

**THE GLASGOW SCHOOL OF ART**  
**BOARD OF GOVERNORS**

**Minutes:** 16<sup>th</sup> June 2016

<b>Present:</b>	Ms Muriel Gray	Lay Governor (Chair)
	Ms Kerry Aylin	Support Staff Representative
	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
	Dr Susie Mitchell	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
<b>Attending:</b>	Ms Janet Allison	Head of Policy and Governance
	Ms Laura Glennie	President-Elect, GSASA
	Dr Vanessa Johnson	Head of Student Recruitment (item 6)
	Mr Eliot Leviten	Director of Finance and Resources
	Mr Scott Parsons	Director of Strategy and Marketing (items 5 & 6)
	Dr Craig Williamson	Registrar and Secretary
	Mr John Martin	Assistant Secretary to the Board

**1. Welcome**

The Board warmly welcomed Laura Glennie, President-Elect of the Students' Association, attending as an observer.

**2. Apologies for Absence**

Mr Charles Beattie.

**3. Declarations of Interest**

None.

**4. Minutes of Previous Meeting**

The Minutes of the meeting held on 14<sup>th</sup> March 2016 were approved.

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## 5. Risk Register Quarterly Review

The Board welcomed Scott Parsons, Director of Strategy and Marketing, who introduced the Quarterly Update of the Risk Register (Paper A9). As was now routine, this update had already been seen by the Audit Committee. The risks outlined had remained broadly constant and the document demonstrated the mitigation measures being taken. It was suggested that the risk of major financial instability at Government level might be included in future versions of the Register.

## 6. Student Recruitment 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: Audit Committee

The Nominations Committee had communicated with the Board since the March 2016 meeting and the Board had agreed that Douglas Brown would stand down as a member of the Audit Committee and be replaced by Susie Mitchell, with immediate effect. The Board thanked Douglas Brown (who would remain a member of three other Board committees) for his service on Audit Committee. The Board had also agreed that Charles Beattie would become Chair of the Audit Committee from its November 2016 meeting onwards.

### .2 Remuneration Committee

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

### .3 Development Trust Events in New York

The Chair and other Governors had taken part in a recent series of GSA Development Trust fundraising events in New York, which had been very well received. Thanks were expressed to all who had organised and participated in these events.

## 8. Report from the Director

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

## 9. Senior Management Structure

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

## 10. Estates Development Reports

The Board considered a number of Estates matters:

### .1 Mackintosh Building: appointment of main contractor

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

.2 Mackintosh Restoration Update

The Board noted an update on the Mackintosh Building Restoration Project (Paper A7.2). In noting that the School was still seeking approval from insurers for a Low Pressure Mist System as the building's main anti-fire system, it was confirmed that safety criteria would be fully considered in relation to this system.

.3 Stow College Building Update

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

.4 Mackintosh and Stow College Buildings: Funding

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

.5 Insurance Claim for Lost and Damaged Artworks

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

**11. Budget 2016/17 and Financial Forecasts to 2018/19**

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

**12. Health and Safety Report**

The Board noted a report from the Chair of the Occupational Health and Safety Committee (Paper A11). Considerable progress was being made and continuing challenges addressed.

**13. Students' Association: Report from the President**

The President of the Students' Association presented his report (Paper A12), which showed a continuing positive financial performance, together with an extensive range of representative and cultural activities.

In noting that Lewis Prosser would now be standing down as President (though he had been elected as Vice-President for 2016/17), the Board expressed its great appreciation and thanks for his major contribution to the work of the Association and School during his term of office. Thanks would similarly be conveyed to the outgoing Vice-President, Mathieu Robin.

**14. Glasgow School of Art Enterprises**

In response to a question, it was confirmed that the relationship between Glasgow School of Art Enterprises Ltd (GSAE) and the School was under review by the Director of Finance and Resources, following the Internal Audit review of the School's affiliated bodies. Further reports on the loans being made to GSAE would be presented to the Board – while it was the case that the potential amount of these loans, and need for such loans, would increase now that the projected date for re-opening of the Mackintosh Building had been extended, it was hoped that there would be a significant income generation opportunity for GSAE inbetween completion of the restoration process and reoccupation of the building by students and staff for the 2019/20 academic year.

**15. Action Points**

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

**16. Reports from Academic Council and Board Committees**

The Board noted the Minutes of the following meetings:

- Academic Council, 9<sup>th</sup> March 2016 (Paper B2.1)
- Academic Council, 4<sup>th</sup> May 2016 (Paper B2.2)
- Audit Committee, 20<sup>th</sup> April 2016 (Paper B2.3)  
*(including the recommendation that a rate of interest of 3.5% per annum be charged on GSA loans to GSASA and GSAE, which was approved by the Board)*
- Business and Estates Committee, 18<sup>th</sup> May 2016 (Paper B2.4)
- Mackintosh Restoration Committee, 18<sup>th</sup> April 2016 (Paper B2.5)
- Museum and Archive Committee, 20<sup>th</sup> May 2016 (Paper B2.6)
- Occupational Health and Safety Committee, 11<sup>th</sup> May 2016 (Paper B2.7)
- Investment Committee, 20<sup>th</sup> April 2016 (Paper B2.9)

**17. Human Resources Committee**

The Board noted the minutes of the meeting of HR Committee held on 10<sup>th</sup> May 2016 (Paper B2.8) and approved the following policies:

- Disability Leave Policy
- Time Off for Staff Development Policy
- Flexible Retirement Policy
- Maternity Leave and Pay Policy
- Maternity Support Leave and Pay Policy
- Adoption Leave and Pay Policy
- Adoption Support Leave and Pay Policy

**18. Management Accounts to 31<sup>st</sup> May 2016**

The Board noted the Management Accounts to 31<sup>st</sup> May 2016 (Paper B3).

**19. Annual Review of Corporate Health and Safety Policy**

The Board noted the Annual Review of the Health and Safety Policy (Paper B4) and approved the (unchanged) policy, which would again be reviewed in a year's time.

**20. Dates of Board and Committee Meetings 2016/17**

The Board noted the dates of its meetings (and those of the Board's committees) for 2016/17 (Paper B5)

**21. Date of Next Meeting**

Monday 10<sup>th</sup> October 2016 at 1.30pm