

BOARD OF GOVERNORS OF THE GUILDHALL SCHOOL OF MUSIC AND DRAMA

Monday, 12 May 2014

Minutes of the meeting of the Board of Governors of the Guildhall School of Music and Drama held at Committee Room - 2nd Floor West Wing, Guildhall on Monday, 12 May 2014 at 1.45pm

Present

Members:

Deputy John Barker
Deputy John Bennett
Christina Coker
Marianne Fredericks
Alderman David Graves
Gareth Higgins
Paul Hughes

Professor Barry Ife
Kathryn McDowell
Ann Pembroke
Alderman William Russell
John Scott
Jeremy Simons
Angela Starling

In Attendance

Deputy Catherine McGuinness
Nicy Roberts
Deputy John Tomlinson
Peter Young

Officers:

Rakesh Hira	- Town Clerk's Department
Niki Cornwell	- Chamberlain's Department
Jonathan Vaughan	- Guildhall School of Music & Drama
Clive Russell	- Guildhall School of Music & Drama
Christian Burgess	- Guildhall School of Music & Drama
Sean Gregory	- Guildhall School of Music & Drama
Michael Dick	- Guildhall School of Music & Drama
Hannah Bibbins	- Guildhall School of Music & Drama
Sian Brittain (nee James)	- Guildhall School of Music & Drama
Amy Grimes	- Guildhall School of Music & Drama
Esther Fowler	- Guildhall School of Music & Drama

Alderman William Russell took the Chair.

1. APOLOGIES

Apologies were received from Sir Andrew Burns, Neil Constable, Leuan Davies, Lucy Frew and Jeremy Mayhew.

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

Deputy Catherine McGuinness declared a non-pecuniary interest as her daughter was studying at the School.

Nicy Roberts declared her personal interest as a member of the CYM Monitoring Group, editor of the CYM newsletter UPBEAT, and organiser of the LSSO Alumni database (this was a standing declaration).

3. **ORDER OF THE COURT OF COMMON COUNCIL**

The Order of the Court of Common Council, 1 May 2014, appointing the Board and approving its Terms of Reference was received.

4. **ELECTION OF CHAIRMAN**

Governors proceeded to elect a Chairman pursuant to Standing Order No. 29. The Town Clerk read out a list of Governors eligible for the Chair, and Alderman David Graves, being the only Governor indicating his willingness to serve was duly elected Chairman for the ensuing year, and took the Chair.

RESOLVED – That Alderman David Graves be elected to serve as Chairman for the ensuing year.

5. **ELECTION OF DEPUTY CHAIRMAN**

Governors proceeded to elect a Deputy Chairman pursuant to Standing Order No. 30. The Town Clerk read out a list of Governors eligible to serve as Deputy Chairman, and Deputy John Bennett, being the only Governor indicating his willingness to serve was duly elected Deputy Chairman for the ensuing year.

RESOLVED – That Deputy John Bennett, Chief Commoner, be elected to serve as Deputy Chairman for the ensuing year.

The Chairman welcomed Lucy Frew and Alderman William Russell on joining the Board and thanked Deputy John Chapman and Alderman Fiona Woolf for their contribution and hard work whilst serving as Governors.

Taught Degree Awarding Powers

The Chairman referred to the Taught Degree Awarding Powers (TDAP) application which had been successful and approved by the Privy Council in April 2014. The Chairman pointed out that the School was now able to design, tailor and validate its own courses and would be enormously helpful to the ambition of the School. He thanked all members of staff and Governors who were involved in the TDAP scrutiny process.

6. **APPOINTMENT OF SUB COMMITTEES FOR 2014/15**

A report of the Town Clerk regarding the appointment of Members to serve on the Audit & Risk Management, Remuneration, Nominations, Reference, Finance & Resources and Governance & Effectiveness Sub Committees for

2014/2015, along with the Terms of Reference of each Sub Committee was considered.

The Chairman emphasised that it was expected that Governors would serve on at least one Sub Committee.

RESOLVED – That the 2014/15 membership of the Sub Committees be noted/approved as follows:

- a) the **Audit & Risk Management Committee** comprise the following Governors:
 - Jeremy Simons (elected Chairman of the Audit & Risk Management Sub Committee by the Board)
 - Christina Coker
 - Neil Constable
 - Angela Starling
 - **Vacancy Deferred**

- b) the **Remuneration Committee** comprise the following Governors:
 - Alderman David Graves, Chairman
 - Deputy John Bennett, Deputy Chairman
 - Sir Andrew Burns
 - Neil Constable
 - Barry Ife
 - Jeremy Simons
 - Paul Hughes
 - Alderman William Russell

- c) the **Nominations Committee** comprise the following Governors:
 - Alderman David Graves, Chairman
 - Deputy John Bennett, Deputy Chairman
 - Sir Andrew Burns
 - Christina Coker
 - Marianne Fredericks
 - Paul Hughes
 - Barry Ife
 - John Scott
 - Jeremy Simons

- d) the **Reference Sub Committee** comprise the following Governors:
 - Alderman David Graves, Chairman
 - Deputy John Bennett, Deputy Chairman
 - Deputy John Barker
 - Sir Andrew Burns
 - Alderman William Russell
 - Ann Pembroke

- e) the **Finance & Resources Committee** comprise the following Governors:
- Alderman David Graves, Chairman
 - Deputy John Bennett, Deputy Chairman
 - Deputy John Barker
 - Marianne Fredericks
 - Jeremy Mayhew
 - Alderman William Russell
 - John Scott
- f) the **Governance & Effectiveness Committee** comprise the following Governors:
- Sir Andrew Burns, Chairman
 - Deputy John Bennett, Deputy Chairman
 - Chairman of the Audit & Risk Management Sub Committee, Jeremy Simons
 - Alderman David Graves
 - Gareth Higgins
 - Barry Ife

7. **PUBLIC MINUTES**

The public minutes of the meeting held on 24 February 2014 were approved as a correct record subject to Jonathan Vaughan, Christian Burgess and Nicy Roberts being added to those who were in attendance.

8. ***PUBLIC MINUTES OF THE SKILLS WORKING PARTY**

The minutes of the Skills Working Party meetings held on 14 February 2014 and 14 April 2014 were received.

9. ***PUBLIC MINUTES OF THE FINANCE & RESOURCES COMMITTEE**

The public minutes of the Finance & Resources Committee held on 9 April 2014 were received.

10. ***PUBLIC MINUTES OF THE NOMINATIONS COMMITTEE**

The public minutes of the Nominations Committee held on 2 May 2014 were received.

11. **PRINCIPAL'S GENERAL REPORT**

A report of the Principal provided Governors with an update on the issues outlined below:

- Awards and Prizes
- Milton Court
- Taught Degree-Awarding Powers
- Student recruitment
- Brand Review
- Fundraising
- Guildhall Young Artists
- Service Based Review

A discussion took place with reference being made to the following areas:

Institutional Awards

The Principal informed the Board that Milton Court was the winner of the RIBA London Awards 2014 and would be going forward to the national stage process.

Milton Court

It was noted that to date there were 142 snags with two main issues in respect of the excessive heat in the Theatre Fly Tower and the rain water ingress in the basement plant areas. The necessary avenues were being explored to try to rectify the problems.

Taught Degree Awarding Powers

Following approval by the Privy Council to give the School taught degree awarding powers the School would now take this forward. A request in the future will also be made to the Privy Council to amend the articles and instruments of governance. It was noted that the Governance & Effectiveness Committee in October 2014 would look at this issue with particular regard to the Board's composition, size and shape.

Student Recruitment

The Principal explained that student recruitment was progressing very well and that Music was above target by 14 places.

Fundraising

The fundraising campaign was continuing to progress and it was envisaged that by the end of July 2014 a total of £3m would be expected to be reached from philanthropic income.

Service Based Reviews

The Principal reported that he would be attending a financial 'Star Chamber' meeting next week and that it was expected that the discussion would focus on the feasibility of reducing City of London support for the School by c. £1m per year from 2015/16.

RESOLVED – That the report be noted.

Agenda Item 25 in the non-public part of the agenda was taken next, with the public being excluded on that grounds that it involves the likely disclosure of exempt information as defined in Paragraph 3 of Part I of Schedule 12A of the Local Government Act. The public were re-admitted once this item was considered.

12. **SKILLS & EFFECTIVENESS REVIEW 2014**

A report of the Town Clerk informed Governors that the Skills Working Party had recently undertaken a skills and effectiveness review. The review had asked all Governors of the Board to comment on various aspects around the work of the Board and the management of meetings with regard to best practice and guidance from the Higher Education Funding Council for England (HEFCE) and the Leadership Foundation. It explored Governors' understanding of the Board's role, the input into and quality of meetings, the governance and clerking support received by the Board, and Governors' views on communication from the School. It went on to assess personal skills and attributes including specialist and technical areas relating to the School.

The non-attributable results of the effectiveness survey demonstrated that overall Governors were satisfied with the administration of the Board and that the role of the Board was understood. The results showed that Governors felt reports to the Board contained relevant information but could be more concise in nature, the length of Board meetings could be shorter and that a separate Governor's online portal could be made available to provide Governors with access to relevant material i.e. the Strategic Plan and other key documents.

The results of the skills audit demonstrated that the Board was strong in areas of governance, strategic management and business planning and that Governors had an interest and knowledge of the arts. There was, however, a lack of identified skills with regard to fundraising.

The review also highlighted that the Board was comprised of a number of Governors who had specific and relevant skills and knowledge to carry out their role, such as Governors who sat on other educational governing bodies and some with qualifications in Education, Music, Stage Management and Theatre, which all served to strengthen the governance of the School.

In response to a question by a Governor, the Principal explained that HEFCE remains a very significant institution in the HE sector, as it has a continuing role in regulating Higher Education Institutions and although HEFCE funding is less significant now than it was, still provides grants and with regard to the School provided approximately £2m a year.

It was noted that the two new Members to the Board had received an induction pack and 1-1 meetings with the Principal were in the process of being arranged.

Governors were asked to notify the Chairman, Deputy Chairman and Town Clerk if they had any particular views on the frequency of Board meetings.

It was noted that an informal 'Away Day' would be arranged for late October/early November.

RESOLVED – That the report be noted and the actions set out at Appendix C of the report be approved.

13. **ENTERPRISE - PRESENTATION**

A presentation was provided by the Entrepreneurship & Enterprise Manager, with the following points being highlighted:

- In terms of entrepreneurship and enterprise with Research & Knowledge Exchange the work was being embedded into the work of the School's core purpose. Enterprise and Research had the power to:-
 - unlock and provide space for innovation;
 - provide the environment and opportunities for staff, students and graduates to be entrepreneurial;
 - develop new skills;
 - provide opportunities for Knowledge Exchange within Higher Education, the creative industries and wider world. Knowledge
- Exchange was a new third tier strand in higher education funding, arising from the need to enhance the contribution HE makes to the economy and society.
- The following activities were taking place at the School:-
 - Professional development platforms for staff, graduates and creative professionals which would include Guildhall Creative Entrepreneur's and the School's Innovation Fund was launching in September 2014.
 - New educational pathways and courses in collaboration with the profession, which engaged new students, built student employability and responded to the current state of the arts were being explored. This is evidenced in the growing summer schools programme, as well as new undergraduate courses such as the BA pathway in video projection mapping.
 - New commercial activity was taking place with income generation being a crucial area. The most successful approach to this was where the School could bring in new revenue but also contributed to the School's academic development. This was illustrated again by video projection mapping, and the implementation of CPD and consultancy with the industry.
- In relation to fostering entrepreneurship & innovation, 2013/14 had been the launch year for the Creative Entrepreneurs scheme, run in partnership with development and fundraising enterprise, Cause4.
- The innovation fund allowed the School to trial new strands of activity which had the potential to generate new income, grow student recruitment and/or raise the School's profile within and beyond the higher education sector.
- Over 400 students took part in the Guildhall Summer Schools Programme with over 20 courses being run. The aim for the School was to ultimately make the School a Centre for Excellence in mindfulness.

- In September 2014 an updated Business Plan would be presented which will provide a full financial breakdown.

A discussion took place and Governors were supportive of the work being undertaken. It was emphasised that partnerships with other bodies were a key area which needed to be strengthened.

RESOLVED – That the update be noted.

14. **QUESTIONS ON MATTERS RELATING TO THE WORK OF THE BOARD**

Safeguarding Training

A lead Governor for Safeguarding requested that those Governors who had not completed the safeguarding training complete it in a timely fashion. It was highlighted that the training was extremely important and open to scrutiny. It was highlighted that although there were some basic areas which were covered in the modules it was vital that the overall on-line course was completed.

The Principal reported that the staff at Junior Guildhall at CYM had a 100% completion rate.

It was also noted that a file would be kept at the both the School and in the Town Clerk's Department for Governors, which would contain the safeguarding policy and other relevant information with the names/dates of when Governors had completed the safeguarding training course.

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

There were no urgent items.

16. **EXCLUSION OF THE PUBLIC**

RESOLVED – That under Section 100A(4) 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 Paragraph 3 of Part I of Schedule 12A of the Local Government Act as follows:-

Item	Paragraph
17-18	3
19, 20 & 21	1
22-26	3
27-28	-
29	1,4&7

17. **NON PUBLIC MINUTES**

The non-public minutes of the meeting held on 24 February 2014 were approved as a correct record.

18. ***NON PUBLIC MINUTES OF THE FINANCE & RESOURCES COMMITTEE**
The non-public minutes of the Finance & Resources Committee held on 9 April 2014 were received.
19. ***NON PUBLIC MINUTES OF THE NOMINATIONS COMMITTEE**
The non-public minutes of the Nominations Committee held on 2 May 2014 were received.
20. **PROPOSALS FOR THE RE-APPOINTMENT OF FIVE NON-CITY GOVERNORS AND THE APPOINTMENT OF A NEW NON-CITY GOVERNOR**
A report of the Principal was considered and agreed.
21. **RECOMMENDATION FOR FELLOWSHIPS AND HONORARY FELLOWSHIPS, 2014**
A report of the Principal was considered and agreed.
22. **ACCESS AGREEMENT 2015**
A report of the Principal was considered and agreed.
23. **HEADLINE FEES 2015/16**
A report of the Principal was considered and agreed.
24. **FINANCE REVIEW**
A report of the Chief Operating and Financial Officer was received.
25. **REFURBISHMENT AND MODIFICATION OF ACCOMMODATION IN SILK STREET BUILDING**
A report of the Principal was considered and agreed.
26. **DECISIONS TAKEN UNDER URGENCY PROCEDURES**
A report of the Town Clerk was received.
27. **NON PUBLIC QUESTIONS ON MATTERS RELATING TO THE WORK OF THE BOARD**
There were no questions.
28. **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.
29. **CONFIDENTIAL MINUTES**
The confidential minutes of the meeting held on 24 February 2014 were approved as a correct record.

The meeting ended at 3.42pm

Chairman

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