

Committee(s):	Date(s):
Board of Governors of the Guildhall School of Music and Drama	14th May 2012
Subject: Board Regularisation update	Public
Report of: Town Clerk	For Decision
<p><u>Summary</u></p> <p>This report clarifies recent changes to the Board's membership following its realignment with the Guildhall School's Instrument and Articles of Government and sets out how the Board can raise any outstanding constitutional issues related to the Instrument and Articles for resolution.</p> <p>Recommendations</p> <ul style="list-style-type: none"> • The Report is noted. • Any outstanding constitutional issues relating to the Instrument and Articles are sent to the Board's Governance and Effectiveness Committee for consideration, with a view to inputting into the Corporation's post-implementation Governance Review. 	

Main Report

1. Due to an oversight in the Town Clerk's office, the Board of Governors as previously constituted had moved out of line with the Guildhall School's Instrument and Articles of Government, as set out by the Privy Council in 2006. The Board was subsequently realigned with the Instrument and Articles by a report that went to the City's Policy and Resources Committee in March 2012 and was approved by the Court of Common Council in April. As it is currently constituted, the Board is now in line with the Instrument and Articles of Government set out by the Privy Council.
2. These changes have affected individual Governors and the Board as a whole but were necessary, particularly considering the greater scrutiny the School is under due to it seeking degree-awarding powers.
3. If, however, the Board has remaining constitutional issues they would like to raise, and they cannot be resolved by pragmatic internal solutions, it is recommended that these issues are brought to the Governance and Effectiveness Committee of the School which can make recommendations to the Corporation's post-implementation Governance Review if desired. If it is still felt that the Privy Council needs to be approached after the Review, and all other avenues to resolve the issue have been explored internally, this approach can be considered, subject to approval of the Court of Common Council.
4. Given the constitutional seriousness, the risk of exposing the School to greater constitutional scrutiny at a sensitive point in the degree-awarding process, and the length of time an approach to the Privy Council involves to seek approval to change the Instrument and Articles of Government, such an approach is recommended only as the last resort to resolving any outstanding issues. This is particularly the case as previous irregularities have now been resolved.
5. The changes brought the Board back into alignment with the Instrument and Articles. They were as follows:
 - a. The two City Corporation *ex officio* appointments (the Barbican Chairman and the Culture, Heritage and Libraries Chairman) have stood down from the Board as Governors and instead a standing invitation has been extended to

these Members to attend the meetings of the Board in a non-voting, advisory capacity. The Board may wish to consider whether it wants the Barbican Chairman to be a formal member of the Board, as this is part of the "common platform" (and is mirrored on the Barbican side by having the Guildhall School chairman as an *ex officio* member). Similar consideration can be given to the position of the Culture, Heritage and Libraries Chairman. If the Board would like to recommend this change, it is recommended that it is referred to the Guildhall's Governance & Effectiveness Committee, who in turn can then inform the City Corporation's post-implementation Governance review of their considered view.

- b. The *ex officio* appointment for the representative from the Centre for Young Musicians has also been removed as a Governor and has been issued an invitation to attend the Board in a non-voting, advisory capacity for the remaining period of their originally agreed appointment.
 - c. Due to maximum term limits established by the Instrument and Articles of Government for Governors to sit on the Board, the recent Chairman has stepped down from the Board as a Governor, and therefore stepped down from both the Chairmanship and any possible Deputy Chairman positions. Reflecting the wishes of the Board at the last meeting, to help ease the transition process, the Policy and Resources Committee suggested extending an invitation to the recent Chairman to attend the Board in a non-voting, advisory capacity for one year.
 - d. These changes will necessitate electing both a new Chairman and a new Deputy Chairman. All Governors are eligible to vote in the elections.
6. Finally, the issue of the Board's quorum has recently caused concern. The recent issues surrounding the question of whether the Board is quorate reflect the unfortunate anomalous nature of the Board's composition this year, with a number of City Members holding positions, such as Lord Mayor, that make their attendance at the Board difficult. This is unlikely to arise in the future. However, if the Board would like the quorum issue to be considered further, it is recommended the Governance and Effectiveness Committee consider the issue and make their recommendation to the post-implementation Corporate review, as appropriate.
7. If there are further issues felt outstanding relating to the recent governance reforms, the Board has a chance to raise them, and if desired, forward them to the Governance and Effectiveness Committee.

Conclusion

This report has set out changes to the Board following the regularisation of the Instrument and Articles of Government. It offers a springboard to discuss any remaining outstanding constitutional issues, which can be brought to the Governance and Effectiveness Committee of the School which can make further recommendations to the Corporation's post-implementation Governance review if desired. It has advised that internal solutions should be fully explored before going to the Privy Council to seek constitutional amendments.

Appendix

- The Instrument and Articles of Government of the Guildhall School of Music and Drama
- Policy and Resources Committee report, March 2012, Guildhall School of Music & Drama Governance Review