

Committee: Board of Governors of the Guildhall School of Music & Drama	Date: 3 July 2017
Subject: Appointment of Sub Committees for 2017/2018	Public
Report of: Town Clerk	For Decision
Report Author: Gemma Stokley	

Summary

The purpose of this report is to consider the appointment of your Audit & Risk Management, Remuneration, Nominations, Reference Sub, Finance & Resources and Governance & Effectiveness Committees for 2017/2018.

Recommendations:

- (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).
- (b) That you consider the membership of the Audit & Risk Management Committee for 2017/18 **and** appoint a Chairman.
- (c) That you consider the membership of the Remuneration Committee for 2017/18.
- (d) That you consider the membership of the Nominations Committee for 2017/18.
- (e) That you consider the membership of the Reference Sub Committee for 2017/18.
- (f) That you consider the membership of the Finance & Resources Committee for 2017/18.
- (g) That the membership of the Governance & Effectiveness Committee remains unchanged for 2017/18.

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
Michael Cassidy, CBE, Deputy
John Chapman
Stuart Fraser CBE
Marianne Fredericks
David Graves, Alderman
Vivienne Littlechild JP
Jeremy Mayhew
Graham Packham
Sheriff William Russell, Alderman
Jeremy Simons

Principal of the Institution

Lynne Williams as Principal of the Guildhall School of Music & Drama

Institution's Academic Staff (2)

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

Institution's Student Representative

Thomas Steer as President of the Students' Union (to end July 2016)

Co-opted Governors (5)

Sir Andrew Burns, KCMG
Christina Coker OBE
Professor Geoffrey Crossick
Shreela Ghosh
Michael Hoffman
Vacancy

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 2016/17 was:

- Christina Coker (elected Chairman by the Board)
 - Marianne Fredericks
 - Lucy Frew
 - Jeremy Simons
 - Neil Constable (Co-opted on to the Audit and Risk Management Committee at the Board's agreement)
5. There are five vacancies on the Audit & Risk Management Committee for 2017/18. 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 2017/18.**

Remuneration Committee

9. The membership of the Remuneration Committee in 2016/17 was:
- Deputy John Bennett (Chairman)
 - Vivienne Littlechild (Deputy Chairman)
 - Barry Ife (Principal)
 - Alderman David Graves
 - Alderman William Russell

- Jeremy Simons

10. The Terms of Reference of this Committee state that the membership should include at least three Members non Common Council Governors and two Common Council Governors and that, if necessary, it 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 2017/18.**

Nominations Committee

15. The membership of the Nominations Committee for 2016/17 was:
 - Deputy John Bennett (Chairman)
 - Vivienne Littlechild (Deputy Chairman)
 - Barry Ife (Principal)
 - Sir Andrew Burns (co-opted Governor)
 - Christina Coker (co-opted Governor)
 - Marianne Fredericks (Common Councilman)
 - Jo Hensel (Academic Staff)
 - Michael Hoffman (co-opted Governor)
 - Jeremy Mayhew (Common Councilman)
 - Jeremy Simons (Common Councilman)
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 2017/18.**

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 2016/17 was:
 - Deputy John Bennett (Chairman)
 - Vivienne Littlechild (Deputy Chairman)
 - Deputy John Barker
 - Sir Andrew Burns
 - Michael Hoffman
 - Alderman William Russell
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 2017/18.**

Finance & Resources Committee

28. The membership of the Finance & Resources Committee for 2016/17 was:
- Deputy John Bennett (Chairman)
 - Vivienne Littlechild (Deputy Chairman)
 - Deputy John Barker
 - Deputy John Chapman
 - Alderman David Graves
 - Michael Hoffman
 - Alderman William Russell
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 2017/18.**

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. The membership of the Committee for 2016/17 was:
- Sir Andrew Burns (Chairman)
 - Deputy John Bennett (Chairman of the Board)
 - Vivienne Littlechild (Deputy Chairman of the Board)
 - Christina Coker (Chairman, Audit & Risk Management Sub Committee)
 - Lynne Williams (Principal)
 - Gareth Higgins
 - Lucy Frew
33. There are three vacancies and Governors are invited to express their interest in serving on the Finance & Resources Committee.
34. **Recommendations: That you consider the membership of the Governance & Effectiveness Committee for 2017/18.**

Appendices

- Appendix A: Terms of Reference of Sub Committees

Contact:

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