

THE GLASGOW SCHOOL OF ART
BOARD OF GOVERNORS

Minutes: 9th October 2017

Present:	Ms Muriel Gray	Lay Governor (Chair)
	Mr Charles Beattie	Lay Governor
	Mr Douglas Brown	Lay Governor
	Ms Polly Christie	Staff Governor (Support Staff)
	Professor Tom Inns	Director, GSA
	Professor Nora Kearney	Lay Governor
	Ms Eleanor McAllister	Lay Governor
	Professor Ken Neil	Deputy Director (Academic), GSA
	Ms Christa Reekie	Lay Governor
	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

Attending:	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 and congratulated Polly Christie, Recovery Project Lead in Archives and Collections, who had been elected as Staff Governor (Support Staff).

2. Apologies for Absence

Ms Laura Glennie, Dr Susie Mitchell, Professor Johnny Rodger.

3. Declarations of Interest

Andrew Sutherland declared professional relationships with Page/Park, the architects leading the restoration of the Mackintosh Building, and Graven Images, a design consultancy also involved in the Mackintosh restoration project.

4. Minutes of Previous Meeting

The minutes of the meeting held on 12th June 2017 were approved.

5. Report from the Chair

The Chair drew attention to the following points:

.1 Nominations Committee

The Nominations Committee was considering changes to the memberships of some of the Board's committees and would seek approval from the Board in due course.

.2 Remuneration Committee

The Remuneration Committee had just met and had accepted the advice of the Board with regard to the pay award for senior staff in 2017/18, namely that these staff should (unless subject to special consideration by the Committee) receive the same award as that recently negotiated through UCEA for staff on nationally-recognised pay scales. This national outcome was an increase of 1.7% for most staff, with slightly higher awards for those on the lowest grades.

.3 Recruitment of new Lay Governors

As mentioned in the report from the Registrar and Secretary, a strong response had been received following the School's advertisement for new Lay Governors. The Nominations Committee sub-group overseeing the appointments would meet shortly to consider a short-list for interview.

.4 Committee of Scottish Chairs

The Chair had been unable to attend the recent meeting of the Committee of Scottish Chairs, but the Director had attended the subsequent dinner. The main topic for discussion had been the imminent publication of the revised Scottish Code of Good HE Governance.

6. Stow Building

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

7. Report from the Human Resources Committee

The Chair of the HR Committee drew the Board's attention to the minutes of the Committee's recent meeting (Paper 12.7). The trade union representatives had enquired about the union representation on the Board of Governors specified in the Higher Education Governance (Scotland) Act 2016, and the Registrar and Secretary had confirmed that the process was underway of amending (or replacing) the School's Order of Council to ensure compatibility with this legislation (see also 11.3 below).

The HR Committee had also noted with disappointment the low completion rate for Career Review and Development in some areas, although it was suggested that part of the problem might be delayed notification of reviews having taken place. Online reporting was now available and both the Executive Group and the HR Committee would be monitoring future completion rates.

Finally, as recommended by the HR Committee, the Board approved the Capability Policy and Procedure and the Employee Support Procedure.

8. Report from the Director

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 President of the Students' Association

The Board noted the report from the President of the Students' Association (Paper 5) and welcomed in particular the Association's role in improvements to the student representation system.

10. 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.

11. Report from the Registrar and Secretary

The Registrar and Secretary introduced his report (Paper 7)

.1 Annual report to the Scottish Funding Council on Institution-led Review Activity 2016/17

As recommended in the report, the Board endorsed the Annual Report to the Scottish Funding Council on Institution-Led Review Activity 2016/17 (Paper 16). A statement signed by the Chair to this effect would be sent to the Council.

.2 Five-Year Review of Governance/Effectiveness

This review was progressing well and the report from the external consultant would be presented to the Board's December 2017 meeting.

.3 Higher Education Governance (Scotland) Act 2016

The School's compliance with this Act was being considered alongside the above-mentioned five-year review and would include liaison with the School's lawyers and then with the Scottish Government and the Privy Council. Among the constitutional changes necessary would be the addition of trade union representatives to the Board's membership, alongside a second student Governor. It was likely that a wholly new Order of Council would be necessary.

.4 Statement of Corporate Governance 2017/18

The Statement of Corporate Governance had been extensively revised for 2017/18, primarily to demonstrate more explicitly the School's compliance with the Scottish Code of Good HE Governance. Further minor changes might be necessary if so required by the imminent revised version of the Scottish Code. The Board approved the Statement of Corporate Governance 2017/18 (Paper 13).

.5 Academic Council and Board Committee Remits and Memberships 2017/18

The Board approved the Remit and Membership of Academic Council 2017/18 (Paper 14.1) and the Remits and Memberships of the Board's committees for 2017/18 (Paper 14.2).

.6 Equality Report 2016/17 and Equality Plan 2017/18

The Board approved the School's Equality Report for 2016/17 (Paper 17) and, subject to completion of one section, approved the Equality Plan for 2017/18 (also Paper 17). The outstanding section would be considered by the Executive Group and offered in due course to the Board for approval.

.7 Public Interest Disclosure (Whistleblowing) Policy

As recommended by both the Audit Committee and HR Committee, the Board approved the School's Public Interest Disclosure (Whistleblowing) Policy (Paper 18).

.8 GSA SPSO Complaints Handling Procedure Annual Report 2016/17

The Board approved the GSA SPSO Complaints Handling Procedure Annual Report 2016/17 (Paper 19).

.9 General Data Protection Regulation (GDPR)

The report from the Registrar and Secretary outlined the continuing steps approved by the Executive Group to ensure compliance with GDPR by the implementation date of May 2018. It was suggested that the School's auditors might also play a role and it was confirmed that GDPR was already scheduled for consideration by GSA's Internal Auditors. In response to a query, it was confirmed that the School had yet to appoint a Data Protection Officer (DPO), but that the matter remained under discussion with the Executive Group.

.10 Other Matters

The Registrar and Secretary's report also contained updates on CMA Compliance, UKVI (staff and students), the forthcoming GSA Internal Audit Protocol, and the Counter-Terrorism and Security Act 2015 (Prevent Duty).

12. Corporate Criminal Offence: Tax Evasion

The Board's attention was drawn to the new corporate criminal offence of failing to prevent the facilitation of tax evasion, which would place the onus on organisations to ensure that staff were fully aware of all aspects of tax evasion and its prevention.

13. Forres Campus Visit

The Board was reminded that it was hoped that Governors would be given the opportunity to visit GSA Highlands and Islands at the Creative Campus in Forres. The Chair would consider when this visit might take place.

[Action: MG]

14. Action Points

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

15. Risk Register

The Board noted the Risk Management Update and the latest Risk Register (Paper 11).

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16. Reports from Board Committees

The Board noted the minutes of the following meetings:

- Audit Committee, 30th August 2017 (Paper 12.1)
- Business Committee, 30th August 2017 (Paper 12.2)
- Estates Development Committee, 28th June 2017 (Paper 12.3)
- Estates Committee, 4th September 2017 (Paper 12.4)
- Remuneration Committee, 20th June 2017 (Paper 12.8)
- Occupational Health and Safety Committee, 19th September 2017 (Paper 12.9)

(see minute 7. above for Human Resources Committee)

17. Museum and Archive Committee

The Board noted the minutes of the meeting of the Museum and Archive Committee held on 21st September 2017 (Paper 12.5), and approved the recommendation that two external members of the Committee (Dr Evelyn Silber and Dr Sabine Wieber) be reappointed for further terms of three years from 1st September 2017 to 30th August 2020).

18. Accounts 2016/17

- .1 The Board noted the Management Accounts for 2016/17 (Paper 15.1)
- .2 The Board noted the Planning Letter from the External Auditors (Scott Moncrieff) confirming the details of the audit of the School's Annual Accounts for 2016/17 (Paper 15.2).

19. Dates of Board and Committee Meetings 2017/18

The Board noted an updated list of its meetings (and those of the Board's committees) for 2017/18 (Paper 22)

20. Leadership Foundation: Governor Development Programme 2017/18

Copies of the Leadership Foundation for Higher Education's Governor Development Programme for 2017/18 were distributed to Governors.

21. Date of Next Meeting

Monday 11th December 2017 at 1.30pm.