

Guildhall School of Music & Drama

Governing Document

Introduction

Guildhall School of Music & Drama (a registered higher education provider) (hereinafter “the School”) is an institutional department of the City of London Corporation. The City of London Corporation is the proprietor of the School, acting in its general corporate capacity. The Board of Governors (hereinafter “the Board”) is a Grand Committee of the City of London Corporation’s Court of Common Council (hereinafter “the Court”). For most purposes, the Board acts as the School’s governing body, via delegated authority from the Court; however, there are certain areas where it does not have authority; for example, updating its governing documents, appointing Common Council Members, taking decisions under urgency, and dissolving the Academic Board.

The purpose of the Board is to provide strategic guidance and oversight of the operation of the School; providing support and constructive challenge to the Principal and the School Executive. Membership is analogous to the role of a non-executive director of a private company, or trustee of a charity, which means that members remain independent of the School’s management and are not directly involved in the day-to-day operations of the School, which is the responsibility of the Principal and School Executive.

The Board of Governors is responsible and accountable for all activities of the Institution; approving all final decisions on matters of fundamental concern within its remit, ensuring that all decisions are aligned with the School’s stated purpose and values, and supporting the delivery of the School’s strategy on a sustainable basis – whilst operating within the City of London Corporation’s corporate governance framework.

Membership

Membership of the Board is comprised of members of the Court (‘Common Council Governors’), independently co-opted members (‘Independent Governors’), *ex officio* governors and representatives from the School’s academic and professional services staff (‘Staff Governors’).

The School occupies a distinctive governance position as a department of the City of London Corporation rather than a separate legal entity. Its registration with the Office for Students (‘OfS’), and compliance with the OfS regulatory framework, require governance arrangements that uphold the public interest governance principles and operate effectively in practice. In that context, Common Council Members serving on the Board must exercise independent judgment in the interests of the School, with proper regard to students and other relevant stakeholders, and must not be subject to improper direction or undue influence from external interests, including the City of London Corporation in its capacity as funder or corporate parent. Any actual or perceived conflicts of interest should be declared and managed transparently.

Independent Governors bring specialist knowledge from the Higher Education (HE) sector, the performing arts industry, and other specialisms critical to ensuring the effectiveness of the Board of Governors of a conservatoire and small specialist institution. Independent Governors play a vital role in the work of the Board and have equal status to Common Council Governors in the Board’s governance and decision-making processes.

Regulatory Framework and Governance

The School is registered with the OfS as a higher education provider and has formally adopted the Committee of University Chairs’ Higher Education Code of Governance (hereinafter “the CUC Code”) as part of its commitment to meeting its ongoing Conditions of Registration with the OfS. Separately, as a function of the City of London Corporation, the School is also subject to the City of London Corporation’s corporate governance framework, including the Standing Orders of the Court of Common Council (hereinafter the “Standing Orders”).

Committee Structures

The CUC Code recommends the governing body consider a committee sub-structure which supports its effective operation, with specific consideration being given to Audit, Finance, and Nominations committees. These considerations are met, respectively, by the Board's Audit & Risk, Finance & Resources, and Governance & People committees. As well as this, the Public Interest Governance Principles require that the governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with a Senate, Academic Board, or equivalent.

Definitions

“the Academic Board”	means the committee established by the governing body, responsible for the regulation of the academic work of the School
“the Audit & Risk Committee”	means the committee established by the governing body, responsible for overseeing all aspects of audit and quality control, both internal and external
“the Board of Governors”, or “the Board”	means the Board of Governors of Guildhall School of Music & Drama, as appointed from time to time in accordance with City of London Corporation Standing Orders
“the City of London Corporation” or “the Corporation”	means the Mayor and Commonalty and Citizens of the City of London
“the Court of Common Council”	means the Court of Common Council of the City of London Corporation
“governor(s)”	means all governors that make up the constitution of the Board as appointed from time to time, who have full voting rights
“the Higher Education Code of Governance”, or “the CUC Code”	means the Higher Education Code of Governance, as amended or substituted from time to time by the Committee of University Chairs (CUC)
“officers”	means those members of staff invited to attend meetings of the Board of Governors in a non-voting capacity
“the OfS”	means the Office for Students, the independent regulator of Higher Education in England
“the CUC”	means the Committee of University Chairs

“the School”	means Guildhall School of Music & Drama (an institutional department of the City of London Corporation and registered higher education provider)
“the School Executive”	means the collective decision-making body of the Executive Directors of the School, as appointed from time to time
“the Secretary to the Board of Governors”, or “the Secretary”	means the role of the Secretary as defined by the CUC
“the senior independent governor (SIG)”	means the role of the Senior Independent Governor (SIG) as defined by the Committee of University Chairs
“standing order(s)” and/or “Corporate Governance Framework”	means the Standing Orders and/or Corporate Governance Framework of the City of London Corporation, as amended from time to time
“the Governance & People Committee”	means the sub-committee of the governing body, established to seek out and recommend the appointment of governors; ensure the effectiveness of governance arrangements; and review the School’s remuneration principles
“the Principal”	means the Principal of the School as appointed from time to time
“the Town Clerk”	means the Town Clerk and Chief Executive of the City of London Corporation as elected from time to time

1. Constitution

- 1.1 The constitution of the Board shall be a maximum of 22 members¹, comprised of:
- (a) up to eight (8), but no fewer than six (6), governors elected by and from the Court of Common Council;
 - (b) up to twelve (12), but no fewer than eight (8), independent governors appointed by the Board;
 - (c) the Principal of the School (*ex officio*);
 - (d) the President of the School’s Student Union (*ex officio*);
 - (e) one governor elected by and from the School’s academic (teaching) staff; and,
 - (f) one governor elected by and from the School’s professional services (non-teaching) staff.

¹ The constitution of the Board shall be comprised of appointments of Common Council and independent governors within the given ranges, actively managed so as not to exceed an aggregate maximum of 22 members, including the ex-officio and staff governors.

- 1.2 With the exception of the ex officio governors, and subject to any shorter time-limited appointment or reappointment made in accordance with this Governing Document, the normal term of office for governors shall be three years, renewable twice, for a maximum of nine years, to run consecutively².

2. Appointment

Court of Common Council Governors

- 2.1 Governors from the Court of Common Council shall be elected in accordance with the City of London Corporation Standing Orders as amended or substituted from time to time.
- 2.2 During the annual appointment process, the Governance & People Committee may advertise to the Court, via the appropriate channels, the skills, knowledge, and experience sought on the Board from time to time, as informed by the Board's Skills Register and latest skills audit.

Independent Governors

- 2.3 The recruitment process for independent governors shall be run by the School, in consultation with the Chair, Deputy Chairs, Chair of the Governance & People Committee and Board Secretary/Clerk (as appropriate).
- 2.4 The Governance & People Committee shall oversee the advertisement of vacancies for independent governors, indicating the skills, knowledge, and experience required for the post, as informed by the Board's Skills Register and latest skills audit.
- 2.5 The Governance & People Committee will appoint a recruitment panel to include members of the School's Executive and representatives of the Board.
- 2.6 The Board may, where it considers it beneficial to the effective governance of the School, appoint an Independent Governor for a specified time-limited period shorter than the normal term of office. Such appointments may include, but are not limited to, instances where it is considered necessary or desirable to support strategic review, significant institutional change, governance renewal, governance effectiveness review, emerging strategic priorities, succession planning, or the overall capability and capacity of the Board.
- 2.7 Exceptionally, the Board may reappoint an existing Independent Governor for a specified time-limited period where it considers this necessary or desirable to support continuity, succession planning, strategic review, governance renewal, governance effectiveness review, significant institutional change, or the overall capability and capacity of the Board.
- 2.8 The time-limited nature, duration, purpose and basis of any appointment or reappointment under paragraphs 2.6 or 2.7 shall be made clear during the appointment or reappointment process and recorded at the point of appointment or reappointment.
- 2.9 An Independent Governor appointed or reappointed for a time-limited period shall have the same status, rights and responsibilities as other Independent Governors while serving on the Board.
- 2.10 A time-limited appointment or reappointment shall expire automatically at the end of the specified period, without prejudice to the individual's eligibility for subsequent appointment in accordance with the usual appointment arrangements, subject to the maximum period of service set out in this Governing Document.
- 2.11 Service under a time-limited appointment or reappointment shall count towards the maximum period of service for Independent Governors, unless the Board determines otherwise at the point of appointment or reappointment and records the reasons for doing so.

² The Board shall have discretion, where it determines that appointments should be made for shorter periods for particular reasons (e.g., to react to governance and effectiveness reviews or facilitate succession planning), it shall have the discretion to do so.

- 2.12 No such appointment or reappointment shall cause the Board to exceed the maximum number of Independent Governors or the maximum overall membership set out in this Governing Document.

Staff Governors

- 2.13 Elections for the appointment of governors from the School's academic and professional services staff shall be conducted by the School, in consultation with the Chair, Deputy Chairs, Chair of the Governance & People Committee, and Board Secretary/Clerk (as appropriate).

3. Conduct

- 3.1 All governors – whether they be City Corporation Members or else otherwise elected, nominated, appointed, or *ex officio* – are subject to the City Corporation's Member Code of Conduct and must always act:
- (a) ethically, in line with the principles of public life (the Nolan Principles, or the Seven Principles of Public Life);
 - (b) in accordance with the ethical frameworks of both the School and the City of London Corporation (as amended from time to time); and,
 - (c) in the interests of the School, its students, and other stakeholders.
- 3.2 Governors must act, and be perceived to act, impartially, and not be influenced by social or business relationships.
- 3.3 In protecting institutional reputation and autonomy, the governing body must ensure that its decision-making processes and those of the School are ethical and free of any undue pressures from external interest groups, including donors, alumni, corporate sponsors, and political interest groups.

4. Statement of Primary Responsibilities

- 4.1 The Board of Governors is to be responsible for:
- (a) the mission, character, and reputation of the School, determining the values and standards that support strategy and operation;
 - (b) engaging with the School Executive on the development, and subsequent approval of, a Strategic Plan, and its ongoing monitoring and evaluation;
 - (c) the effective and efficient use of resources;
 - (d) the approval of an annual Business Plan;
 - (e) the approval of annual estimates of income and expenditure;
 - (f) the setting of fees for students attending the School;
 - (g) the appointment of the Principal (and, where appropriate, their deputy)³;
 - (h) the general welfare of students in consultation with the Academic Board;
 - (i) the management of the School's land and buildings belonging to the City of London Corporation (with the exception of those which are the province of another committee); and,
 - (j) authorising the institution of any civil proceedings (e.g. for recovery of debts) arising out of the exercise of its functions.

³ In accordance with the Court of Common Council's Member-led recruitment policy for Chief Officer and senior posts, as amended or substituted.

5. The Principal

- 5.1 Without prejudice to the rights of the City of London Corporation, the Board of Governors, or any sub-committee thereof, and subject to any relevant overarching City Corporation corporate governance requirements, the following powers are delegated to the Principal:
- (a) to make such decisions and to initiate such action as they deem necessary in the interests of the efficient running of the School and the services provided by the School;
 - (b) to make proposals to the Board about the educational character and mission of the School and to implement the decisions of the Board;
 - (c) the appointment, assignment, appraisal, and dismissal of staff;
 - (d) the maintenance of student discipline and the suspension or expulsion of students on disciplinary grounds in accordance with the procedures relating thereto in force from time to time and the implementation of decision to expel students for academic reasons;
 - (e) to incur revenue and capital expenditure and enter into commitments on behalf of the City of London Corporation where appropriate provision has been included in either the revenue or capital estimates, subject to compliance with Standing Orders; and,
 - (f) to act as Accountable Officer for OfS purposes.

6. Staff

- 6.1 Each member of staff of Guildhall School of Music & Drama shall serve under a contract of employment with the City of London Corporation.

7. Chair & Deputy Chairs

- 7.1 The Board shall have:
- (a) one Chair, elected from the Court of Common Council governors of the Board;
 - (b) one Deputy Chair, elected from the Court of Common Council governors of the Board; and,
 - (c) one Deputy Chair, elected from the independent governors of the Board.

Appointment

- 7.2 The Chair and Deputy Chairs of the Board of Governors shall be elected from and by the Board in accordance with City of London procedures as amended or substituted from time to time.

Term

- 7.3 The term of service of the Chair and Deputy Chairs, subject to annual re-election, shall be limited to a maximum of 6 years, to run consecutively.
- 7.4 If a Court of Common Council governor is elected to the Chair or Deputy Chair position during the course of a civic year, any period of service commencing before 1 October shall count as one year; any period of service commencing on or after 1 October shall not count as one year.
- 7.5 In determining the actual date on which a Chair or Deputy Chair formally steps down, consideration should be given to scheduled meetings, business, report cycles, City of London Corporation elections, and succession/continuity planning. It is normally expected that the latest Chairs will formally step down is at the meeting of the Board of Governors immediately prior to the sixth anniversary of their being elected to the Chair. Advice on this should be sought from the Governance & People Committee.

Remit

- 7.6 The Chair shall:
- (a) preside at every meeting of the Board of Governors at which they are present;

- (b) sign the minutes of proceedings of the previous meeting when approved as a case of record;
 - (c) in case of an equality of votes, have a second or casting vote. If the Chair is unwilling to exercise a second or casting vote, the decision shall be taken by lot; and,
 - (d) determine all questions of order.
- 7.7 The Chair, after consultation with the Deputy Chairs and Principal, and subject to consultation with the Town Clerk's Office, shall have the power to:
- (a) convene an additional meeting;
 - (b) vary the place of a scheduled meeting before the summons has been issued, providing it meets accessibility requirements;
 - (c) cancel a meeting if, in their opinion, there is insufficient business to warrant the holding of such a meeting, or for other reasons; and,
 - (d) reschedule a meeting if, in their opinion, it is believed to be in the best interests of the corporation to do so, and providing the committee has also been consulted, if less than three months' notice is given.
- 7.8 In the absence of the Chair, the powers, duties, and rights of the Chair shall sit first with the Common Council Deputy Chair.

8. Senior Independent Governor

- 8.1 The Board shall have a Senior Independent Governor (SIG) in line with expectations of the CUC Code.

Appointment

- 8.2 The SIG shall be elected by the Board from the independent governors following the same procedure as for the election of the Deputy Chairs.

Term

- 8.3 The term of service of the SIG shall be for the remainder of the incumbent's term, pursuant to item 1.2, unless the SIG chooses to step down, or a two-thirds majority of governors seek the election of a new SIG.

Remit

- 8.4 The SIG shall:
- (a) act as a voice and sounding board for other governors to sense-check the effectiveness of the governance arrangements; and,
 - (b) formally lead an annual appraisal of the Chair and Deputy Chairs.

9. Governance

- 9.1 Advised by the Governance & People Committee, the Board shall maintain appropriate arrangements to ensure its governance structures and processes are robust, effective, and agile by:
- (a) evaluating governance performance against the CUC Code and recognised standards of good practice; and,
 - (b) ensuring adequate provision is made to provide adequate governance and legal advice to the Board in accordance with the CUC Code.
- 9.2 The Board shall retain a clerk, who shall be responsible for:
- (a) liaising with the Chair/Deputy Chairs, and Principal's Office, on the timing and format of all meetings (both formal and informal);
 - (b) issuing summons to formal meetings;

- (c) preparing agendas in consultation with the Chair/Deputy Chairs and Principal;
- (d) collating papers and circulating Board/Committee packs, pursuant to City of London Standing Orders, as amended from time to time;
- (e) taking minutes at formal meetings and circulating for comment ahead of the following meeting;
- (f) facilitating meetings with relevant room bookings and options for joining remotely; and,
- (g) assisting the Chair/Deputy Chairs in the fulfilment of their roles.

10. Sub-committees

10.1 The Board of Governors may at any time, subject to any overriding provisions of the City Corporation's Corporate Governance Framework:

- (a) constitute, subject to the approval of Policy & Resources Committee, dissolve or alter the membership of a sub-committee set up by them (with the exception of the Academic Board);
- (b) within its Terms of Reference, authorise a committee to act on behalf of the Governing Body; and,
- (c) subject to the approval of Policy & Resources Committee, appoint a working party to consider and report on particular matters; but, any such working party shall have no delegated powers.

Academic Board

- 10.2 The Board of Governors shall establish and retain an Academic Board which shall be the committee responsible under delegated authority from the Board of Governors for the regulation of the academic work of the School in teaching, examination, and research.
- 10.3 The Academic Board shall advise the Board of Governors on academic matters affecting the School.
- 10.4 The Academic Board may establish standing and *ad hoc* working groups to consider and report on any matters within the Academic Board's remit.
- 10.5 The Board of Governors shall consult the Academic Board on any matter coming before the Board of Governors which has academic implications and which has not previously been considered by the Academic Board.
- 10.6 Under the Power to Award Degrees (Guildhall School of Music & Drama) Order of Council 2014⁴, the Academic Board shall confer taught degrees, diploma certificates, and other academic distinctions of the School and may revoke such awards conferred by the School.
- 10.7 The Terms of Reference and membership of the Academic Board shall be as agreed by the Board of Governors. The Board of Governors may amend the Academic Board's Terms of Reference and membership from time to time, provided that:
 - (a) such amendments do not substantially alter the Academic Board's overall remit; and,
 - (b) the Academic Board has been formally consulted.
- 10.8 The Chair and Deputy Chair of the Academic Board shall be the Principal and Provost of the School (respectively), as appointed from time to time.
- 10.9 Quoracy shall be at least one third of the total membership, to include a representative from the Students' Union and at least one student representative.
- 10.10 The Academic Board shall report at least annually to the Board of Governors.
- 10.11 The Board of Governors may not dissolve the Academic Board without the approval of the Court of Common Council. If such a decision is taken by the Court of Common Council, it must be reported to the OfS without undue delay.

⁴ Granted the 3rd day of April 2014 by the Lords of Her Majesty's Most Honourable Privy Council.

Audit & Risk Committee

- 10.12 The Board of Governors shall establish and retain an Audit and Risk Committee to advise and assist the governing body in respect of the entire assurance and control environment of the School, in line with expectations set out in the CUC Code.
- 10.13 The committee and its Chair shall be appointed by the Board of Governors and must not include any governors with executive responsibility for the management of the School, or with any significant interests in the School. Independent members may be co-opted to the committee to enhance the skills balance of the membership.
- 10.14 Independent members of the committee (who are not governors) shall be appointed by the Governance & People Committee.
- 10.15 The Chair of the Board of Governors shall not be permitted to be a member of the committee.
- 10.16 There shall be no fewer than five members.
- 10.17 Elections for the Chair and Deputy Chair shall follow the same procedure as for the main board and as specified by Standing Orders.
- 10.18 The quorum shall be any three of its members.
- 10.19 The Audit & Risk Committee shall be an independent committee with delegated authority from the Board of Governors to:
 - (a) investigate any activity within its Terms of Reference;
 - (b) seek the cooperation of any employee in the obtaining of information relevant to an investigation;
 - (c) obtain outside legal or other independent professional advice and/or secure the attendance at meetings of non-members with relevant experience and expertise if it considers this necessary, subject to consultation with the Principal on incurring costs;
 - (d) approve all audit planning documents on behalf of the governing body; and,
 - (e) work with the external auditors appointed by the City of London Corporation as required.

Finance & Resources Committee

- 10.20 The Board of Governors shall establish and retain a Finance & Resources Committee to advise the governing body on all matters relating to the financial status of the School, including the regular review of management accounts, business planning, financial priorities, and draft budgets.
- 10.21 The Chair of the main Board shall serve as Chair of the Finance & Resources Committee.
- 10.22 There shall be a minimum of six members drawn from the main Board or co-opted externally. Members of the Audit & Risk Committee shall not be eligible to sit on the Finance & Resources Committee.
- 10.23 The Deputy Chair shall be elected from and by the membership of the sub-committee.
- 10.24 Elections for the Deputy Chair will follow the same procedure as for the main board and as specified by Standing Orders.
- 10.25 The quorum shall be any three of its members.
- 10.26 The Finance & Resources Committee shall be an advisory body to the main Board of Governors with no delegated decision-making powers.

Governance & People Committee

- 10.27 The Board of Governors shall establish and retain a Governance & People Committee to advise the governing body on terms of office, the perceived skills balance on the governing body, succession planning, skills refreshment; and, a regular, full, and robust review of governance effectiveness, in line with expectations set out in the Higher Education Code of Governance and Higher Education Senior Staff remuneration Code. The committee shall also consider and determine, as a minimum, the emoluments of the Principal and senior staff.

- 10.28 The Chair will be the Senior Independent Governor, as elected from time to time.
- 10.29 Membership will include: The Chair and Deputy Chairs of the Board of Governors; a minimum of two further independent governors and one further Common Council governor; at least one of the elected staff representatives on the Board of Governors; at least one senior member of the Academic Staff (excluding the Principal and Vice-Principals); up to two co-opted members (who are not necessarily governors); and the Chair of the Academic Assurance Working Group.
- 10.30 The Deputy Chair will be elected by the membership of the sub-committee.
- 10.31 Elections for the Deputy Chair will follow the same procedure as for the main board and as specified by Standing Orders.
- 10.32 The quorum shall be any three of its members.
- 10.33 The Governance & People Committee shall be an advisory body to the Board of Governors with no delegated decision-making powers. As part of its remit it shall maintain a Skills Register and undertake an annual skills audit.

11. Meetings

- 11.1 All meetings of the Board of Governors and its sub-committees shall adhere to the following:

Scheduling of Meetings

- 11.2 The Board of Governors shall normally meet formally at least four times within the civic year (quarterly), except for years when the City of London Corporation holds its elections, when the Board shall only be required to meet formally three times.
- 11.3 The Principal's Office and Clerk shall draw up an annual schedule of meetings of the Board of Governors and its sub-committees, for approval at the first meeting of the civic year.

Confidentiality

- 11.4 All meetings of the Board of Governors and its sub-committees shall be held in private.
- 11.5 All papers put before the Board shall be treated as confidential.
- 11.6 Papers will be circulated by the Clerk to the Board five clear working days ahead of each meeting except in cases of urgency or where circumstances make it impracticable.
- 11.7 Circulation of papers shall be to:
- (a) all governors, whether attending or not; and,
 - (b) (at the discretion of the Chair and/or Town Clerk) officers, whether attending or not.
- 11.8 A confidential section of a meeting, if called for, will be held immediately following any meeting in the presence of governors, the Clerk/Secretary to the Board, and other such Officers as the Chair and/or Town Clerk shall determine, only.

Summons

- 11.9 The Clerk will issue a summons for each meeting stating the time and place at which the Board or sub-committee will meet, and setting out the order of business.
- 11.10 The Board, or any of its sub-committees, may be summoned upon the written requisition of a number of its members not less than the quorum of the Board or sub-committee, provided they have business to lay before the Board or sub-committee. Such business shall be set out in detail together with the reason(s) why the matter(s) to be raised could not wait until the next scheduled meeting.
- 11.11 A special meeting of the Board or sub-committee shall not, except in the case of absolute necessity, be called on the same morning or afternoon as that appointed for the regular meeting of another Committee of the Court of Common Council.

- 11.12 Except in cases of urgency where circumstances make it impracticable, the summons and accompanying papers will be circulated five clear working days in advance of the meeting.

Officers

- 11.13 At the discretion of the Chair and/or Town Clerk, Officers normally included in the summons to attend meetings of the Board of Governors and be included in the circulation of papers shall include:
- (a) the Clerk/Secretary to the Board (as applicable);
 - (b) the School's Executive Team, as appointed from time to time;
 - (c) the School's Head of Finance;
 - (d) the Principal's Office Manager; and,
 - (e) the Chair of the Guildhall School Trust, as elected from time to time.
- 11.14 With the exception of the Clerk/Secretary to the Board, Officers shall not be permitted to attend any confidential sections of a meeting, unless invited to do so by the Chair and/or Town Clerk.
- 11.15 All Officers attend meetings in an advisory, non-voting capacity and should only speak when called upon to do so by the Chair.

Guests

- 11.16 At the discretion of the Chair and/or Town Clerk, guests may be permitted to attend meetings of the Board of Governors (or a part thereof); these shall usually be:
- (a) authors of reports being considered by the Board, where not members of the Executive Team;
 - (b) internal advisors from the City of London Corporation; and,
 - (c) external advisors as deemed necessary by the Chair and/or Town Clerk.
- 11.17 At the discretion of the Chair and/or Town Clerk, guests shall usually only be permitted to attend the meeting for the duration of the relevant item(s) of business, and should excuse themselves from the meeting immediately after. Guests shall not ordinarily be permitted to attend any confidential sections of a meeting, unless invited to do so by the Chair and/or Town Clerk.

Quorum

- 11.18 The quorum of the Board of Governors consists of a minimum of half the serving Court of Common Council governors and half the serving independent governors.
- 11.19 The quorum of sub-committees to the Board of Governors is any three members of the sub-committee, with the exception of the Academic Board.
- 11.20 If the quorum is not established within ten minutes of the time stated on the Summons, the formal meeting will be dissolved and formal consideration of the business adjourned to the next regular meeting; unless, in the opinion of the Chair, a special meeting should be called before that date.
- 11.21 If, during any meeting of the Board of Governors or its sub-committees, a quorum ceases to exist, the meeting shall adjourn until a quorum is re-established. If there is no reasonable likelihood that quoracy will be re-established within 15 minutes, the meeting will be dissolved and all remaining business adjourned to the next meeting. Any items that have not been considered by the meeting before its dissolution and which, in the opinion of the Chair, require a decision before the next meeting will be considered in accordance with item 13 of this document (Decisions between meetings).

Conduct of Debate

- 11.22 All debate at meetings of the Board of Governors and its sub-committees will be managed through the Chair. Members must indicate clearly their wish to speak. If two or more members wish to speak, the Chair will determine the order of speakers.

- 11.23 Every member must confine their speech strictly to the item under discussion; or, to a point of order or explanation, and must not be repetitious. The ruling of the Chair on issues of relevance or repetition is final.
- 11.24 At any time, a member may raise a point of order or make a personal explanation necessitated by the statement of another member. Any member speaking at the time must give way when a point of order or personal explanation is made. A personal explanation shall be confined to some material part of a former speech by the member at the same meeting, which may have been misunderstood. The ruling of the Chair on a point of order or the admissibility of a personal explanation is final.

Decisions

- 11.25 Decisions made by the Board of Governors will be either unanimous or will represent the view of the majority of those governors present and eligible to vote. The Clerk will, if requested, record in the minutes of a meeting the name(s) of any governor(s) dissenting from a majority decision.
- 11.26 If, in the opinion of the Chair, it is unclear whether a majority has been achieved or lost on a particular question, the Chair will request those in attendance and eligible, to indicate their votes 'for' or 'against' by show of hands, to be conducted by the Clerk and confirmed by the Chair. Abstentions may also be recorded.
- 11.27 If a full division is sought, the Clerk will record in the minutes the division of governors' votes, by name, providing this has the support of a fifth of governors present and voting.
- 11.28 In the event of an equality of votes, the Chair may exercise a casting vote. If they do not wish to exercise this right, then the decision shall be taken by lot.
- 11.29 Sub-committees of the Board of Governors are advisory and not decision-making bodies, unless otherwise stated in their Terms of Reference, or they have been granted delegated authority from the Board of Governors to take decisions on specific matters. In such cases, the same considerations as laid out here shall apply.

Disorder

- 11.30 During a meeting of the Board of Governors or its sub-committees, in the event of disorder or a persistent disregard of the authority of the Chair, and if they consider it necessary in the interests of maintaining order, the Chair will ask that there be no further interruption. If the interruption continues, they may direct the member(s) causing disorder or disregarding their authority to retire for the remainder of the meeting or for such shorter period as the Chair may decide. In the event of non-compliance with that instruction, and with the consent of the majority of the members present (to be determined immediately by a show of hands), the Chair shall take all reasonable steps for the removal of such member(s) from the meeting.

Duration

- 11.31 Meetings are expected to last for up to three hours and governors are asked to make provision as such.
- 11.32 Pursuant to Standing Orders, if, after two hours from the appointed time for the start of a meeting of the Board of Governors the business has not concluded, governors shall be asked to confirm their willingness to continue. Provided a two-thirds majority of the governors present wish the meeting to continue, and subject to their being a quorum, it shall do so. Otherwise, the meeting shall close and any unfinished business will stand adjourned until the next meeting.

12. Minutes of meetings

- 12.1 Minutes of all formal meetings will be produced by the Clerk and will include:
- (a) attendance and apologies received in advance of the meeting;
 - (b) a summary of agenda items discussed;

- (c) a summary of any questions raised by governors and any subsequent responses from governors, officers, or guests;
 - (d) any decisions taken, including the results of any vote or ballot; and,
 - (e) any actions that arise from discussion, or directives of the Chair.
- 12.2 The accuracy of the minutes will be verified at the beginning of the following regular meeting of the Board of Governors (or relevant sub-committee). No discussion shall take place upon the minutes, except upon their accuracy and any question of their accuracy shall be raised by motion.
- 12.3 Verified minutes shall be signed by the Chair and published publicly by the School, following the redaction of:
 - (a) any name or reference that would make an individual member of staff identifiable;
 - (b) any commercially sensitive information; and,
 - (c) any confidential information or personal data as defined by UK GDPR as updated from time to time.

13. Decisions between meetings

- 13.1 Between scheduled meetings of the Board of Governors, if:
 - (a) in the opinion of the Town Clerk, it is urgently necessary for a decision to be made; or,
 - (b) the Board of Governors has delegated power to the Town Clerk to make a decision; then,
 the powers of the Board of Governors, where lawfully possible, may be exercised by the Town Clerk. Before exercising this power, they shall seek and obtain the comments of the Chair and Deputy Chairs of the Board of Governors or their nominee(s). Other than where circumstances make it impracticable, the wider views of the Board of Governors membership shall also be sought. Each action or decision shall be reported to the next regular meeting of the Board of Governors.

14. Interests

- 14.1 If a matter for decision is under consideration by the Board of Governors, or any of its sub-committees, in which a Governor has an interest, they must declare this interest under the relevant agenda item, and act in accordance with the Members' Code of Conduct.
- 14.2 A register of interests for governors and senior executive staff shall be maintained and published annually.

15. Student's Union

- 15.1 There shall be a Student's Union, which shall have the composition, powers, and functions as prescribed in the rules in force from time to time.
- 15.2 The Board of Governors shall ensure that the Students' Union is constituted to operate in a fair, democratic, accountable, and financially sustainable manner.

16. Academic Freedom and Freedom of Speech

- 16.1 The governing body must understand and respect the principle of academic freedom, the ability within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges. The governing body must understand its responsibility to maintain, promote, and protect the principle of academic freedom.
- 16.2 The governing body should also understand the School's legal responsibility to uphold freedom of speech within the law and within the City of London Corporation's policies, as updated from time to time.

17. Diversity, Equity, and Inclusion

17.1 The Board of Governors must ensure that there are arrangements in place to:

- (a) eliminate unlawful discrimination, harassment, and victimisation;
- (b) advance equality of opportunity between people who share and those who do not share a protected characteristic;
- (c) foster good relations between people who share and those who do not share a protected characteristic; and,
- (d) promote an inclusive culture.

18. Amendment

18.1 In accordance with previous approvals of the Court of Common Council, the Town Clerk is authorised to make factual corrections to this governing document, including the correction of typographical errors and changes to the names of committees or sub-committees.

18.2 Subject to paragraph 18.1, this governing document may be amended:

- (a) by resolution of the Board of Governors, following consideration by the Policy & Resources Committee of the City of London Corporation, where the amendment:
 - i. is necessary or appropriate to reflect a change in the national, legislative, or regulatory position; or,
 - ii. is otherwise substantive but does not materially alter the constitutional or governance arrangements set out in the governing document; or,
- (b) by resolution of the Court of Common Council, where the amendment materially alters the constitutional or governance arrangements set out in the governing document, including the School's Terms of Reference or the composition of the Board of Governors.

18.3 Where there is any uncertainty as to whether an amendment falls within paragraph 18.2(a) or 18.2(b), the amendment shall be referred to the Court of Common Council for approval.

Approved via Delegated Authority to the Town Clerk on: 18 August 2026