

<b>Committee:</b> Board of Governors of the Guildhall School of Music & Drama	<b>Date:</b> 13 May 2013
<b>Subject:</b> Appointment of Sub Committees for 2013/2014	
<b>Report of:</b> Town Clerk	<b>Public</b>
<b>For Decision</b>	
<p style="text-align: center;"><b><u>Summary</u></b></p> <p>The purpose of this report is to consider the appointment of your Audit &amp; Risk Management, Remuneration, Nominations, Reference Sub, Finance &amp; Resources and Governance &amp; Effectiveness Committees for 2013/2014. (The Town Clerk having sought expressions of interest from Governors).</p> <p><b><u>Recommendations:</u></b></p> <ul style="list-style-type: none"> <li>(a) That you note the Membership of the Board including the different categories of membership and the Terms of Reference of the Sub Committees (set out in Appendix A);</li> <li>(b) That you consider the membership of the Audit &amp; Risk Management Committee for 2013/14 <b>and</b> appoint its Chairman;</li> <li>(c) That you consider the membership of the Remuneration Committee for 2013/14;</li> <li>(d) That you consider the membership of the Nominations Committee for 2013/14.</li> <li>(e) That you consider the membership of the Reference Sub Committee for 2013/14;</li> <li>(f) That you consider the membership of the Finance &amp; Resources Committee for 2013/14 and;</li> <li>(g) That the membership of the Governance &amp; Effectiveness Committee remains unchanged for 2013/14.</li> </ul>	

## **Membership of the Board of Governors**

1. Governors are asked to note the Membership of the Board and the different categories of membership.

### **Common Council Members (11)**

John Barker, Deputy  
John Bennett, Deputy  
John Chapman, Deputy  
Marianne Fredericks  
David Graves, Alderman  
Wendy Mead, Deputy  
Ann Pembroke  
John Scott  
Jeremy Simons  
Angela Starling  
Fiona Woolf, Alderman

### **Principal of the Institution**

Professor Barry Ife, CBE FKC HonFRAM as Principal of the Guildhall School of Music & Drama

### **Institution's Academic Staff**

Pamela Lidiard elected by the Academic Staff  
Gareth Higgins elected by the Administrative Staff

### **Institution's Student Representative**

Daisy Evans as President of the Students' Union (to July 2013)

### **Co-opted Governors (6)**

Sir Andrew Burns  
Christina Coker  
Neil Constable  
Daniel Evans  
Paul Hughes  
Kathryn McDowell

2. The Chairman of the Barbican Centre Board, Chairman of the Culture, Heritage & Libraries Committee (if not elected as a full Governor) and one representative of the Centre for Young

Musicians shall be permitted to attend the Board/Sub Committee meetings in a non-voting advisory capacity.

3. It should be noted that only **full** Governors may serve on the Audit & Risk Management, Remuneration, Nominations, Finance & Resources and Governance & Effectiveness Committees although others may be invited to attend.

### **Audit & Risk Management Committee**

4. The membership of the Audit & Risk Management Committee in 2012/13 was:

Jeremy Simons  
Wendy Mead  
Neil Constable  
Alderman Fiona Woolf  
*Vacancy*

5. There are five vacancies on the Audit & Risk Management Committee for 2013/14. Neither the Chairman of the Board of Governors nor members of the Finance & Resources Committee may serve on this Committee. The Board must elect the Chairman of the Audit & Risk Management Committee.
6. 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).
7. The specific responsibilities of the Board in respect of audit are:-
  - to appoint the Audit & Risk Management committee and its Chairman

- to consider, and where necessary, act on an annual report from the Audit & Risk Management committee
- to consider the annual report
- to appoint the external auditors
- to receive and approve the audited annual financial statements

(This is usually reserved to the governing body for its collective decision without delegation).

8. **Recommendations: That you consider the membership and elect a Chairman of the Audit & Risk Management Committee for 2013/14.**

### **Remuneration Committee**

9. The membership of the Remuneration Committee in 2012/13 was:
- Chairman of the Board - Alderman David Graves  
 Deputy Chairman of the Board - Deputy John Bennett  
 The Principal of the Guildhall School  
 Sir Andrew Burns  
 Neil Constable  
 Paul Hughes  
 Pamela Lidiard  
 Jeremy Simons
10. This Committee is yet to have its first meeting and will meet as and when required. The Terms of Reference of this Committee state that the membership should include at least three Members.
11. The Remuneration Committee will review and advise the Establishment Committee, as necessary, on the salaries, terms and conditions (and, where appropriate, severance payments) of the head of the institution and such other members of staff as the Board deems appropriate.
12. Membership of this Committee should include the Chairman of the Board, at least three other lay/independent members (not

necessarily members of the governing body) and the lay treasurer if such an office exists, from among whom a Committee Chairman should be appointed. The Principal may be a member of the Committee.

13. It should be noted that the School will remain **subject** to the Corporation's priorities, budgetary and other policies, financial regulations and standing orders. Furthermore, the City of London Corporation's Establishment Committee has overriding responsibility for human resources and employment within the City of London Corporation (including the Guildhall School).
14. The Remuneration Committee can, however, play a most helpful **advisory** role regarding the salaries of senior staff at the School and a mapping of the remuneration/skills etc required against other parts of the Higher Education Sector. Accordingly following the submission of its considered views to this Board, advice could then be fed into the establishment process within the City of London Corporation.
15. The 15 May 2006 meeting of the Board agreed "that a Remuneration Committee be established to act in an advisory capacity to this Board".
16. **Recommendations: That you consider the membership of the Remuneration Committee for 2013/14.**

### **Nominations Committee**

17. The membership of the Nominations Committee for 2012/13 was:  
  
Chairman of the Board – Alderman David Graves  
Deputy Chairman of the Board – Deputy John Bennett  
The Principal of the Guildhall School  
Christina Coker – *Co-opted Governor*  
Paul Hughes – *Co-opted Governor*  
Deputy Wendy Mead – *Court of Common Council Governor*  
Jeremy Simons – *Court of Common Council Governor*  
Alderman Fiona Woolf – *Court of Common Council Governor*  
Pamela Lidiard – *As senior Member of the Academic Staff*  
*Vacancy (Co-opted Governor)*

18. This Committee should include 3 Co-opted Governors and 3 Common Council Members together with one senior Member of the Academic Staff.
19. Governing bodies should establish a Nominations Committee to seek out and recommend the appointment of new lay/independent/co-opted members to the Governing Body. Membership of the Nominations Committee should include the Chairman of the Board (who should normally chair it), at least three other lay/independent/co-opted members, the Principal and at least one senior member of the academic staff.
20. The Comptroller and City Solicitor has confirmed that independent Members in terms of the Nominations Committee should encompass Court of Common Council Governors and the Co-opted Governors. Independent members are external and independent of the School.
21. Vacancies for lay/independent members and co-opted members should be publicised (including a job specification and a clear indication of the skills, knowledge and experience required) within and outside the institution. Staff and students, as well as members of the Board, should be invited to submit names to the Clerk of the Board in due course.
22. In making its recommendations to the Board, the Nominations Committee must pay regard to the balance of membership and the needs of the Guildhall School, and may keep a 'skills register' against which to consider the field of candidates. The question of inclusion of appropriate members of the local community should also be addressed.
23. The Nomination Committee meets as and when required.
24. The 15 May 2006 meeting of the Board agreed that a Nominations Committee should be established to make recommendations to the Board regarding the appointment of Non-City Governors.
25. **Recommendations: That you consider the membership of the Nominations Committee for 2013/14.**

### **Reference Sub Committee**

26. The Reference Sub Committee meets as and when required to consider any issues that arise outside of the normal cycle of the Board and which are not suitable to be advanced through the City's urgency procedures.
27. The membership of the Reference Sub Committee for 2012/13 was:  
  
Chairman of the Board – Alderman David Graves  
Deputy Chairman of the Board – Deputy John Bennett  
Sir Andrew Burns  
Deputy Stella Currie  
Vacancies x2
28. There are four vacancies and Governors are invited to express their interest in serving on the Reference Sub Committee.
29. **Recommendations: That you consider the membership of the Reference Sub Committee for 2013/14.**

### **Finance & Resources Committee**

30. The membership of the Finance & Resources Committee for 2012/13 was:  
  
Chairman of the Board – Alderman David Graves  
Deputy Chairman of the Board – Deputy John Bennett  
Sir Andrew Burns  
Deputy John Chapman  
Katharine Lewis (resigned December 2012)  
*Vacancies x2*
31. Members of the Audit & Risk Management Committee are **not** eligible to serve as Members of the Finance and Resources Committee and vice versa.
32. There are five vacancies and Governors are invited to express their interest in serving on the Finance & Resources Committee.
33. **Recommendations: That you consider the membership of the Finance and Resources Committee for 2013/14.**

## **Governance & Effectiveness Committee**

34. The Governance and Effectiveness Committee was originally set up at the 18 February 2008 Board meeting. The Committee has conducted the Governance & Effectiveness Review, which takes place every three years, with the recommendations being endorsed by the Board. It is proposed that the membership of the Committee remain the same, in principle, however there is one vacancy:

Chairman of the Board  
Deputy Chairman of the Board  
Chairman of the Audit & Risk Management Committee  
The Principal of the Guildhall School for the time being  
Sir Andrew Burns  
*Vacancy*

35. **Recommendations: That you consider the membership of the Governance & Effectiveness Committee for 2013/14.**

## **Dates of Board meetings in 2013 and 2014**

36. The Board will meet on the following dates/times for the remainder of 2013 and in 2014.

Wednesday 18 September 2013 at 1:45pm  
Monday 18 November 2013 at 1:45pm  
Monday 24 February 2014 at 1:45pm  
Monday 12 May 2014 at 1:45pm  
Monday 22 September 2014 at 1:45pm  
Monday 17 November 2014 at 1:45pm

## **Appendix A: Terms of Reference of Sub Committees**

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