

THE GLASGOW SCHOOL OF ART
BOARD OF GOVERNORS

Minutes: 14th March 2016 (website version)

Present:	Ms Muriel Gray	Lay Governor (Chair)
	Ms Kerry Aylin	Support Staff Representative
	Mr Charles Beattie	Lay Governor
	Mr Douglas Brown	Lay Governor
	Professor Tom Inns	Director
	Mr Douglas Kinnaird	Lay Governor
	Ms Eleanor McAllister	Lay Governor
	Mrs Linda McTavish	Lay Governor
	Dr Susie Mitchell	Lay Governor
	Professor Ken Neil	Academic Council Representative
	Mr Lewis Prosser	President, Students' Association
	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
	Ms Alison Lefroy Brooks	Former Lay Governor and Vice-Chair
	Mr Eliot Leviten	Director of Finance and Resources
	Dr Craig Williamson	Registrar
	Mr John Martin	Assistant Secretary to the Board

1. Welcome and Thanks

Members warmly welcomed Charles Beattie and Susie Mitchell, recently appointed as Lay Governors, to their first meeting of the Board. The Board also welcomed Alison Lefroy-Brooks, whose term as a Lay Governor had now come to an end, but who was attending this meeting as the outgoing Chair of the Audit Committee. A social occasion was planned later in the year for recently-departed Governors, but, in the meantime, the Board extended grateful thanks to Alison for her major contribution to the work of the Board and the Audit Committee.

2. Apologies for Absence

Dr Janet Brown, Ms Christa Reekie

3. Declarations of Interest

None.

3. Minutes

The Minutes of the meetings held on 8th December 2015 and 1st February 2016 (Awayday) were approved.

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4. Board Intermediary

As discussed at the Board Awayday meeting in February 2016, Governors had been invited to contact the Board Intermediary (Linda McTavish) if they had any concerns regarding the conduct of Board meetings. No such concerns had been notified.

5. Report from the Chair

.1 Lesley Thomson

It was confirmed that, following the Chair's correspondence with the Board, Lesley Thomson had been reappointed as a Lay Governor for the period 1st June 2016 – 31st May 2019.

.2 Higher Education Governance (Scotland) Bill

Further to previous discussions, it was reported that the Higher Education Governance (Scotland) Bill had now been passed. Scottish Higher Education Institutions would now await details of the implementation of the measures contained in the Bill, including the election of chairs of governing bodies.

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 Reports

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

8. Appointments to GSA Development Trust

As outlined in a paper from the Director of Development, the Board resolved that:

- .1 Ken Ross OBE, Lay Governor, be appointed Chair of the GSA Development Trust.
- .2 Mary Teresa Rainey OBE, Chair of Th_nk, be appointed a Trustee of the GSA Development Trust.

The immediate main goal of the Trust, shortly to be formally announced, would be to raise £15m towards the School's estates development, including restoration of the Mackintosh Building. As discussed at previous meetings, signs from potential donors had been encouraging and it was felt that £15m was a realistic and achievable target over a three year period.

9. Health and Safety Report

A report from the Chair of the Occupational Health and Safety Committee was circulated. Good progress continued to be made and additional resource was being found to support GSA's progress with the agreed Health and Safety Plan. An important development would be for the School to demonstrate that it was aligning and benchmarking its policies and procedures against those of the wider sector and regulatory bodies, an approach which was strongly endorsed by the Board.

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10. Students' Association: Report from the President

The President of the Students' Association introduced his report (Paper A10). The Association's trading activities remained profitable in the year to date, although the Christmas period had been quieter than usual in the city. The Association was considering the financial impact of implementing the increased National Living Wage for its employees. Planning for the Association's activities during the Degree Show was well underway. The Association's sports societies were reviewing their health and safety arrangements.

The Association had held an event entitled 'We Need to Talk about GSA', which had focussed on a number of issues in relation to the School's learning experience and environment. Notes on the discussions at the event would be made available to the School's Executive Group. The Association was also in discussion with Anthony Blackshaw, the consultant appointed by the School (following the Internal Audit report on the School's associated bodies) to review the operation of the Association.

As mentioned in the President's report, the Association was engaged in encouraging final year undergraduates to participate in the annual National Student Survey (NSS) exercise. It was suggested that other institutions had found an effective technique in this context to be presentations by student representatives at classes.

11. Investment Committee: Merger of Two Investment Funds

As outlined in a paper from the Head of Finance (Paper A11), the Investment Committee had recommended that the two funds overseen by that committee (the Endowment Fund and the Governors' Reserve Fund) be merged. Any underlying requirements, such as provision of prizes from past donations, would be maintained in the administration of the single, merged fund, as would the ability of the Board to make occasional awards from the Governors' Reserve Fund. The merged fund (present value around £3.3m) would continue to be managed by an external investment company, presently Cazenove, whose performance was monitored at meetings of the Investment Committee.

The Board resolved that the Endowment Fund and Governors' Reserve Fund be merged into a single fund, with routine income and expenditure to be monitored by the Investment Committee and extraordinary expenditure to be considered by the Board of Governors.

12. Action Points

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

13. Risk Register: Quarterly Review

The Board noted the Quarterly Review of the Risk Register (Paper B2). It was suggested that future revisions of the Register might include additional consideration of core financial risks.

14. Scottish Funding Council: Outcome Agreement

The Board noted the latest version (2016-17) of the School's Outcome Agreement with the Scottish Funding Council (Paper B3).

15. Reports from Academic Council and Board Committees

The Board noted the Minutes of the following meetings:

- Academic Council, 9th December 2015 (Paper B4.1)
- Audit Committee, 4th February 2016 (Paper B4.2)

- Business and Estates Committee, 4th February 2016 (Paper B4.3)
- Mackintosh Restoration Committee, 2nd February 2016 (Paper B4.4)
- Mackintosh Restoration Committee, 7th December 2015 (Paper B4.5)
- Human Resources Committee, 23rd February 2016 (Paper B4.6)
- Museum and Archive Committee, 5th February 2016 (Paper B4.7)
- Occupational Health and Safety Committee, 17th February 2016 (Paper B4.8)
- Investment Committee, 4th December 2015 (Paper B4.9)

16. School of Simulation and Visualisation

As indicated at recent meetings of the Board and in the Strategic Plan, and summarised in Paper B5, the School was now ready to proceed with formal conversion of the Digital Design Studio to become a fourth academic school, the School of Simulation and Visualisation. In particular, the School wished to launch forthcoming new undergraduate programmes as being offered in the name of the new school. The Board resolved that the status and name of the Digital Design Studio be changed to the School of Simulation and Visualisation from 1st August 2016.

17. Business Continuity and Incident Management

The Board noted an update on the School's developing activities in Incident Management and Business Continuity (Paper B6). It was confirmed that a training exercise would be held subsequent to outstanding business continuity plans being received from Schools. It was also confirmed that arrangements were in place to appropriately notify Board members should a major incident occur. It was suggested that financial institutions were becoming increasingly concerned about cybercrime and that the School should therefore ensure that routine server maintenance was well documented.

18. Counter-Terrorism and Security Act 2015: Prevent Duty

The Board noted an update by the Registrar on the School's approach towards meeting the requirements of the Counter-Terrorism and Security Act 2015 (Prevent Duty). The School was aligning its approach with that of the Scottish HE sector. The President of the Students' Association indicated that he was keen to discuss the Prevent Duty with the School.

19. GSA Complaints Handling Procedure: Annual Report 2014/15

The Board noted the annual report on the School's Complaints Handling Procedure (Paper B8). It was suggested that future reports might include additional detail on the actual nature of complaints in addition to statistical information.

20. Management Accounts to 31st January 2016

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

21. Leadership Foundation: Getting to Grips with Finance

Members were provided with copies of Getting to Grips with Finance, a new publication for governors of HEIs, published by the Leadership Foundation for Higher Education.

22. Date of Next Meeting

Thursday 16th June 2016 at 1.00pm