

Report – Board of Governors of the Guildhall School of Music and Drama

Addition of two External Governors and Amendment to Instrument and Articles of Government

To be presented on Thursday, 8th September 2022

To the Right Honourable The Lord Mayor, Aldermen and Commons of the City of London in Common Council assembled.

SUMMARY

At the meeting of the Board of Governors of the Guildhall School of Music & Drama (GSMD) on 16 May 2022, Governors discussed the increasing regulatory requirements being imposed upon the School. Areas such as Higher Education compliance and Safeguarding have seen a growing need for expert support from Governors while, at the same time, the demand for expertise in other areas (such as fundraising) has also increased in importance.

To meet some of these specialist requirements, the Board has recruited new external Co-opted Governors in years past but, as demands on these Governors grow, your Board of Governors is of the opinion that the ability to recruit two additional Co-optees, to provide specialist knowledge and experience, is now essential in order to enable the School to continue to flourish and develop. The Court of Common Council is recommended to agree a change to the Board's composition accordingly.

The proposal would change the balance of Court and External Members to eight each (the current balance being eight Common Councillors and six External Co-optees). The corresponding changes to the Board's Instrument & Articles proposed are highlighted in grey and ~~striketrough~~ in Appendix 1 and in the changes to the Board's constitution as set by the Court of Common Council are set out in Appendix 2.

RECOMMENDATIONS

It is recommended that:-

1. The proposed amendments to the GSMD's Instrument and Articles of Government and also its Constitution, set out in the appendices to this report (with the new amendments highlighted as grey and deletions also with ~~striketrough~~), be approved. These reflect the ability to appointment up to two new Co-opted Governors (increasing the total of permitted Co-optees from 6 to 8), to allow for requisite specialisms in fundraising, artistic practice and industry representation.
2. Should the above be approved, it be noted that the Board of Governors will also review their quorum arrangements and that associated amendments will be reported back to this Honourable Court for consideration.

3. It be noted that, if approved by the Court, the revised Instrument and Articles will be presented to the Office for Students as a reportable event.

MAIN REPORT

Background

1. In June 2019, following the Guildhall School of Music and Drama's (GSMD) registration with the Office for Students (OfS), and in response to the New Regulatory Framework established by the Higher Education and Research Act 2017, the Court of Common Council approved an updated version of the School's Instrument & Articles of Government.
2. The School has continued to keep its governance arrangements under review to reflect requirements of the Higher Education Code of Governance and to reflect best practice generally and, following the City Corporation's approval of a Target Operating Model (TOM) and associated arrangements for the Guildhall School of Music and Drama (GSMD) School in January 2022, which included a revised governance model for the School, this Honourable Court subsequently agreed to amend the School's Instrument & Articles (I&A) further.

Current Position

3. Since this time, the Board of Governors of the GSMD has been reviewing the School's Strategic Plan and the Governance resources required to support it.
4. Over the last ten years, there has been a growing need for expert support from Governors to meet the ever-increasing demands on the School. These areas include Higher Education compliance, Safeguarding, and Equality, Diversity and Inclusion. In the absence of these skill sets amongst Governors drawn from the Court of Common Council, the Board has recruited new Co-opted Governors to meet these challenges. These new Governors have come under increasing pressure, as the regulatory requirements imposed on the School by the Office for Students have continued to grow.
5. To enable the School to continue to flourish and develop, two more specialist areas have been identified; i.e. - (i) fundraising and (ii) artistic practice and industry representation, neither of which are represented within the skills sets of the current Board membership.
6. Fundraising is essential if the School is to meet its ambitions in launching a £50m fundraising campaign, and artistic practice and industry support in acting or music will enable the School to keep pace with a fast-changing industry; ensuring that it is fit for purpose and keeps pace with cultural and technical developments within the performing arts industry.
7. The Board's existing Co-opted Governors represent essential areas of specialism and cannot be replaced to make room for further requirements. As this position is not likely to change in the foreseeable future, your Board is minded that the most obvious and expeditious remedy is to appoint two additional Co-opted Governors.

Proposal and Implications

8. The proposal to increase the number of Co-optees by two, if approved, would change the balance of Court and External Members to eight of each.
9. Given the particular pressures on the School, your Board is keen for recruitment to commence as quickly as possible and, therefore, seeks approval from this Honourable Court this day in respect of the proposal to increase the number of Co-optees. This would allow for recruitment to commence immediately and for new Governors to be recommended for appointment at the November 2022 Board meeting. The Board does not meet thereafter until February 2023 and so, should Court approval be delayed until October 2022, recruitment timetables would mean that the Board was not able to benefit from new Governors until that time, adding considerable delay in bringing in the desired skills and expertise.
10. In order to meet the deadline for submission to the September Court meeting, the endorsement of your Policy & Resources Committee was required under urgency procedures. In considering these proposals under urgency so as to facilitate their consideration by the full Court, it was observed that the change in Co-optee numbers could result in some minor practical issues in respect of the quoracy arrangements in the event of significant non-attendance by Common Council Governors; further, it was also noted that adjustments to ensure suitable financial control or veto powers would be beneficial, to ensure that the interests of the City Corporation remained appropriately safeguarded.
11. The use of hybrid meetings should minimise the likelihood of non-attendance, and the requirement set out in the Instrument and Articles to circulate agendas six clear days in advance of Board Meetings will provide sufficient time for all Governors to read the reports and submit comments in advance of meetings, if they are unable to attend. Whilst these requirements should obviate the practical concerns around attendance, your Board of Governors recognises the wider concerns, particularly in relation to safeguarding the City Corporation's position. Accordingly, it has undertaken to review said arrangements, should the increase in Co-optees be approved this day, in order that suitable amendments are presented back to your Policy and Resources Committee and this Honourable Court so as to provide this additionally desirable assurance.
12. It should be noted that there are no financial implications associated with these proposals beyond officer time in posting an advertisement and arranging interviews with candidates.

Conclusion

13. The recommendations set out above will strengthen the School's strategic business and financial planning. By increasing the Board's expertise in fundraising, artistic practice and industry support, the School will meet its ambitions in launching a £50m fundraising campaign and keep pace with a fast changing industry; thereby ensuring that its training provision is fit for purpose, and in keeping with cultural and technical developments within the performing arts industry.

Appendices

- Appendix 1 – Revised Articles & Instrument of Government
- Appendix 2 – Revised Constitution

All of which we submit to the judgement of this Honourable Court.

DATED this 31st day of August 2022.

SIGNED on behalf of the Board.

Deputy Graham Packham
Chair, Board of Governors of Guildhall School of Music and Drama