

THE GLASGOW SCHOOL OF ART
BOARD OF GOVERNORS

Minutes: 10th October 2016

Present:

Ms Muriel Gray	Lay Governor (Chair)
Mr Charles Beattie	Lay Governor
Mr Douglas Brown	Lay Governor
Dr Janet Brown	Lay Governor
Professor Tom Inns	Director, GSA
Mr Douglas Kinnaird	Lay Governor
Professor Nora Kearney	Lay Governor
Ms Eleanor McAllister	Lay Governor
Mrs Linda McTavish	Lay Governor
Dr Susie Mitchell	Lay Governor
Professor Ken Neil	Deputy Director (Academic), GSA
Ms Christa Reekie	Lay Governor
Mr Ken Ross	Lay Governor
Sir Muir Russell	Lay Governor and Vice-Chair
Dr Sarah Smith	Academic Staff Representative
Mr Andrew Sutherland	Lay Governor
Ms Lesley Thomson	Lay Governor

Attending:

Professor Vicky Gunn	Head of Teaching and Learning (item 13)
Mr Alan Horn	Director of Development (item 12)
Dr Vanessa Johnson	Head of Student Recruitment (item 11)
Mr Eliot Leviten	Director of Finance and Resources
Mr David Miller	Estates Development (item 6)
Mr Lewis Prosser	Vice-President, Students' Association
Mr Mike Quigley	Head of Estates (item 6)
Dr Craig Williamson	Registrar and Secretary
Mr John Martin	Assistant Secretary to the Board
Mr John McGee	Gardiner & Theobald (item 6)
Mr Scott Mackenzie	Building Design Partnership (item 6)
Mr Ian Young	Gardiner & Theobald (item 6)

1. Welcome

The Board warmly welcomed Professor Nora Kearney and Mr Andrew Sutherland, newly-appointed Lay Governors, who were attending their first meeting.

2. Apologies for Absence

Ms Kerry Aylin, Ms Laura Glennie, Professor Alison Yarrington

3. Declarations of Interest

Andrew Sutherland declared a professional relationship with Page and Park, the architects leading the restoration of the Mackintosh Building.

4. Minutes of Previous Meeting

The Minutes of the meeting held on 16th June 2016 were approved.

5. Re-appointment of Chair

Following a recommendation by the Nominations Committee, the Board had unanimously approved (by correspondence) the reappointment of Muriel Gray as a Lay Governor and Chair of the Board of Governors for a further three-year period from 1st December 2016.

6. Estates Development

The Board welcomed John McGee and Ian Young (Gardiner & Theobald) and Scott Mackenzie (Building Design Partnership), together with Mike Quigley and David Miller from the School's Estates Department.

.1 Stow College Building: Phase One

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

.2 Mackintosh and Stow Buildings: update

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

.3 Funding Analysis for Mackintosh and Stow Building Projects

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

7. Report from the Chair

.1 Ms Victoria Nairn

One of the recently-appointed Lay Governors, Victoria Nairn, due to join the Board in October 2016, had recently taken up a post as a Vice-Principal at Robert Gordon University. This would be a clear conflict of interest and Ms Nairn had offered her resignation as a Governor. The School had reluctantly accepted and had sent best wishes to Ms Nairn for success in her new position.

.2 Appointment of Deputy Director

Further to the discussion at the previous meeting, Professor Ken Neil had been appointed Deputy Director (Academic) of the School, and the Board extended congratulations to Professor Neil. His previous ex-officio role on the Board as Academic Council representative was therefore now vacant and a new representative was being sought.

.3 Prince Charles: Patron of GSA

The Board noted with pleasure that Prince Charles had agreed to extend his role as Patron of GSA until June 2021.

.4 Appointment of New Trustees for GSA Development Trust

Following discussions involving senior Governors and the Development Trust, it had been recommended that Ms Deborah Bennet and Ms Irene Adams be appointed as Trustees of the GSA Development Trust. The Board approved these appointments.

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.5 Re-appointment of Professor Alison Yarrington

On the recommendation of the Nominations Committee, the Board resolved that Professor Alison Yarrington be reappointed as a Governor and Chair of the Museum and Archive Committee for a final term of three years from 1st March 2017.

.6 Chair of Remuneration Committee

On the recommendation of the Nominations Committee, the Board resolved that the Chair of the HR Committee should henceforth chair the Remuneration Committee (rather than the Chair of Audit Committee), thus avoiding a conflict of interest when the Audit Committee reviewed the performance of Remuneration Committee.

.7 Membership of HR Committee

On the recommendation of the Nominations Committee, the Board resolved that Professor Nora Kearney be added to the membership of the Human Resources Committee.

.8 Stow Building Procurement Route

The Board had approved by correspondence the procurement route for renovation of the Stow College building.

.9 Review of Scottish Code of Good HE Governance

The Committee of Scottish Chairs was carrying out a review of the Scottish Code and a group of Governors had recently met with one of the consultants carrying out this review.

.10 Board of Governors: Five-Year Effectiveness Review

The Board was reminded that its Five-Year Effectiveness Review would be held during 2016/17. A methodology for this review would be presented to the Board's next meeting.

.11 Douglas Kinnaird

This would be Douglas Kinnaird's final Board meeting as a Lay Governor, as he had now served the maximum term of office, although he would continue to serve as a Trustee of the GSA Development Trust. The Board extended warm thanks to Douglas for his many contributions to the work of the Board and the School.

8. Report from the Director

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

9. Health and Safety Management

The Chair of the Occupational Health and Safety Committee and the Registrar introduced the Health and Safety Annual Report 2015/16 and the Occupational Health and Safety Plan 2016/17, both of which were approved by the Board. (It was noted that Fire Safety Management and Health and Safety policies specific to Estates were still under consideration by the Occupational Health and Safety Committee). While there remained

challenges in this area, significant progress had been made, with continuing evidence of a shift towards a far greater awareness of health and safety matters.

10. Strategic Plan: Update

The Board noted the progress report on the 2015-18 Strategic Plan (Paper A8).

11. Student Recruitment Update

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

12. Director of Development: Progress Report and Strategic Plan

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

13. National Student Survey/Postgraduate Taught Experience Survey

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

14. GSA Students' Association

.1 Report from Registrar and Secretary

Further to earlier discussions at the Board and Audit Committee, the Registrar and Secretary had provided a report on the formal relationship between the School and the Students' Association (Paper A12.1). This report included a new Relationship Agreement and a Code of Practice, together with a description of the actions required for this Agreement to be completed by GSASA and GSA's Director of Finance and Resources respectively. Subsequent Board approval would be required. It was important that this process be completed as soon as possible to ensure compliance with legislation.

The Board approved the Relationship Agreement, subject to any minor amendments agreed between the Registrar and Secretary and GSA's solicitors.

The Board approved the Code of Practice, subject to any minor amendments agreed between the Registrar and Secretary and GSA's solicitors and the necessary updates following the completion of the actions on GSASA and GSA's Director of Finance and Resources.

.2 President's Report

The Board welcomed Lewis Prosser, Vice-President (and former President) of GSASA, attending on behalf of the President, who introduced the President's report (Paper A12.2). The Association had, as usual, provided a busy programme of events for new students, and was continuing to engage with the School through such channels as the Director's Forum. The Association's commercial position continued to improve, with a small surplus having been achieved in 2015/16.

15. Equality and Diversity

.1 Equality and Diversity Annual Report 2015/16

The Board approved the Equality and Diversity Annual Report 2015/16.

.2 Equality and Diversity Annual Plan 2016/17

The Board approved the Equality and Diversity Annual Plan 2016/17.

.3 Equality Challenge Unit: Handbook for Governors

Copies of Governing Bodies, Equality and Diversity (a Handbook for Governors of Scottish Higher Education Institutions) were distributed to Governors.

16. Action Points

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

17. Reports from Academic Council and Board Committees

The Board noted the Minutes of the following meetings:

- Audit Committee, 29th August 2016 (Paper B2.1)
- Business and Estates Committee, 29th August 2016 (Paper B2.2)
- Mackintosh Restoration Committee, 8th June 2016 (Paper B2.3)
- Mackintosh Restoration Committee, 31st August 2016 (Paper B2.4)
- Museum and Archive Committee, 5th September 2016 (Paper B2.5)
(including the recommendation that Victoria Peters, University of Strathclyde, be reappointed as a member of the Committee for a further term of three years from 1st January 2017 to 31st December 2019)
- Occupational Health and Safety Committee (minute extract), 3rd October 2016 (Paper B2.7)

18. Remuneration Committee, June 2016 and August 2016

The Board noted a report on the meetings of the Remuneration Committee held on 16th June 2016 and 26th August 2016 (Paper B2.6).

19. Risk Management: update

The Board noted the Risk Management Update, including the latest version of the Risk Register (Paper B3).

20. Incident Management and Business Continuity Update

The Board noted an update on the School's Incident Management and Business Continuity procedures (Paper B4).

21. 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).

22. Annual Accounts to 31st July 2016

The Board noted the letter from the External Auditors (Scott Moncrieff) confirming the details of the audit of the School's Annual Accounts for 2015/16 (Paper B6.1). An early draft of those accounts had also been circulated (Paper B6.2)

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23. Statement of Corporate Governance 2016/17

The Board approved the School's Statement of Corporate Governance for 2016/17 (Paper B7.1)

24. Academic Council and Board Committees: Remits, Memberships and Procedures 2016/17

The Board approved the remits, memberships and procedures for the Academic Council and the Board's committees for the 2016/17 academic year, as contained in Paper B7.2.

25. Complaints Handling Procedure: Annual Report 2015/16

The Board noted the Complaints Handling Procedure Annual Report 2015/16 (Paper B8)

26. Safeguarding Responsibilities

The Board noted a briefing note (as considered by the School's Executive Group) on the School's safeguarding responsibilities, as specified by legislation (Paper B9).

27. Dates of Board and Committee Meetings 2016/17

The Board noted an updated list of its meetings (and those of the Board's committees) for 2016/17 (Paper B10)

28. Leadership Foundation: Governor Development Programme 2016/17

Copies of the Leadership Foundation for Higher Education's Governor Development Programme for 2016/17 were distributed to Governors.

29. Date of Next Meeting

Monday 12th December 2016 at 1.30pm

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