

THE GLASGOW SCHOOL OF ART
BOARD OF GOVERNORS

Minutes: 8th December 2014

Present:	Ms Muriel Gray	Chair
	Ms Kerry Aylin	Support Staff Representative
	Ms Alison Lefroy Brooks	Lay Governor and Vice-Chair
	Mr Douglas Brown	Lay Governor
	Dr Janet Brown	Lay Governor
	Professor Linda Drew	Deputy Director
	Professor Tom Inns	Director
	Mr Will Judge	President, Students' Association
	Mr Douglas Kinnaird	Lay Governor
	Ms Eleanor McAllister	Lay Governor
	Professor Ken Neil	Academic Council Representative
	Mr Nicholas Oddy	Academic Staff Representative
	Ms Christa Reekie	Lay Governor
	Mr Ken Ross	Lay Governor
	Sir Muir Russell	Lay Governor and Vice-Chair
	Ms Lesley Thomson	Lay Governor
	Professor Alison Yarrington	Lay Governor
Attending:	Mr Eliot Leviten	Director of Finance and Resources
	Professor Irene McAra McWilliam	Head of Fine Art (for item 3)
	Dr Craig Williamson	Registrar
	Mr John Martin	Assistant Company Secretary

(Note: this meeting was held at the Tontine Building, Trongate, Glasgow)

1. Apologies for Absence

Dr Simon Groom, Mrs Linda McTavish

2. Declarations of Interest

None.

3. Institute of Design Innovation/Forres

The Board welcomed Professor McAra-McWilliam, Head of the School of Design, who gave a presentation on the latest developments in relation to the Institute of Design Innovation and the School's presence in Forres. The School was entering a further phase of partnership with Highlands and Islands Enterprise (HIE), entitled the 'Creative Futures Partnership', which would establish the Creative Campus in the Highlands and Islands, the first steering board meeting for this initiative having recently taken place.

Among the projects being supported through the partnership was the Digital Health Institute, part of the Scottish Funding Council's 'Innovation Centres' initiative and the only current one with a presence in the Highlands and Islands region through GSA's DHI Experience Lab in Forres. Research and teaching activities would be linked to this regional location and were consistent with The Funding Council's wider access priorities and ongoing initiative to stimulate the economy of the region through a greater higher

education presence. While it might be argued that these activities were removed from GSA's traditional urban location, the opportunities afforded by distributed digital connectivity linked to creativity could address the economic and social needs of this area and similar regions internationally. Similar developments were now being identified in other countries and GSA was internationalising its profile in this pioneering area of research and knowledge exchange.

The Institute, in collaboration with HIE, had given careful consideration to its location with the broad area of Moray, taking into account a range of factors, including transport links, availability of high quality data communications, rental costs and accommodation. The site at Altyre, close to Forres, had emerged as the best option, with refurbishment costs being borne jointly by the landlord, HIE and Historic Scotland. The costs to the School of establishing and maintaining activities in Forres were 'cost neutral' with the expectation of net income from new research projects. Although the School and HIE were optimistic that their partnership would be sustainable in the long term, 'break points' in the lease of the premises had been inserted, so as to enable curtailment if necessary.

The Board thanked Professor McAra McWilliam for her presentation and it was suggested that a visit by one or two Governors to the Altyre site might be considered in the future.

4. Minutes

The Minutes of the meeting held on 6th October 2014 were approved.

5. Report from the Chair

.1 Nominations Committee

The Minutes of the meeting of the Nominations Committee held on 21st November 2014 had been circulated as paper A5.1. The Committee had recommended approval of revised Guidelines on the Appointment and Renewal of Lay governors, which included a Skills and Attributes Matrix and a policy on Diversity and Equality in relation to the Board's own membership. The Board approved these Guidelines. It was noted that all Governors would now be invited to complete a confidential diversity and equality questionnaire.

The Nominations Committee had also reviewed the composition of the Board and had made recommendations in relation to the position of those lay Governors whose appointments had been temporarily extended while the Nominations Committee had considered the above matters. The Board now resolved that:

- Dr Janet Brown be reappointed as a Governor of the School for the period April 2014 - March 2017;
- Mrs Linda McTavish be reappointed as a Governor of the School for the period July 2014 - June 2017;
- Mr Ken Ross be reappointed as a Governor of the School for the period July 2014 - June 2017.
- Professor Alison Yarrington be reappointed as a Governor of the School for the period March 2014 - February 2017;

.2 Scottish Fire and Rescue Service: Fire Investigation Report

The Investigation Report on the Mackintosh Building fire had now been issued by the Scottish Fire and Rescue Service and was publicly available. Media coverage associated with the report's publication had been well handled.

6. Report from the Director

.1 Recent activities

The Director provided a summary of a number of recent and forthcoming activities, including:

- the successful transfer of Fine Art activities to the decant location at the Tontine Building;
- various developments in relation to the estate, including highly positive indicators from Glasgow City Council on the School's bid for a long-term lease of the McLellan Galleries, and an update on progress on the restoration of the Mackintosh Building;
- a review of the structure of undergraduate courses, including possible increased integration of course content;
- the recent highly successful ELIA (European League of Institutes of the Arts) conference, hosted jointly by GSA and the Royal Conservatoire of Scotland;
- a number of developments in relation to Health and Safety, including enhanced security measures and the imminent appointment of a Fire Officer (see also item 10 below);
- research developments, including the forthcoming analysis of the School's position following the REF outcome;
- a review of current and future collaboration with the University of Glasgow;
- the award of two extra days holiday for GSA staff (22nd and 23rd December 2014) in recognition of extra duties undertaken and efforts made by many staff following the Mackintosh Building fire.

The Board extended congratulations to Duncan Campbell, an alumnus of the School, who had won the 2014 Turner Prize, the fifth GSA alumnus to win the prize since 1996.

.2 Draft Strategic Plan 2015-18

This minute has been withheld from the website version of the Minutes on the grounds of commercial confidentiality.

.3 GSA Organisational Structure

A paper by the Director on the School's organisational structure had been circulated (Paper A6.3). The Director had considered this structure in depth during his first year in office, added to which the departure of the Deputy Director had led to further consideration of the best structure for the School. The resulting new structure, as outlined in the paper, involved a number of changes in both the academic and professional support areas. It was suggested that the revised

structure was 'flat' in places, with some senior officers being responsible for large numbers of direct reports. The Director responded that the effectiveness of the new structure would be monitored and that, for example, the post of Deputy Director might be reinstated at a future date if this was felt to be necessary.

It was also suggested that the School might consider asking lay Governors to participate in meetings at individual school level, given the increasing emphasis on effective governance, but it was important to remember that lay members should be concerned primarily with strategy and accountability, as opposed to day-to-day management.

7. Annual Report and Accounts

The Annual Report and Accounts for 2013/14 had been circulated (Paper A7), having been considered by both the Audit Committee and the Business and Estates Committee.

The Board approved the Annual Report and Accounts for the Year ended 31 July 2014 and recommended their acceptance by the Annual General Meeting of GSA.

8. Student Fee Income 2014/15

This minute has been withheld from the website version of the Minutes on the grounds of commercial confidentiality.

9. Governance

.1 Scottish Code of Good HE Governance: update

The Committee of Chairs of Scottish Higher Education Institutions had published a report on implementation of the Scottish Code of Good HE Governance, entitled One Year into Implementation. The School's compliance with the Scottish Code was recorded in this report and a summary of the School's compliance with the main points of the implementation document had been circulated as Paper A10.1. The Board noted this summary.

.2 Annual Review of Board Effectiveness 2013/14

Governors had been invited to take part in the annual review of the Board's effectiveness, the results of which had been circulated as Paper A10.2. The review would be discussed in detail at the Board's Awayday meeting in February 2015.

.3 Annual Review of Academic Council Effectiveness 2013/14

The Board noted the Annual Review of the effectiveness of the Academic Council, circulated as Paper A10.3.

.4 Scottish Government Consultation: Higher Education Governance Bill

The Board noted a summary paper on a consultation on Higher Education Governance issued by the Scottish Government in November 2014, together with initial responses to the consultation from Universities Scotland and the Committee of Chairs of Scottish Higher Education Institutions.

10. Occupational Health and Safety Policy

The Registrar introduced a Status Review on Occupational Health and Safety (Paper A11). A full Occupational Health and Safety Management Plan was under preparation

and the Board was being invited as part of this process to approve a revised Occupational Health and Safety Policy and the formation of a new Occupational Health and Safety Committee. This committee, unlike its predecessor, would be a formal committee of the Board and would therefore have lay Governor representation and convenorship. Janet Brown was willing to chair the committee and Ken Ross was willing to be a member and vice-chair. Health and Safety considerations would henceforth be a standing item on both Board agendas and the agendas of the School's major internal committees, including the Executive Group. The School's Health and Safety policies were in the process of being simplified and would be published on the School's website rather than on the internal intranet site (VLE).

Health and Safety considerations were also important, of course, for the Students' Association, not least in relation to social events held in the Student Union building. While the Association was an independent body, it was clearly linked to the School and would benefit from continuing contact with the relevant professional staff in the School. The Association already took Health and Safety very seriously, e.g. in the training of staff, and the President of the Students' Association would be a member of the new Occupational Health and Safety Committee. That committee would consider the extent to which it might consider Students' Association health and safety matters without interfering in the Association's management of its affairs.

On the question of access to buildings, always a difficult question for higher educational institutions, it was confirmed that access to the School's buildings was being tightened, e.g. through the introduction of entry and exit gates for staff and students. Governors would shortly be issued with guest identity cards.

Following this useful discussion, the Board:

- i) approved the Occupational Health and Safety Policy;
- ii) approved the remit, membership and procedures (2014/15) of the new Occupational Health and Safety Committee.

11. Incident Management

A revised Incident Management Plan for the School had been prepared (Paper A12). This plan had taken into account a number of points raised by Jermyn Consulting in its review of the effectiveness of the School's previous plan at the time of the Mackintosh Building fire. A companion revised Business Continuity Plan was also under preparation, as outlined in the accompanying Timeline and Recommendations. As in the past, training exercises would form an essential part of the School's preparations for major incidents.

The Board approved the Incident Management Plan and associated Timeline and Recommendations.

12. Estates Development

The Board noted the Estates Development report (Paper A13). Further to the details included in the report, it was noted that a short-list of candidate firms had now been selected for appointment as the Design Team for restoration of the Mackintosh Building. Also, as agreed at the Board's last meeting, two further insurance valuations of the Mackintosh Building (in its present damaged condition) had been obtained. These were both lower than the original valuation, which would therefore continue to be used for insurance purposes.

13. Report from the President of the Students' Association

The President of the Students' Association introduced his report (Paper A14). The Association was presently reviewing its activities with regard to student representation, and was also, through the President, seeking to play a significant role in the restoration of the Mackintosh Building. The Association's various societies were highly active, although this did lead to an increasing administrative load. The morale of the student body was broadly positive, although the final year Fine Art cohort had been significantly affected by the Mackintosh fire and the need to relocate to the Tontine Building.

The Association's commercial outlook appeared positive following cost-reduction measures and an anticipated busy period in early 2015, including involvement in the Celtic Connections festival. As was being discussed by the Business and Estates Committee, the small team of sabbatical and professional staff was finding their workload increasingly demanding, which illustrated the challenge of administering both representative and commercial activities.

14. Scottish Funding Council

.1 Outcome Agreement 2015-18

Subject to a possible reconsideration of the size of the School's projected annual surpluses for the period in question, the Board approved the School's draft Outcome Agreement 2015-18 (Paper A15.1).

.2 Teaching Prices

As outlined in a summary paper by the Director of Finance and Resources (Paper A15.2), the Scottish Funding Council had yet to implement the new financial allocations associated with the teaching of various academic subjects, as specified in the Council's 2011 Review of Teaching Prices. Such implementation would benefit certain HEIs, including the School, and these institutions were lobbying the Council not to delay further in providing the teaching allocations based on the outcome of the Review.

15. Action Points

The Board noted its list of Action Points (Paper B1).

16. Audit Committee Annual Report

The Board noted the Annual Report of the Audit Committee (Paper B2).

17. Equality and Diversity – Annual Report and Operational Plan

The Board noted the Equality and Diversity Annual Report and Operational Plan (Paper B3).

18. Reports from Academic Council and Board Committees

The Board noted the Minutes of the following meetings:

- Academic Council, 1st October 2014
- Audit Committee, 27th October 2014
- Business and Estates Committee, 5th November 2014
- Mackintosh Restoration Committee, 1st October 2014
- Mackintosh Restoration Committee, 26th November 2014

19. Report from Museum and Archive Committee

The Board noted the Minutes of the meeting of the Museum and Archive Committee held on 7th November 2014 and approved the appointment of Professor Ken Neil, the School's Head of Research, as the ex-officio representative of the School's senior management on the Committee (replacing Professor Drew).

20. Report from Human Resources Committee/Whistleblowing Policy and Procedure

The Board noted the Minutes of the meeting of the HR Committee held on 24th November 2014 and approved the revised Whistleblowing Policy and Procedure (circulated as an annex to the Minutes). The Board also approved the proposal that, exceptionally, an additional election be held at the end of the 2014/15 academic year in an effort to fill the present vacancy on the HR Committee for a representative of the School's technical staff.

21. Management Accounts to 31st October 2014

The Board noted the Management Accounts to 31st October 2014.

22. Professor Linda Drew, Deputy Director

As this would be Professor Drew's final Board meeting prior to taking up her post as Director of Ravensbourne College, the Board warmly thanked her for her major contribution to the work of the School and conveyed best wishes for success in her new post.

23. Annual General Meeting

The meeting of the Board was followed by the Annual General Meeting of Glasgow School of Art, with the same sederunt, at which the Annual Report and Accounts for 2013/14 were approved. The re-appointment of Scott Moncrieff as the School's External Auditors was also approved.

24. Date of Next Meeting

Thursday 5th February 2015 (all-day strategic meeting).