

<b>Committee:</b> Board of Governors of the Guildhall School of Music & Drama	<b>Date:</b> 11 May 2015
<b>Subject:</b> Appointment of Sub-Committees for 2015/2016	<b>Public</b>
<b>Report of:</b> Town Clerk	<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 2015/2016.</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 2015/16 <b>and</b> appoint a Chairman.</li> <li>(c) That you consider the membership of the Remuneration Committee for 2015/16.</li> <li>(d) That you consider the membership of the Nominations Committee for 2015/16.</li> <li>(e) That you consider the membership of the Reference Sub-Committee for 2015/16.</li> <li>(f) That you consider the membership of the Finance &amp; Resources Committee for 2015/16.</li> <li>(g) That the membership of the Governance &amp; Effectiveness Committee remains unchanged for 2015/16.</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 Bennett, Deputy  
John Chapman, Deputy  
Marianne Fredericks  
Lucy Frew  
David Graves, Alderman  
Vivienne Littlechild  
Jeremy Mayhew  
William Russell, Alderman  
John Scott  
Jeremy Simons  
Angela Starling

### **Principal of the Institution**

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

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

Gareth Higgins (elected by the Administrative Staff)  
Jo Hensel (elected by Academic Staff)

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

Alex Tostdevine as President of the Students' Union (to July 2015)

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

Sir Andrew Burns, KCMG  
Christina Coker  
Neil Constable  
Michael Hoffman  
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 2014/15 was:
- Jeremy Simons (elected Chairman by the Board)  
Christina Coker  
Neil Constable  
Angela Starling  
Vacancy
5. There are five vacancies on the Audit & Risk Management Committee for 2015/16. 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 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 2015/16.**

### **Remuneration Committee**

9. The membership of the Remuneration Committee in 2014/15 was:
- Chairman of the Board  
Deputy Chairman of the Board  
The Principal of the Guildhall School

Sir Andrew Burns  
Neil Constable  
Jeremy Simons  
Paul Hughes  
Alderman William Russell

10. The Terms of Reference of this Committee state that the membership should include at least three Members and that if necessary should make recommendations to the Board of Governors and the Establishment Committee in respect of overall staffing pay structure, having regard to equal opportunities.
11. 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.
12. 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).
13. 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 Corporation.
14. **Recommendations: That you consider the membership of the Remuneration Committee for 2015/16.**

**Nominations Committee**

15. The membership of the Nominations Committee for 2014/15 was:  
  
Chairman of the Board  
Deputy Chairman of the Board  
The Principal of the Guildhall School  
Sir Andrew Burns  
Christina Coker  
Marianne Fredericks  
Paul Hughes  
John Scott  
Jeremy Simons
16. This Committee should include 3 Co-opted Governors and 3 Common Council Members together with one senior Member of the Academic Staff.

17. 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.
18. 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.
19. 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.
20. 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.
21. The Nomination Committee meets as and when required.
22. 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.
23. **Recommendations: That you consider the membership of the Nominations Committee for 2015/16.**

#### **Reference Sub-Committee**

24. 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.
25. The membership of the Reference Sub-Committee for 2014/154 was:  
  
Chairman of the Board  
Deputy Chairman of the Board  
Deputy John Barker  
Sir Andrew Burns  
Alderman William Russell  
Ann Pembroke

26. There are four vacancies and Governors are invited to express their interest in serving on the Reference Sub Committee.
27. **Recommendations: That you consider the membership of the Reference Sub-Committee for 2015/16.**

#### **Finance & Resources Committee**

28. The membership of the Finance & Resources Committee for 2014/15 was:
- Chairman of the Board  
Deputy Chairman of the Board  
Deputy John Barker  
Marianne Fredericks  
Jeremy Mayhew  
Alderman William Russell  
John Scott
29. Members of the Audit & Risk Management Committee are **not** eligible to serve as Members of the Finance and Resources Committee and vice versa.
30. There are five vacancies and Governors are invited to express their interest in serving on the Finance & Resources Committee.
31. **Recommendations: That you consider the membership of the Finance and Resources Committee for 2015/16.**

#### **Governance & Effectiveness Committee**

32. The Governance and Effectiveness Committee was originally set up at the 18 February 2008 Board meeting. The Committee undertakes a Governance & Effectiveness Review every three years, with the recommendations being submitted to the Board. It is proposed that the membership of the Committee remain the same, in principle:
- 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  
Gareth Higgins
33. **Recommendations: That you agree the membership of the Governance & Effectiveness Committee for 2015/16 as above.**

#### **Cultural Hub Working Party**

34. The Terms of Reference of the Policy and Resources Committee's Cultural Hub Working Party also allow for the Chairman of the Board of

Governors to elect to serve personally on that Working Party, or to nominate a representative from the Board to serve on their behalf. The Chairman, following their election at today's meeting, is therefore asked to confirm whether they are content to serve or whether they would wish to nominate a representative to serve on their behalf.

### **Dates of Board meetings in 2015 and 2016**

35. The Board will meet on the following dates/times for the remainder of 2015 and in 2016.

7 September 2015 at 1:45pm

16 November 2015 at 1:45pm

22 February 2016 at 1:45pm

9 May 2016 at 1:45pm

19 September 2016 at 1:45pm

14 November 2016 at 1:45pm

### **Appendices**

- Appendix A: Terms of Reference of Sub-Committees

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