Agenda pack.

5. **TO APPOINT A DEPUTY CHAIRMAN IN ACCORDANCE WITH STANDING ORDER 30**

Being the only Governor willing to serve, it was RESOLVED, that – Randall Anderson be elected as Deputy Chairman for the ensuing year.

The Chairman thanked Vivienne Littlechild for her service as Deputy Chairman.

6. **TO CONFIRM AN APPOINTMENT TO THE GOVERNANCE AND EFFECTIVENESS COMMITTEE**

Members noted that Paula Haynes had intended to stand for the Governance and Effectiveness Committee at the last Board meeting on 17th May 2021 but had experienced IT difficulties so was unable to put her name forward. Paula had declared her willingness to serve to the Clerk, the Chair of the Board and the Chair of the Committee, immediately after the meeting, and attended the last Governance and Effectiveness Committee as an observer.

RESOLVED, that – Paula Haynes be appointed to the Governance and Effectiveness Committee.

7. **PRINCIPAL'S PUBLIC REPORT - INCLUDING STRATEGIC AND BUSINESS PLAN UPDATES**

The Board received the Interim Principal's public report. Governors noted that enrolment numbers were higher than expected for both overseas and home students. However, given the difficulties that some students had been experiencing with travel arrangements, exact numbers could not be confirmed for another 3-4 weeks.

Governors commended a constructive report and during the discussion and questions, the following points were noted:

- a) Whilst the initial response to BLM had required a 'top down' approach, it was clear that further community engagement was required. There had been extensive discussions around changing artistic practices and reading lists, and guest artists from diverse backgrounds had been visiting the School. The Interim Principal stressed that senior managers had devoted a lot of time to this work and, whilst actual targets had not been set, the desired outcomes were well understood and would be tested to ensure they could be delivered.
- b) An External Equality, Diversity and Inclusion (EDI) Consultant had been appointed over the past year and an appointment for a Head of EDI was underway. A number of 'listen and learn' sessions had taken place, with staff and students, and their findings had resulted in the first iteration of an action plan. A set of objectives arising from the Anti-Racism Task and Finish Group had led to the formation of an EDI Committee, which had met several times. The EDI Committee had agreed strongly that it needed more time to revisit the recommendations and objectives. However, the various faculties were working through them, to produce a joint action plan, and the Interim Principal was confident that their findings could be presented to the Board in a timely manner.
- c) Achievements over the past year had included the appointment of a new Head of Equality and Inclusion, the roll out of training and development of staff and students, and a mandate and Terms of Reference for the EDI Committee. It was accepted that visible change was likely to take time but, in due course, the Board would need to see more tangible targets in respect of the various EDI dimensions of the curriculum and productions, with descriptions as to where real change was happening.
- d) The School is responsible for ensuring that students are able to cope, given that the arts world is a strong force for positive transformation in areas such as BLM and '*Me Too*'. The Interim Principal confirmed that this would be a fundamental part of its courses.
- e) The School was congratulated on its strong NSS results and Career Fellowships. Each Director goes through the NSS, line by line, suggesting mitigations on perceived weaknesses. The suggestions are then presented to the Academic Boards and objectives are set for each department.
- f) The Chamberlain and Finance Committee Members have indicated that they would be supportive of the School's request for a Chief Operating Officer (COO). The Interim Principal stressed that the role would be essential to achieving the School's 5-Year Strategy. The School was awaiting a final decision from the City Corporation in respect of strategic investments.
- g) Drama courses work as an ensemble of 24 to a unit but music tuition is more likely to be on a 1-1 basis. Therefore, marking assessment ratings were better for music, as the pandemic had compromised group tuition. The Dean and Secretary advised that the Programme Boards were due to meet

early this term, to look at both sets of data. Historically, their findings had been presented to the November Board, together with an action sheet setting out areas of concern.

RESOLVED, that – the report be noted.

8. **ANNUAL FINANCIAL RETURN TO THE OFFICE FOR STUDENTS +**

The Board considered a report of the Principal in respect of the documents required for submission to the Office for Students by 30th September 2021.

The Chair of the Audit and Risk Management Committee presented the report and advised that the Committee had received these documents at a 'Special Meeting', to ensure that they were scrutinised in good time for this Board Meeting. The Chair advised that, next year, the meeting scheduling would accommodate this, without the need for a Special Meeting. The Committee had also included an 'in-camera' session with the External Auditors and received the completion statement. The Chair was pleased to report that there were no significant issues.

The Board noted the change in the reporting deadline: i.e. – the return represented 8, and not 12 months this year, but this had not compromised the audit. The Committee had made some suggestions in respect of the presentation and amendments to the commentary, in order to reflect the distinctive character of the School.

The Chair confirmed that the Audit and Risk Management Committee had been satisfied with the documents, and recommended their approval to the Board of Governors, subject to their being no significant issues arising from the City Corporation's full External Audit, which had not been completed at the time of the Committee meeting. The Board noted that the External Auditors had asked for this caveat to be added. The Group Accountant confirmed this position and advised that there had been a few further minor changes to the commentary, since the despatch of the papers, and was happy to provide them to Governors on request.

RESOLVED, that - the supporting documents set out in 8.1-8.4 below, and appended to the report, be authorised for return to the Office for Students in accordance with the filing requirements:

- 8.1 Audited Financial Statements for the eight months to 31 March 2021.
- 8.2 Management Letter from the External Auditors regarding the Financial Statements.
- 8.3 The Annual Financial Return setting out the School's results for the last two years and Forecasts for the following five years.
- 8.4 A commentary covering the main year on year variances contained within the Annual Financial Return.

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

The Board received the Annual Report and Opinion of the Head of Audit and Risk Management, which had been scrutinised by the Audit and Risk Management Committee at its meeting on 7th September 2021.

RESOLVED, that – the Opinion of the Head of Audit and Risk Management 2020-21 be noted; i.e. - the School's systems of risk management, control and governance, economy, effectiveness and efficiency are generally robust and can be reasonably relied upon to ensure that School's objectives are achieved.

10. **ANNUAL REPORT OF THE AUDIT AND RISK MANAGEMENT COMMITTEE**

The Board considered the Annual Report of the Audit and Risk Committee, which had been recommended for approval by the Board at its meeting on 7th September 2021.

The Chair of the Audit and Risk Management Committee presented the Committee's Annual Report, which set out how the Committee had sought to strengthen its way of working in 2020-21. The Chair felt that the Committee was operating as an effective and cohesive unit; with the ability to challenge effectively. In order to achieve this, the Board had approved some extensive changes to the Committee's Terms of Reference earlier in the year.

The Committee had worked well with the Internal Audit Team, noting that the pandemic had affected the work programme, and the Chair thanked the Head of Audit and Risk Management and his team for their co-operative approach. The Board were asked to note an amendment to the report in that Internationalisation had received 'substantial' and not 'moderate' assurance.

In terms of Risk Management, the Committee had sought to develop a new summary Risk Register, which focussed less on process and more on the strategy behind the risk and implementation of actions. The Board noted that the report on today's non-public agenda demonstrated this new approach. The Group Accountant was thanked for his excellent work in producing the new format, and the constructive approach of senior colleagues was also commended. Finally, the Chair advised that, whilst retaining oversight, scrutiny of governance risks falls within the remit of the Governance and Effectiveness Committee.

RESOLVED, that – the report of the Audit and Risk Management Committee be approved for inclusion in the submission of documents to the Office for Students, as referenced in agenda item (8) above.

11. **CAPITAL AND CYCLICAL WORKS PROGRAMME (CWP) ANNUAL PROGRESS REPORT**

The Board considered a report of the Director of Operations and Buildings, which provided an update on the School's building and refurbishment projects (under the Capital Cap Programme), together with those approved for delivery under the Cyclical Works Programme (CWP). The Board noted that the report had been approved by the Corporate Asset Sub Committee of the City of London Corporation.

The Board noted that the fire alarms were almost at the end of their defects period and the project was complete. However, some general contingencies had been requested in order to provide a link between the School buildings. The officer advised that a quotation had been received but this would need to be presented to the Projects Sub Committee, as it represented a change of scope.

RESOLVED, that – the report be noted.

12. CARBON REDUCTION KEY PERFORMANCE INDICATORS (KPI'S) AND APPROVED STRATEGY

The Board considered a report of the Director of Operation and Buildings in respect of the Guildhall School's original Carbon Reduction Strategy, which was first approved and published in February 2011, to run until 2020/21. The Board was, therefore, asked to approve a new Carbon Management Plan for 2021 to 2027. Governors commended an interesting and comprehensive report which demonstrated the School's commitment to addressing climate change.

RESOLVED, that - the revised Carbon Reduction Strategy, appended to the report, be approved.

13. SAFEGUARDING POLICY

The Board considered a report of the Principal in respect of the Safeguarding Policy, which had been updated to incorporate the latest statutory guidance and to make the document more user friendly. The Board noted that the current Safeguarding Lead Governors are Vivienne Littlechild and Natasha Bucknor.

The Head of Safeguarding advised that 'Keeping Children Safe in Education' had been updated and a link has been included in the policy and on the website. The Board also noted that on-line safeguarding training had been rolled out to all Governors, to include the new cohort.

RESOLVED, that – the revised Strategy, appended to the report, be approved.

14. ARRANGEMENTS FOR FUTURE MEETINGS

The Chairman was heard in respect of arrangements for future meetings and sought Governors views as to their preferences for virtual, hybrid or 'in-person' meetings.

Whilst there was some preference for returning to full 'in-person' meetings eventually, the hybrid model was supported for its convenience for those members who need to travel to Guildhall. Furthermore, it respects any health concerns they might have and enables them to make their own judgements. It was also agreed that virtual meetings are a convenient way of holding call-overs, agenda planning and more general officer meetings. The Interim Principal advised that the School was experimenting with hybrid technology and agreed with these views. The Chair endorsed these comments and added

that, should more restrictions be necessary over the Winter, the Hybrid model remains the most flexible option.

15. QUESTIONS ON MATTERS RELATING TO THE WORK OF THE BOARD

There were no questions.

16. ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT

There were no items.

17. 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 as follows:-

Item	Paragraph
19- 20	3
21	2,3
22	1 & 2
23-25	3
27	1,2 & 3

18. NON-PUBLIC MINUTES

The non-public minutes of the meeting held on 17th May 2021 were approved as a correct record.

19. NON-PUBLIC MINUTES OF RECENT COMMITTEE MEETINGS *

The Board received the following non-public minutes:

19.1 Governance and Effectiveness Committee - 5th July 2021

19.2 Audit and Risk Management Committee - 15th July 2021

19.3 Finance and Resources Committee - 8th September 2021

20. PRINCIPAL'S NON-PUBLIC REPORT

The Board received the Principal's Non-Public Report.

21. STUDENT UNION ANNUAL REPORT

The Board received the Annual Report of the Student Union.

22. SAFEGUARDING NON-PUBLIC REPORT

The Board received the non-public Safeguarding report.

23. MANAGEMENT DASHBOARD FOR THE FOUR MONTHS TO JULY 2021

The Board received a report of the Principal.

24. RISK REGISTER

The Board received a report of the Principal.

25. **TOWN CLERK'S 'REPORT OF ACTION TAKEN' RE Barbican and Guildhall School Fire Safety Projects (Multiple) and Confined Spaces Project - Gateway 2 - Issues Report**

The Board received a report of the Town Clerk reporting the above urgent decision.

At 3.40pm Governors agreed to extend the meeting until 4pm in order to conclude the business on the agenda.

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

There were no questions.

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

Two items of business were considered and approved whilst the public were excluded in respect of :

1. The Appointment of a new External Governor.
2. Guildhall School Capital Bids 2022/23.

The meeting ended at 4pm

Chairman

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