

THE GLASGOW SCHOOL OF ART
BOARD OF GOVERNORS

Minutes: 12th June 2017

Present:	Ms Muriel Gray	Lay Governor (Chair)
	Mr Douglas Brown	Lay Governor
	Ms Laura Glennie	President, GSA Students' Association
	Professor Tom Inns	Director, GSA
	Professor Nora Kearney	Lay Governor
	Dr Susie Mitchell	Lay Governor
	Professor Ken Neil	Deputy Director (Academic), GSA
	Ms Christa Reekie	Lay Governor
	Professor Johnny Rodger	Staff Governor (Academic Council)
	Mr Ken Ross	Lay Governor
	Sir Muir Russell	Lay Governor (Vice-Chair)
	Mr Andrew Sutherland	Lay Governor
	Ms Lesley Thomson	Lay Governor
	Professor Alison Yarrington	Lay Governor

Attending:	Mr Guillaume Coet	General Manager, Students' Association (item 7)
	Mr Colin Langford	Consultant (Board Effectiveness)
	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 again welcomed Colin Langford, external consultant for the School's five-yearly review of the effectiveness of the Board and its committees (see also item 9.5 below).

2. Apologies for Absence

Mr Charles Beattie, Ms Eleanor McAllister, Mrs Linda McTavish, Dr Sarah Smith

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 20th March 2017 were approved.

5. Report from the Chair

The Chair drew attention to several points, some of which were contained in her written report (Paper 2.4):

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.1 Kerry Aylin

The Board and the wider GSA community had been shocked and saddened by the sudden death of Kerry Aylin, a longstanding member of staff and a Staff Governor since 2009. Kerry's family had sent their thanks to the School for numerous messages of condolence and support and for the School's participation in Kerry's funeral. A student prize in her memory was being planned.

.2 Linda McTavish

Linda McTavish would step down as a Governor of the School on 30th June 2017, having served the maximum term of office. The Chair led the Board in thanking Linda (in her absence) for her major contribution to the work of the Board and GSA. She had chaired the HR Committee throughout her term of office, had also served as Chair of the Remuneration Committee, and the School had often benefitted from her wide experience and sound advice.

.3 Students' Association Elections

The Board congratulated Laura Glennie on her re-election as President of the Students' Association for a second year.

.4 Degree Show 2017

The undergraduate Degree Show had been highly successful. Additional security measures had been introduced in the light of recent terrorist incidents in London and Manchester.

.5 GSA Choir

The GSA Choir had held a highly successful concert at the Kelvingrove Museum to mark the choir's fifth anniversary.

6. Report from the Director

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 Board welcome Guillaume Coet, General Manager of the Students' Association. The President of the Association introduced her report (Paper 4). Social and entertainment events were running successfully, and the Vic Café Bar had received a commendation in the Eating and Drinking Guide in 'The List'. Student representation activities were also progressing well, including reorganisation of the Class Representatives system.

Following a discussion at the Business and Estates Committee, further discussions had led to a significant proportion of the Association's debt to GSA being written off, for which the Association expressed thanks. The Association's amended annual accounts would now be submitted to the relevant bodies. The Association also recognised the importance of finalising its Relationship Agreement with the School.

8. Report from the Director of Finance and Resources

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9. Report from the Registrar and Secretary

The Registrar and Secretary introduced his report (Paper 6)

.1 Staff Governor Vacancy

Given the sudden and tragic death of Kerry Aylin, a vacancy now existed on the Board for the Staff Governor elected by the School's non-academic staff. It was agreed that an election be held during September 2017, with a view to the successful candidate joining the Board in October 2017 for an initial term of three years.

.2 Board of Governors Guidance to Remuneration Committee

As specified in the framework provided by the Committee of Scottish Chairs, the Head of Human Resources had provided (in a briefing paper circulated as Paper 13) guidance on the advice the Board might wish to give to the Remuneration Committee in 2017/18. The Board recommended to the Remuneration Committee that, as in recent years, the School should apply the nationally-negotiated pay award to those staff whose salary levels were outwith the national pay scales, with any cases for additional increases to be considered by the Remuneration Committee. The Board also asked the Remuneration Committee to ensure that equality and equal pay principles were considered in its deliberations.

.3 Revised Scottish Code of Good HE Governance

A draft revision of the Scottish Code of Good HE Governance had been prepared by the Committee of Scottish Chairs (circulated as Paper 14). There were no major implications for the School, and the new Code would be mapped against the next revision of the GSA Statement of Corporate Governance.

.4 Recruitment of New Lay Governors

Further to the discussion at the Board's previous meeting, the process for recruitment of new Lay Governors was underway.

.5 Five-Yearly Review of Governance

The five-yearly review of governance (including the effectiveness of the Board and its major committees) was progressing well, with a report to the Board being scheduled for October 2017.

.6 Higher Education Governance (Scotland) Act 2016

The School was planning to submit to the Privy Council in early 2017/18 proposed changes to its Order of Council, in response to the requirements of the Higher Education Governance (Scotland) Act, together with any other revisions identified by the five-yearly review of governance.

.7 General Data Protection Regulation (GDPR)

Steps were being considered by the School in response to the significant implications of the General Data Protection Regulation. The Regulation would become applicable in May 2018 and there were serious penalties for non-compliance.

.8 Competitions and Markets Authority (CMA) Compliance

The School was continuing to address its response to the guidance provided to HEIs by the CMA, although further action would be required to ensure full compliance.

.9 UKVI: Student and Staff Immigration

As reported at previous meetings, compliance with UKVI procedures was vital for all HEIs, given the importance of retention of licenses relating to staff and students from overseas. Procedures relating to overseas students and staff were working effectively. However, an issue for the School was the poor practice in academic Schools in adhering to pre-employment checks for casual staff. The Board noted the importance of addressing this matter. Weekly reports were being provided to the Director's senior staff, who were then responsible for addressing any indication that procedures were not being followed correctly. The Audit Committee was also monitoring this matter.

.10 Corporate Parenting (Children and Young People (Scotland) Act 2014)

The Children and Young People (Scotland) Act 2014 placed obligations on public bodies (including HEIs) in relation to the needs of looked-after children and care leavers. The School's Executive Group had approved a Corporate Parenting Plan, circulated as Paper 15. In noting that this plan included provision of year-round student accommodation for certain students, it was confirmed that student support services were also available outwith academic terms/semesters.

.11 Internal Audit

Responsibility for Internal Audit had been transferred to the Registrar and Secretary, who was reviewing the School's approach and consistency with sector standards.

.12 Public Interest Disclosure (Whistleblowing)

The role of 'Designated Officer' for Public Interest Disclosure (PID) matters at GSA had been transferred to the Registrar and Secretary. A revised policy, following sector benchmarking, would shortly be considered by the HR Committee and thereafter by the Audit Committee.

The Registrar and Secretary's report also contained updates on the Prevent Duty, Equality Duty, Complaints Management, Safeguarding/Child Protection, and the Draft Gender Representation on Public Boards (Scotland) Bill.

In response to a query on cyber security, it was confirmed that a recent audit had confirmed that the School met the required sectoral standards. A further audit would be undertaken in 2018/19.

10. Action Points

The Board noted its list of Action Points (Paper 9).

11. Risk Register

The Board noted the Risk Management Update and the latest Risk Register (Paper 10). It was suggested that, following the outcome of the recent UK General Election, the degree of risk associated with a possible further referendum on Scottish independence might be reviewed.

12. Reports from Academic Council and Board Committees

The Board noted the minutes of the following meetings:

- Academic Council, 8th March 2017 (Paper 11.1)
- Academic Council, 3rd May 2017 (Paper 11.2)
- Business and Estates Committee, 22nd May 2017 (Paper 11.4)
- Estates Development Committee, 15th May 2017 (Paper 11.6)
- Museum and Archive Committee, 8th May 2017 (Paper 11.7)
- Human Resources Committee, 18th April 2017 (Paper 11.8)
- Occupational Health and Safety Committee, 17th May 2017 (Paper 11.10)
- Investment Committee, 22nd May 2017 (Paper 11.11)
- Nominations Committee, 20th March 2017 (Paper 11.12)

13. Audit Committee

The Board noted the minutes of the meeting of the Audit Committee held on 26th April 2017 (Paper 11.3) and approved the extensions for one year of the contracts for Internal Audit services (with BDO) and External Audit services (with Scott Moncrieff), prior to these services being retendered during 2017/18.

14. Mackintosh Restoration Committee

The Board noted the minutes of the meeting of the Mackintosh Restoration Committee held on 8th March 2017 (Paper 11.5) and noted also that the Committee had agreed with the Business and Estates Committee in recommending the formation of the Estates Development Committee.

15. Remuneration Committee

The Board noted the report of the meeting of the Remuneration Committee held on 20th March 2017 (Paper 11.9)

16. Management Accounts to 30th April 2017

The Board noted the Management Accounts to 30th April 2017 (Paper 12)

17. Dates of Meetings 2017/18

The Board noted the latest update on the dates of Board and Board committees for 2017/18 (Paper 16).

18. Date of Next Meeting

Monday 9th October 2017 at 1.30pm.