

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

**Minutes:** 20<sup>th</sup> March 2017 (website version)

<b>Present:</b>	Ms Muriel Gray	Lay Governor (Chair)
	Ms Kerry Aylin	Staff Governor (Support Staff)
	Mr Charles Beattie	Lay Governor
	Mr Douglas Brown	Lay Governor
	Ms Laura Glennie	President, GSA Students' Association
	Professor Tom Inns	Director, GSA
	Professor Nora Kearney	Lay Governor
	Mrs Linda McTavish	Lay Governor
	Dr Susie Mitchell	Lay Governor
	Professor Ken Neil	Deputy Director (Academic), GSA
	Professor Johnny Rodger	Staff Governor (Academic Council)
	Mr Ken Ross	Lay Governor
	Sir Muir Russell	Lay Governor (Vice-Chair)
	Dr Sarah Smith	Staff Governor (Academic Staff)
	Mr Andrew Sutherland	Lay Governor
	Ms Lesley Thomson	Lay Governor
	Professor Alison Yarrington	Lay Governor
<b>Attending:</b>	Mr Colin Langford	Consultant (Board Effectiveness)
	Professor Irene McAra-McWilliam	Deputy Director (Innovation) (item 6)
	Mr Alastair Milloy	Director of Finance and Resources
	Dr Craig Williamson	Registrar and Secretary
	Mr John Martin	Assistant Secretary to the Board

**1. Welcome**

The Board welcomed Colin Langford, who was acting as the external consultant for the School's five-yearly review of the effectiveness of the Board and its committees. Colin had circulated a confidential questionnaire to Governors, and had also offered to meet with Governors in person.

**2. Apologies for Absence**

Dr Janet Brown (see item 16 below), Ms Eleanor McAllister, Ms Christa Reekie

**3. Declarations of Interest**

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

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#### 4. Minutes of Previous Meetings

- .1 The minutes of the meeting held on 12<sup>th</sup> December 2016 were approved.
- .2 The minutes of the Awayday meeting held on 30<sup>th</sup> January 2017 were approved.

#### 5. Report from the Chair

The Chair reported several items of interest, some of which were contained in her written report (Paper 2.5).

##### .1 Remuneration Committee

The Remuneration Committee had just met to consider several staffing cases, and a report would be provided to the Board's next meeting.

##### .2 Nominations Committee

The Nominations Committee had met and made a number of recommendations to the Board:

- The Board agreed that Mr Ken Ross be reappointed for a third and final term of office as a Lay Governor, from 1<sup>st</sup> July 2017 – 30<sup>th</sup> June 2020.
- The maximum terms of office of several Governors would expire within the next eighteen months. Consideration would therefore need to be given to the possible reappointment of new Governors, including consideration of the Board's Skills Matrix, diversity of membership and the overall size of the Board. It was agreed that a sub-group be formed to oversee the possible appointment of new Governors, comprising the Chair, the Vice-Chair, the Director, Professor Kearney and the President of the Students' Association, with the Registrar and Secretary in attendance. Assuming that a decision to recruit new Governors was taken, the sub-group would select the short-list and act as the interview panel.
- Subject to the Board's approval of the formation of the Estates Development Committee in place of the Mackintosh Restoration Committee (see 9.1 below), it was agreed that Eleanor McAllister would chair this committee until 31<sup>st</sup> December 2017 and that Douglas Brown would take over as Chair from 1<sup>st</sup> January 2018.
- It was agreed that Nora Kearney would become Chair of the Human Resources Committee from 1<sup>st</sup> July 2017 and, as chair of that committee, would also become Chair of the Remuneration Committee from the same date.
- It was agreed that Lesley Thomson be appointed Board Intermediary from 1<sup>st</sup> July 2017.
- It was also noted that the three Staff Governors had nominated Kerry Aylin to represent them on the Nominations Committee.

##### .3 Committee of Scottish Chairs

The Committee of Scottish Chairs was seeking to persuade the Scottish Government that legislation was not necessary in relation to the diversity of membership of Scottish HEIs' governing bodies, arguing that the importance of diversity was recognised through the Scottish Code of Good HE Governance.

.4 Ashes to Art

Congratulations were extended to the GSA Development Trust for the success of the 'Ashes to Art' auction at Christie's in London, which had not only raised a substantial sum (over £500k) towards restoration of the Mackintosh Building, but had also generated substantial media coverage.

**6. Report from the Director**

The Board welcomed the Deputy Director (Innovation). The Director introduced his report (Paper 3.1) and drew attention to the following points:

.1 Creative Campus, Forres

The Creative Campus at the Altyre Estate, Forres had been formally opened in January 2017 and Governors viewed a film of the first Winter School, which had been running on the Creative Campus at the time of the opening ceremony.

.2 Higher Education Sectoral Developments

- The School had received its SFC funding letter for 2017/18. In common with other HEIs, the School would receive no increase in its teaching grant, which represented a cut in real terms.
- A Commissioner for Fair Access to Higher Education in Scotland had been appointed (Sir Peter Scott).

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

**7. Report from the President of the Students' Association**

The President of the Students' Association introduced her report (Paper 4). Among the Association's successful social activities had been those associated with the Celtic Connections festival and Radio 6 Music Festival. It was suggested that the Association might be able to exploit links with the local community to generate increased usage of the Association's premises during quieter periods.

The Association was continuing to review its class representation system. Efforts were also being made to ensure a good response from GSA students for the 2017 National Student Survey.

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**8. Report from the Director of Finance and Resources**

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

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## 9. Report from the Registrar and Secretary

### .1 Estates Development Group

Following discussion at the Business and Estates Committee, it had been suggested that a new Board committee be formed to consider the detailed aspects of major estates projects and future estates policy. The proposed committee would be named the Estates Development Committee and would incorporate the work of the existing Mackintosh Restoration Committee. A proposed remit, membership and procedures had been circulated (Paper 6.1) and the Board resolved that the Estates Development Committee be formed, chaired by Eleanor McAllister, this committee to replace the Mackintosh Restoration Committee with immediate effect.

### .2 Equal Pay Review and Equalities Mainstreaming

The Registrar and Secretary had provided an overview (Paper 6.2) of the School's Equal Pay Review 2017 and Equalities Mainstreaming, together with the following papers:

- Equal Pay Review 2017 (Paper 13.1)
- Mainstreaming Quality Progress Report March 2017 (Paper 13.2)
- Equality Outcomes 2013-17: Final Progress Report (Paper 13.3)
- Equality Outcomes 2017-21 (Paper 13.4)
- Equality Monitoring Report: Students 2015-16 (Paper 13.5)

The Equal Pay Review 2017 had resulted from a revised and more detailed approach, with consequent recommendations aligned with the proposed Equality Outcomes for 2017-21.

The Board noted that an underpinning aspect of GSA meeting its 2017-2021 Equality Outcomes would be for designated senior staff (each of whom were line-managed by the Director of GSA) to formulate, own and progress local plans.

The Board approved the Equal Pay Review 2017, the Mainstreaming Quality Progress Report March 2017, the Final Progress Report on Equality Outcomes 2013-17, the School's Equality Outcomes 2017-21, and the Equality Monitoring Report: Students 2015-16.

## 10. Publication of Board Papers

Given the volume of Board papers for recent meetings, it was suggested that the School should aim to issue papers a fortnight in advance of meetings, ideally with short summaries of large papers being provided whenever possible. It was agreed that large papers might on occasion be circulated further in advance of meetings, providing that the subsequent agenda made clear that such papers would be considered. It was further agreed that the new style of agenda, with all business for discussion being channelled through five senior Governors or School officers, was working well.

## 11. Action Points

The Board noted its list of Action Points (Paper 10).

## 12. Reports from Academic Council and Board Committees

The Board noted the minutes of the following meetings:

- Academic Council, 7<sup>th</sup> December 2016 (Paper 11.1)
- Audit Committee, 8<sup>th</sup> February 2017 (Paper 11.2)
- Business and Estates Committee, 8<sup>th</sup> February 2017 (Paper 11.3)
- Mackintosh Restoration Committee, 1st February 2017 (Paper 11.4)
- Museum and Archive Committee, 13<sup>th</sup> February 2017 (Paper 11.5)
- Remuneration Committee, 12<sup>th</sup> December 2016 (Paper 11.7)
- Occupational Health and Safety Committee, 8<sup>th</sup> December 2016 (Paper 11.8)
- Occupational Health and Safety Committee, 15<sup>th</sup> February 2017 (Paper 11.9)

## 13. Human Resources Committee

The Board noted the minutes of the meeting of Human Resources Committee held on 14<sup>th</sup> February 2017 (Paper 11.6) and approved the Absence Management Policy and Procedure.

## 14. Management Accounts to 31<sup>st</sup> January 2017

The Board noted the Management Accounts to 31<sup>st</sup> January 2017 (Paper 12)

## 15. General Data Protection Regulation

The Board noted a briefing note from the Registrar and Secretary on the General Data Protection Regulation (Paper 14), which introduced significant additional obligations as of May 2018.

## 16. Dr Janet Brown

The Board was reminded that Janet Brown had served as a Lay Governor for the maximum term of nine years and would therefore now be standing down. She had made a major contribution to the work of the Board, including membership of the Audit Committee and her recent invaluable work as Chair of the Occupational Health and Safety Committee. The Board's appreciation and gratitude would be conveyed to Janet, who had been unable to attend her final Board meeting because of other pressing commitments.

## 17. Date of Next Meeting

Monday 12<sup>th</sup> June 2017 at 1.30pm

*(Following the meeting, a number of Governors visited the Mackintosh Building to view the restoration works in progress)*