

**GOVERNANCE AND EFFECTIVENESS COMMITTEE OF THE BOARD OF
GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC & DRAMA**

Wednesday, 24 October 2012

Minutes of the meeting of the Governance and Effectiveness Committee of the Board of Governors of the Guildhall School of Music & Drama held at Committee Room - 2nd Floor West Wing, Guildhall on Wednesday, 24 October 2012 at 1.45pm

Present

Members:

Sir Andrew Burns (Chairman)
Deputy John Bennett (Deputy Chairman)
Alderman David Graves
Professor Barry Ife
Katharine Lewis
Jeremy Simons

Officers:

Edward Foale	- Town Clerk's Department
Mathew Lawrence	- Town Clerk's Department
Natasha Dogra	- Town Clerk's Department

1. APOLOGIES

Apologies were received from Barry Ife.

2. DECLARATIONS BY MEMBERS OF ANY PERSONAL OR PREJUDICIAL INTERESTS IN RESPECT OF ITEMS ON THIS AGENDA

The Chairman declared a personal but non prejudicial interest as Chairman of the Hestercombe Gardens Trust. The School was currently undergoing discussions to provide Centre for Young Musicians-type facilities at Hestercombe House.

Alderman David Graves declared a personal but non-prejudicial interest as his daughter was at the Junior Guildhall.

Katharine Lewis declared a personal but non-prejudicial interest as her niece was a student at the School.

3. MINUTES

The public minutes of the meeting held on 27 September 2011 were approved as a correct record.

MATTERS ARISING

In response to a query from the Chairman, a Member advised that a professorship analysis was currently being undertaken and the intention was to convene the Remuneration Committee when this was complete.

In response to query from the Chairman, a Member, also a member of School staff, advised that a Student Grievance Report would appear on the agenda for the Board meeting to be held on 4 February 2013. Further reports would be scheduled for submission to the first Board meeting of the calendar year.

Members also noted that reports on the School's Strategic Aims and the Advisory Board for Enterprise were on the agenda for the Board meeting to be held on 19 November 2012.

3.1 BOARD OF GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC & DRAMA MINUTES

The public minutes and summary of the Meeting of the Board of Governors of the Guildhall School of Music & Drama held on 15 December 2011 were tabled. At this meeting the Board had considered the recommendations of the Governance & Effectiveness Committee.

In response to a question from the Chairman, the Chairman of the Board advised that the Governor Skills working party had not yet been established. Members noted that no Governors had been on training since December 2011. The Leadership Foundation for Higher Education provided relevant training courses, but it had not been possible to identify sufficient funds to pay for Governors to attend. The Chairman suggested that the School should collate relevant training courses and circulate these to Governors and ask the City if it could provide funding for Governor training.

Members noted that the Learning Strategy was scheduled for submission to the Board for review in 2013.

The Chairman believed that the role of staff and student governors as representatives of, without lobbying on behalf of, their "constituencies" could be emphasised better and suggested providing clarity on this issue in the School induction pack.

Members noted that there continued to be vacancies on several sub Committees of the Board of Governors. A Member suggested placing a standing item on the Board agenda to remind Governors of existing vacancies and ask volunteers to fill them.

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4. BOARD REGULARISATION UPDATE

A report of the Town Clerk explained that a report had been submitted to the Board of Governors at its meeting in May 2012, which set out how to realign the Board in accordance with the School's Instruments and Articles of Government, as approved by the Privy Council in 2006.

The Board recommended that certain issues be considered further by the Committee in particular, the quorum, the status of co-opted Governors and the possibility of allowing the Chairmen of the Barbican Centre Board

and the Culture, Heritage & Libraries Committee to become ex-officio Board Governors.

Members noted that an ex-officio Governor would have voting rights on all matters other than the election of Chairman and Deputy Chairman of the Board. They would also be ineligible to stand as Chairman or Deputy Chairman of the Board. A Member noted that the creation of ex officio Governors would contradict previous discussions in which it had been suggested that all Governors should have equal status and voting rights. Discussion ensued and Members decided it would be appropriate to appoint the Chairmen of the Culture, Heritage & Libraries Committee and Barbican Centre Board as ex-officio Board Governors only.

Members also noted that only City Governors would be eligible to stand as Chairman and Deputy Chairman, as only Common Councilmen and Aldermen were able to represent the Board at Court of Common Council meetings.

RESOLVED: that,

- i) Members note that any recommended changes to the constitution of the School made by the Sub-Committee will also subsequently require the approval of Policy & Resources Committee.
- ii) Members approve the current arrangements of the Board, which has been realigned with the Instrument and Articles of Government.
- iii) Governors note that the Privy Council may in future need to be approached to resolve the constitutional irregularities that have arisen relating to the Board. However, given that the Board is currently constituted constitutionally, this future approach only be made as part of a broader package of issues taken to the Privy Council that is appropriate to the seriousness of the Council's constitutional role.
- iv) As part of any such approach, it is recommended that the following recommendations be included: that,
 1. any such approach includes the request to change the definition of the quorum to be any seven Governors of the School;
 2. the Privy Council be asked to approve the Chairmen of the Barbican Centre Board and the Culture, Heritage and Libraries Committee being made *ex-officio* Governors of the School;
 3. these ex officio appointments would replace two existing City of London Corporation Governor positions.

5. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**

The Town Clerk clarified that, at the Board meeting on 14 May 2012, the membership of the Governance & Effectiveness Committee was appointed as follows:

- Chairman of the Board – Alderman David Graves
- Deputy Chairman of the Board – Deputy John Bennett (*Deputy Chairman of the Governance & Effectiveness Committee*)
- Sir Andrew Burns (*Chairman of the Governance & Effectiveness Committee*)
- Chairman of Audit & Risk Management Committee – Jeremy Simons
- The Principal of the Guildhall School for the time being – Professor Barry Ife
- Katharine Lewis

6. **ANY OTHER BUSINESS THAT THE CHAIRMAN CONSIDERS URGENT**

There were no urgent items.

7. **EXCLUSION OF THE PUBLIC**

RESOLVED: That under Section 100A of the Local Government Act 1972, the public be excluded from the meeting for the following items of exempt information as defined in Part 1 of Schedule 12A of the Local Government Act.

Item Nos.	Exempt Paragraphs
8	3

8. **NON PUBLIC MINUTES**

The non-public minutes of the meeting held on 27 September 2011 were approved as a correct record.

9. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE COMMITTEE**

There were no questions.

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

There were no urgent items.

The meeting ended at 2.45pm

Chairman

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