

THE GLASGOW SCHOOL OF ART
BOARD OF GOVERNORS

Minutes: 8th December 2015 (website version)

Present:	Ms Muriel Gray	Lay Governor (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 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

Attending:	Mr Mike Buchan	Jones Lang LaSalle (for item 4)
	Ms Ana Cristobal	Page and Park (for item 4)
	Mr Alan Horn	Director of Development (for item 6)
	Ms Darina Kerr	CMS Cameron McKenna LLP (for item 4)
	Mr Eliot Leviten	Director of Finance and Resources
	Mr David Miller	Estates Development (for item 4)
	Mr David Park	Page and Park (for item 4)
	Mr Mike Quigley	Head of Estates (for item 4)
	Dr Craig Williamson	Registrar
	Mr John Martin	Assistant Secretary to the Board

1. Apologies for Absence

Professor Alison Yarrington

2. Declarations of Interest

None.

3. Mackintosh Building: Insurance Settlement

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

4. Estates Development

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

5. Minutes

The Minutes of the meeting held on 9th October 2015 were approved.

6. Development Office: Update

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

7. Report from the Chair

.1 Nominations Committee

As reported at the Board's previous meeting, the School had advertised for new Lay Governors and had received a strong response. Seven candidates would be interviewed in early January.

.2 Governance Legislation

It seemed likely that the Scottish Government would proceed with those aspects of the Higher Education Governance Bill which had caused concern across the sector, including the election of governing body chairs. The Chair encouraged members to continue to engage with this issue wherever possible and to alert her to any ways in which the School's concerns could continue to be signalled.

8. Remuneration Committee

The Board noted a report on the meeting of the Remuneration Committee, held on 9th October 2015 (Paper A6.1). The Board also approved a framework for the future operation of the Remuneration Committee (Paper A6.2), which reflected the policy guidance recently issued by the Committee of Scottish Chairs and which also included the School's policy on the administration of severance payments, as approved by the Board in October 2015.

9. Report from the Director

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

10. Annual Report and Accounts 2014/15

The Annual Report and Accounts for 2014/15 had been circulated (Paper A8.1), together with the External Auditors' Audit Management Report (Paper A8.2). The Annual Accounts had recently been discussed by the Audit Committee, and it was reported that the Committee had been keen to ensure that the commentary accompanying the accounts should counteract any impression given by the figures (because of the impact of extraordinary items) that the School's underlying financial position was one of substantial surplus. Amended wording to clarify this position was read out to the Board and it was agreed that this wording be incorporated into the published version of the Accounts.

The School's 'true' underlying operational surplus for 2014/15 was £46k, which was below the original budget for the year, with contributory factors in this outcome including a student recruitment shortfall and the financial impact of the outcome of the Research Excellence Framework exercise. The management accounts up to October in the present year also indicated a level of performance below budget, but it was expected that this shortfall would be made up as the year progressed and that the budgeted surplus of £350k for 2015/16 was still realistic. While the HE sector was concerned by the imminent likelihood of significant cuts in the funding received through the Scottish Funding Council,

this concern reinforced the view that the School was correct in pursuing its policy of increasing the size of the fee-paying student population, with recruitment now showing an upturn. The financial importance of the School's activities in Singapore was again noted and it was confirmed that the present collaboration with the Singapore Institute of Technology was in the fourth year of a ten-year agreement.

As recommended by the Business and Estates Committee and the Audit Committee, the Board approved the Annual Report and Accounts for the year ended 31 July 2015 and recommended their acceptance by the Annual General Meeting of GSA.

11. Student Recruitment 2015/16

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

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. Health and Safety Report

The Chair of the Occupational Health and Safety Committee reported that the School was continuing to make good progress in upgrading its policies and procedures, although competing priorities in a dynamic institution would continue to place demands on existing resource. Further, new challenges were emerging alongside those already identified, e.g. safety issues in relation to the School's older buildings, notably the JD Kelly building. The Estates department was mindful of this. It was noted that formal post-occupancy evaluation of the Reid Building would shortly commence, having been delayed by the Mackintosh Building fire. It was also suggested that the School might need to devote additional resource to such concerns as air quality in some buildings.

14. Students' Association: Report from the President

The President of the Students' Association introduced his report (Paper A14). Among the positive developments reported (including a good commercial performance to date in 2015/16) was the continuing increase in the number of clubs and societies within the Association. The Association was keen to encourage these activities and link them where possible to the School's curricular development.

15. Action Points

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

16. Audit Committee Annual Report to the Board

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

17. Risk Register: Quarterly Review

The Board noted the Quarterly Review of the Risk Register (Paper B3)

18. Reports from Academic Council and Board Committees

The Board noted the Minutes of the following meetings:

- Academic Council, 30th September 2015 (Paper B4.1)
- Business and Estates Committee, 3rd November 2015 (Paper B4.2)

- Mackintosh Restoration Committee, 4th November 2015 (Paper B4.3)
- Occupational Health and Safety Committee, 19th November 2015 (Paper B4.7)

19. Human Resources Committee

The Board noted the Minutes of the meeting of the HR Committee held on 10th November 2015 (Paper B4.4) and, as recommended at that meeting, approved the Staff Recruitment Policy and Procedure and the Staff Disclosure Check Policy. The Board also approved changes to the rules governing future elections of Staff Governors and staff representatives on the HR Committee.

20. Museum and Archive Committee

The Board noted the Minutes of the meetings of the Museum and Archive Committee held on 9th October 2015 (Paper B4.5) and 20th November 2015 (Paper B4.6) and, as recommended at the first of these meetings, approved the reappointment as a member of the committee for an exceptional third term of Simon Green, Historic Environment Scotland.

21. Consumer Protection Legislation

The Board noted a summary of the requirements placed on Higher Education Institutions by the Competition and Markets Authority (CMA).

22. Counter-Terrorism and Security Act 2015 (Prevent Duty)

The Board noted a briefing note on the duties placed on specified organisations, including Higher Education Institutions, by the Counter-terrorism and Security Act 2015, known as the 'Prevent Duty'. This note included details of the steps being taken by the School, including the establishment of a Prevent Group, chaired by the Registrar. The Chair reported that she would shortly be attending a Leadership Foundation seminar on the Prevent duty in London, although it was noted that there were key differences in terms of how the legislation would be addressed in Scotland

23. Equality Challenge Unit: Equality and Diversity in Scottish Higher Education

The Board noted a briefing note on the recent publication by the Equality Challenge Unit of a significant report entitled Equality and Diversity in Scottish Higher Education.

24. Management Accounts to 31st October 2015

The Board noted the Management Accounts to 31st October 2015 (Paper B8) (See also item 10 above).

25. Annual General Meeting

The meeting of the Board was followed by the Annual General Meeting of The Glasgow School of Art, with the same sederunt, at which the Annual Report and Accounts for 2014/15 were approved. The re-appointment of Scott Moncrieff as the School's External Auditors was also approved.

26. Date of Remaining Meetings 2015/16

Monday 1st February 2016 (Awayday)
 Monday 14th March 2016 at 1.30pm
 Thursday 16th June 2016 at 1.30pm