

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

Friday, 7 November 2014

Minutes of the meeting of the Governance and Effectiveness Committee of the Board of Governors of the Guildhall School of Music & Drama held at the Guildhall EC2 at 10.00 am

Present

Members:

Sir Andrew Burns (Chairman)
Alderman David Graves

Gareth Higgins
Jeremy Simons

Officers:

Peter Lisle
Alistair MacLellan
James Goodsell
Katharine Lewis

Assistant Town Clerk
Town Clerk's Department
Town Clerk's Department
Head of Registry Services, Guildhall School of Music
& Drama

1. APOLOGIES

Apologies were received from Deputy John Bennett and Professor Barry Ife.

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 21 November 2013 were approved as a correct record.

Matters Arising

Governor Training

In response to a question from the Chairman, the Head of Registry Services noted that no funding had been available to send the Students' Union President on the Leadership Foundation training for student governors. Following further comments from Members that such training ought to be provided and would involve only a very modest cost, the Chairman requested that the Head of Registry Services provide a note on the matter to the Board of Governors setting out training options and cost implications.

4. POST TDAP AMENDMENTS TO THE SCHOOL'S GOVERNANCE ARRANGEMENTS

The Committee considered a report of the Principal setting out amendments to the School's *Instrument and Articles of Government* and the terms of reference of the School's Teaching & Learning Board.

The Head of Registry Services noted that the Comptroller and City Solicitor's Department would be providing final feedback on the current draft shortly, that the Remembrancer had provided some drafting comments, and that the Chamberlain had expressed some concerns over the level of financial expertise guaranteed on the Board under the proposed arrangements.

The Chairman requested Members to provide their comments on the draft *Instrument and Articles of Government*. A Member noted that he was in favour of the proposed reduction of Common Councilmen on the Board to eight, two of whom would be ex-officio members. He voiced concern over the fact that one proposed ex-officio would be the Chairman of the Culture, Heritage and Libraries Committee, noting that City Corporation committees were more likely to be subject to amendment in their terms of reference and remit than the Board of Governors of the School, making it likely that a future Chairman of the Culture, Heritage and Libraries Committee would not necessarily be a relevant choice for ex-officio member compared with the Chairman of the Barbican Centre Board, which would continue to have close links with the School in the future. Therefore the Member suggested that the eight Common Council members instead be broken down into seven members elected by the Court with the Chairman of the Barbican Centre Board as ex-officio.

The Member went on to voice concern that Common Council members of the Board may not have the time available due to factors such as work pressure to serve on the Board's subcommittees, and in keeping with that, ex-officio members in particular may not have sufficient time to play an active role on the Board. Lastly, the Member noted that the proposed amendments may face opposition from some Members of the Court of Common Council given the perceived reduction in Common Council influence on the Board, in light of recent capital investments by the City Corporation in initiatives such as Milton Court, notwithstanding the fact that City Corporation funding of the School was proportionally being reduced over time to a predicted 20% in 2018.

The Chairman agreed with the importance of ensuring that Board members were prepared to play an active role in the Board's subcommittees. He went on to query what role the Nominations Committee would have in the selection process in relation with the Court of Common Council, and whether it could insist on Members playing an active role on sub committees if elected to the Board.

The Assistant Town Clerk replied that another of the City Corporation's committees, the Education Board, operated a similar process when it came to recommending to the Court of Common Council the appointment of governors of the City Academies - whilst the Education Board had the power to recommend a particular candidate, the final decision rested with the Court of Common Council and therefore it would be sensible to ensure that the Nominations Committee set preferred criteria on skills and experience required of governors.

An Alderman noted that it would be sensible to operate reciprocal relationships between City Corporation committees that had similar responsibilities. In the

case of the Board, he noted that there was a close operational link between the School and the Barbican Centre, and the proposed arrangement should seek to develop that. He noted the potential disadvantage of less engagement between the School and the City Corporation in the event of the number of Common Councilmen on the Board being reduced. Whilst he accepted that some members of the Common Council would see merit in the reduction, he voiced concern that over time the reduction in representation would lead to a loss of a sense of obligation to the School by the City Corporation. He concluded by noting that committee Chairman played an influential role in the political life of the City Corporation and to have three on the Board would be of benefit to the School.

The Chairman summarised this area of debate by noting that it was not the intention of the Articles to undermine the support of the City of London Corporation on the Board, and that reference to the Chairman of the Culture, Heritage and Libraries Committee was a drafting point, rather than a substantive one.

The Assistant Town Clerk went on to query what rights the ex-officio members were envisaged as having. He noted that under the Standing Orders of the City of London Corporation, ex-officio members were not allowed to stand for either Chairman or Deputy Chairman, nor vote on committee matters. He added that, if it was the intention for ex-officio members of the Board to have the right to vote, this would require a waiver of Standing Orders. Those present agreed that the intention was for ex-officio members to have voting rights but to be excluded from being Chairman or Deputy Chairman, to which the Assistant Town Clerk advised that the reasons for doing so needed to be clearly articulated.

In response to a query from the Chairman, a member replied that the role of a Nominations Committee would be to set a job specification for Board members. The Assistant Town Clerk added that it would also conduct a skills audit of governors and individuals interested in standing for governor, and recommend individuals for election by the Court of Common Council. The Town Clerk committed to sharing with the Head of Registry Services the Nominations process employed by other City of London Corporation committees.

An Alderman noted that, if the number of Common Councilmen on the Board was to be reduced, it was important to ensure that the calibre of governor was maintained. He suggested that financial and fundraising expertise be included as a requirement for potential governors.

The Assistant Town Clerk commented on the intended clerking arrangements for the Board. He noted that the Instrument had not changed the role of clerk away from being the responsibility of the Town Clerk. He suggested that if the Board wished to adopt different arrangements, this would require further conversations between the School and the City of London Corporation. He concluded by noting that on page 11, paragraph eight, the Ordinances would need to be aligned with the White Paper approved by the Court of Common Council.

In response to an observation by the Head of Registry Services that the new Articles had to acknowledge the existence of the School's Academic Board and the locus of responsibility for awarding degrees, members went on to discuss the practicalities of implementing the new Articles. An Alderman suggested that the changes be approved by the Court of Common Council in April 2015, to which the Head of Registry Services replied that the new statutory powers enjoyed by the School would be exercised in summer 2015.

In response the Assistant Town Clerk replied that this timetable was achievable, but that a particularly important issue to address in the meantime was what would happen to current City of London Corporation members of the Board in the event of City of London Corporation membership being reduced, and that this process would need to be mapped out.

In response to questions from the Chairman, the Head of Registry Services confirmed that article 2 did not preclude governors from serving a total of nine years as under present arrangements. The Assistant Town Clerk noted that the Board of Governors would also be subject to the City of London Corporation's Standards Committee. He went on to suggest that the sentence detailing the quorum be amended from specifying the Chairman or Deputy Chairman to any Common Council member, given the intention was to ensure Common Council involvement in any given Board meeting.

An Alderman suggested that paragraph 13 be amended to allow the immediate past Chairman the flexibility of choosing whether they wished to be Deputy Chairman, in line with City of London Corporation Standing Orders. The Assistant Town Clerk noted that officers would review the Articles as a whole to ensure they were in line with City of London Corporation Standing Orders.

At the suggestion of the Chairman, it was agreed that paragraph 17 be amended to allow for an authorised representative of the Town Clerk to be nominated as Clerk of the Board. In response to a query then put by the Chairman, an Alderman replied that the procedure outlined in paragraph 23 was a device to allow repetitive debate to be dealt with fairly and appropriately.

In response to a further question from the Chairman, the Head of Registry Services replied that the paragraph concerning the procedure for staff member elections was included to provide clarity. In response to a question from a Member about the Academic Board and its subcommittees, the Head of Registry Services confirmed that academic appeals would be heard by an Appeals Committee of the Academic Board and the diagram would be amended accordingly.

In response to a question from an Alderman, the Assistant Town Clerk confirmed that there was precedent to elect members to a Board or Committee on a staggered basis to ensure that wholesale changes were not necessary at the end of each term of office. Members agreed that existing terms of office could be offered to Common Council members reappointed to the Board once the new arrangements had been agreed.

RESOLVED, that members,

- Note the amendments Teaching & Learning Board terms of reference and change of name to the Academic Board;
- Approve amendments and suggested changes to the *Instrument and Articles of Government* and recommend the *Instrument and Articles* to the Board of Governors of the Guildhall School of Music & Drama for approval.

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

There were no questions.

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

There were no urgent items.

7. **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 on the grounds that they involve the likely disclosure of exempt information as defined in Part I of the Schedule 12A of the Local Government Act.

Items	Paragraph
8-10	3

8. **NON PUBLIC MINUTES**

The non-public minutes of the meeting held on 21 November 2013 were approved as a correct record.

9. **NON PUBLIC 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 closed at 11.50 am

Chairman

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