

THE GLASGOW SCHOOL OF ART
BOARD OF GOVERNORS

Minutes: 9th October 2015

Present:	Ms Muriel Gray	Lay Governor (Chair)
	Ms Kerry Aylin	Support Staff Representative
	Ms Alison Lefroy Brooks	Lay Governor and Vice-Chair
	Professor Tom Inns	Director
	Mr Douglas Kinnaird	Lay Governor
	Ms Eleanor McAllister	Lay Governor
	Mrs Linda McTavish	Lay Governor
	Professor Ken Neil	Academic Council Representative
	Mr Lewis Prosser	President, Students' Association
	Ms Christa Reekie	Lay Governor
	Mr Ken Ross	Lay Governor
	Sir Muir Russell	Lay Governor and Vice-Chair
	Dr Sarah Smith	Academic Staff Representative
	Ms Lesley Thomson	Lay Governor
	Professor Alison Yarrington	Lay Governor
Attending:	Ms Janet Allison	Head of Policy and Governance
	Mr Eliot Leviten	Director of Finance and Resources
	Dr Craig Williamson	Registrar
	Mr John Martin	Assistant Secretary to the Board

1. Welcome and Apologies for Absence

The Board welcomed Dr Sarah Smith, newly elected as the Governor representing the School's academic staff, Ms Janet Allison, recently appointed as Head of Policy and Governance, and Mr Lewis Prosser, the new President of the Students' Association. Apologies were received from Mr Douglas Brown, Dr Janet Brown and Dr Simon Groom.

2. Declarations of Interest

None.

3. Minutes and Notes

The Minutes of the meeting held on 18th June 2015 were approved.

4. Report from the Chair

.1 Re-appointments to the Board

As previously agreed by correspondence, the Board had reappointed (on the recommendation of the Nominations Committee) three Governors for further terms:

- Mr Douglas Brown, to serve from July 2015 to June 2018 (final term)
- Ms Christa Reekie, to serve from January 2016 to December 2018 (final term)

- Sir Muir Russell, to serve from November 2015 to October 2018 (final term)

.2 Dr Simon Groom

Simon Groom's term of office was about to expire and he would now leave the Board. The Board's gratitude would be conveyed to Simon for his many contributions to the work of the School.

.3 Staff Governors

Professor Ken Neil had been reappointed as the Academic Council's representative on the Board. Ms Kerry Aylin had been reappointed (following an election) as the Governor representing the School's support staff. Dr Sarah Smith had been appointed (following an election) as the Governor representing the School's academic staff.

.4 Appointment of new Lay Governors

Further to the report made to the Board's previous meeting, the Nominations Committee had approved a Role Description for inclusion in the forthcoming advertisement for new Lay Governors. The recruitment pack for these appointments would also reflect the Boards' Guidelines on the Appointment and Renewal of Lay Governors and the Board's Policy on Diversity and Equality, as approved in December 2014. Governors were invited to assist wherever possible in the identification of suitable new Lay Governors.

5. **Remuneration Committee**

The Remuneration Committee had just met and some of the matters considered would be reported to the Board's next meeting. There were two matters for immediate report:

i) Severance Payments

The Committee had considered an arrangement for the School's administration of severance payments, which was consistent with the latest version of the Scottish Funding Council's Financial Memorandum (December 2014). The proposed arrangement had been circulated to the Board as Paper A13.1, and was approved.

ii) Guidance from Scottish Chairs on Remuneration Committees

The Committee of Scottish Chairs (of HE governing bodies) had issued guidance to member institutions on the operation of their remuneration committees (circulated to the Board as Paper A13.2). Included in this document was the principle that governing bodies should provide policy guidance to remuneration committees on the remuneration of senior staff. An overall guidance framework on the operation of the Remuneration Committee would now be prepared and presented to the Board's next meeting.

6. **Report from the Director**

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

7. Estates Development

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

8. Student Recruitment

The Director of Finance and Resources reported that the initial data on student registration for the new academic year suggested that the School would achieve, and possibly exceed, its budgeted recruitment target, which reflected an exceptional effort by all concerned.

9. Health and Safety Update

The Registrar introduced the Annual Report on Health and Safety Management (Paper A9.2), which demonstrated the major progress made in the past year. The Board also noted the Health and Safety Management Plan for 2015/16 (Paper B8.1) and the Fire Risk Assessment Programme for 2015/16 (Paper B8.2).

10. Governance

.1 Higher Education Governance Bill

The Board noted a response to the Scottish Government's Higher Education Governance Bill (Paper A.10.1), prepared by the Director. The majority of governing bodies and leaders of Scottish HEIs were in agreement in still having strong reservations regarding the proposed legislation. Student bodies and representatives were perhaps more divided in their responses.

.2 Statement of Corporate Governance 2015/16

The Board approved the School's Statement of Corporate Governance for 2015/16 (Paper B10.1)

.3 Academic Council and Board Committees: Remits, Memberships and Procedures 2015/16

The Board approved the remits, memberships and procedures for the Academic Council and the Board's committees for the 2015/16 academic year, as contained in Paper B10.2.

.4 Publication of Board Papers

The Board considered options for the future publication of its agendas, papers and minutes, as outlined in Paper A10.2. The Board was keen to be as transparent as possible in publication of these papers (Board minutes were already routinely published on the School's website), while recognising that some of the content was commercially sensitive. The important role of paper authors in facilitating appropriate publication was recognised. The Board agreed that its agenda, papers and minutes would be published on the GSA website, subject to the removal of commercially sensitive or other confidential information.

11. Students' Association: Report from the President

The President of the Students' Association reported that Fresher's Week had been successful, with activities including safety initiatives and collaboration with the Students' Association at the Royal Conservatoire. Trading had been healthy during September and the Association had raised funds to provide small grants for student projects.

12. Glasgow School of Art Enterprises Ltd (GSAE)

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

13. Annual Accounts 2014/15

The Board noted a letter from the External Auditors (Scott Moncrieff), confirming the details of the audit of the School's Annual Accounts for 2014/15. An early draft of those accounts had been circulated (Paper B7.2) and an updated version, containing two adjustments, was tabled. The final version of the accounts would be presented to the Board in December 2015, following scrutiny by the Audit Committee and the Business and Estates Committee.

14. Leadership Foundation Courses 2015/16

Members had been provided with printed copies of the Leadership Foundation for Higher Education's Governor Development Programme for 2015/16 and the Chair reminded Governors that the School would be pleased to arrange for them to attend any of the courses listed in the publication.

15. Action Points

The Board noted its list of Action Points (Paper B1). It was confirmed that a visit by some Governors to Forres would be arranged in the near future.

16. GSA/University of Glasgow Strategic Partnership

The Board noted an initial report on the work of the working group set up to explore the definition of a formal Memorandum of Understanding between the School and the University of Glasgow (Paper B2), and the revision of the existing Memorandum of Agreement.

17. Strategic Plan 2015-18 and Risk Register

Further to the approval by the Board of the final version of the Strategic Plan 2015 -18 (confirmed by correspondence in September 2015), the Board noted an update from the Director of Marketing, Communications and Strategic Planning (Paper B3), which included details of future reporting to the Board and Audit Committee on planning outcomes and the Risk Register.

18. National Student Survey (NSS) and Postgraduate Taught Experience Survey (PTES)

The Board noted a report on the NSS and PTES outcomes for 2015 (Paper B4).

19. Annual report to SFC on Institution-led Review of Quality and Governing Body Statement of Assurance

The Board endorsed the Annual Report to the Scottish Funding Council on Institution-Led Review of Quality and Governing Body Statement of Assurance (Paper B5).

20. Enhancement-Led Institutional Review (ELIR) Follow-Up Report

The Board noted the Follow-Up Report to the 2014 Enhancement-Led Institutional Review (ELIR).

21. Reports from Board Committees

The Board noted the Minutes of the following meetings:

- Audit Committee, 31st August 2015 (Paper B9.1)
(including approval of a Letter of Variation from Barclay's Bank)
- Business and Estates Committee, 31st August 2015 (Paper B9.2)
- Mackintosh Restoration Committee, 10th September 2015 (Paper B9.3)
- Human Resources Committee, 8th September 2015 (Paper B9.4)
- Occupational Health and Safety Committee, 13th July 2015 (Paper B9.5)
- Occupational Health and Safety Committee, 2nd September 2015 (Paper B9.6)

22. Equality and Diversity

The Board noted the School's Equality and Diversity Report 2014/15 and Operational Plan 2015/16 (Paper B11)

23. Dates of Board and Committee Meetings 2015/16

The Board noted an updated list of the dates of its meetings in 2015/16, together with the dates of meetings of the Board's committees (Paper B12)

24. Date of Next Meeting

Tuesday 8th December 2015 at 1.30 pm

JM