

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

**Minutes:** 18<sup>th</sup> February 2013

<b>Present:</b>	Mr Philip Rodney	Chair
	Ms Kerry Aylin	Support Staff Representative
	Ms Sharon Bamford	
	Ms Alison Lefroy Brooks	
	Mr Douglas Brown	
	Ms Roberta Doyle	
	Mr Bob Downes	
	Professor Linda Drew	Deputy Director
	Dr Simon Groom	
	Mr Daniel Ibbotson	
	Mr Douglas Kinnaird	
	Mrs Linda McTavish	
	Dr Ken Neil	Academic Council Representative
	Mr Nicholas Oddy	Academic Staff Representative
	Professor Seona Reid	Director
	Mr Ken Ross	
Sir Muir Russell	Vice-Chair	
Mr Sam De Santis	President, Students Association	
<b>Attending:</b>	Mr Eliot Leviten	Director of Finance and Resources
	Dr Tim Sharpe	School of Architecture (for item 3)
	Mr Craig Williamson	Head of Academic and Student Services
	Mr John Martin	Assistant Company Secretary

**1. Apologies for Absence**

Dr Janet Brown, Ms Christa Reekie, Professor Alison Yarrington

**2. Declarations of Interest**

The Director declared her position as Chair of the Heritage Lottery Fund's Committee for Scotland.

**3. Presentation: Sustainability Strategy**

The Board welcomed Dr Tim Sharpe from the School of Architecture, who gave an update on the School's Sustainability Strategy. Since the initial publication of the strategy three years ago, the Sustainability in Action Group (SiAG) had overseen a range of activities, details of which were published on the Group's website. The Group had also liaised with other areas of the School on such initiatives as the installation of the Biomass heating system, investment in an Environment Management System and activities undertaken by students. The Board had approved (in October 2012) a Policy on Socially Responsible Investment. A Sustainability Co-Ordinator had recently been appointed, who would take forward and monitor existing and future initiatives. As already reported to the Board, the School had applied for Funding Council Investment Fund support for a project involving an energy-saving 'external atrium' being added to an existing building, although it was recognised that attracting funding for such an ambitious project might be difficult.

Quantification of a number of the initiatives being overseen by SiAG would be possible, particularly now that the Sustainability Co-Ordinator and Environment Management System were in place, added to which there was specialist academic expertise available, including the Mackintosh Environmental Architecture Research Unit (MEARU). It was suggested that SiAG might also seek contact with other specialist academic research centres outwith GSA, e.g. the Hannah Research Institute.

The Board thanked Dr Sharpe for an informative and welcome presentation.

#### 4. Report from the Chairman

##### .1 Remuneration Committee

The Remuneration Committee had met in January 2013 and had approved a pay increase of 1% in 2012/13 for those senior staff whose salaries were not included on the pay spines covered by the national pay negotiations conducted by the Universities and Colleges Employers Association (UCEA). This would mean that senior staff would receive the same increase as staff covered through the UCEA mechanism.

##### .2 Renewal of Governors' Terms of Office

The Board resolved that Sir Muir Russell, Ms Alison Lefroy-Brooks and Dr Simon Groom all be appointed for further three-year terms of office as Governors.

##### .3 Chair of the Board: Term of Office

The Chair reminded the Board that his own present three-year term of office would expire after the April meeting of the Board. He further indicated that, because of his escalating work commitments, he would not seek reappointment for a further three term period. Given the imminent appointment of the School's next Director, however, there would be merit in the present Chair remaining in post until the new Director was in post. It was therefore resolved that, exceptionally, Mr Philip Rodney be reappointed as a Governor and Chair of the Board of Governors for the period from April 2013 to December 2013.

It was further agreed that Ms Alison Lefroy-Brooks, one of the Board's Vice-Chairs, would oversee the search for the next Chair of the Board of Governors.

##### .4 Institute of Directors (Scotland)

The Director had been nominated in three categories for the forthcoming annual awards of the Institute of Directors (Scotland), namely Director of the Year (businesses up to £30m turnover), Female Director of the Year and Public Sector Director of the Year. Congratulations were conveyed to the Director on this deserved accolade.

#### 5. Report from the Director

The Director introduced her report (Paper A6), drawing attention to the following items:

##### .1 U.S. Department of Education: Federal Student Loans

The continuing lack of resolution of the School's case for recognition of continuing eligibility under the Federal Student Loans scheme did not give grounds for optimism. Lobbying of Congressional representatives by supporters and alumni would continue. A few existing students would continue to be affected by this situation in 2013/14 and guidance for such students was being prepared. It was suggested that consideration

might be given to fundraising from philanthropic sources in the USA towards support for future students who might no longer be eligible for Federal support.

.2 Post 16 Education (Scotland) Bill

The Post 16 Education (Scotland) Bill had been published in November and the Cultural and Education Committee was presently taking evidence. The Director, along with the Vice-Chancellors of Edinburgh, Stirling and Strathclyde Universities had given evidence which broadly aligned with that of Universities Scotland. The main case being presented was the need to recognise the “responsible autonomy”, of the sector, including a commitment to adhere to the forthcoming Scottish Code of Higher Education Governance.

.3 Scottish Funding Council: Outcome Agreement and Incentive Funds

The Deputy Director reported that the School had so far been successful in attracting additional funds from the Funding Council in four areas, including Widening Access and postgraduate developments in the Government’s priority sectors. The funds would come as either additional funded student places or development grants and would amount to £388k in 2013/14, rising to £594k by 2016/17.

.4 Turner Prize

The Turner Prize exhibition and awards event would be held in Glasgow in 2015 after a successful bid by Glasgow Life, in which GSA had participated.

.5 Commonwealth Games

The Chief Executive of the Commonwealth Games Organising Committee had visited GSA and had been enthusiastic about ways in which to the school could participate in various aspects of the Games.

.6 The Learner Journey Project

The Deputy Director was leading a team which was addressing a number of issues in relation to the learner experience from recruitment to graduation. These issues were very much linked to the current policy emphasis of the Scottish Government and Scottish Funding Council, including widening participation.

.7 MLitt in Sculpture

The newly-launched M.Litt Fine Art Practice (Sculpture) was based at the Glasgow Sculpture Workshop at the Whisky Bond (Speirs Lock), the first time that such a course had been based off-campus. The course was progressing well, with students appreciative of the very high quality of technical facilities on offer and opportunities to network with other artists and creative professionals

.8 Mark Andrews

Mark Andrews, director of ‘Brave’, the highly successful Pixar film, would shortly be spending ten days at GSA, during which he would run creative workshops and deliver lectures for GSA, other academic institutions, the screen profession and the general public. This visit had been initiated by Fiona Hyslop, Cabinet Secretary for Culture and External Affairs, Scottish Government.

#### .9 Fulbright Visiting Professors

Professor Talia McCray, Professor of Community and Regional Planning at the University of Austin, had joined the School of Architecture as the 2013 Fulbright Visiting Professor and was working on social and economic aspects of transportation. Further Fulbright Visiting Professors had been identified for 2014.

#### .10 Research

The launch of the Institute of Design Innovation by the Cabinet Secretary for Finance, Employment and Sustainable Growth (John Swinney) had been a success. The First Minister (Alex Salmond) was scheduled to launch the Head and Neck Academy (an NHS-funded initiative at the Digital Design Studio) in April 2013. Peer review on the DDS bid to the *(name withheld from website version of minutes for reasons of commercial confidentiality)* to complete the '3D Human Body' project had been received and was encouraging.

#### .11 Undergraduate Recruitment

Undergraduate applications for 2013/14 entry had increased encouragingly and were comfortably ahead of the sector average, including a welcome increase in UK applications from outwith Scotland (RUK).

#### .12 Glasgow School of Art Enterprises (GSAE)

GSAE sales had increased over the Christmas 2012 period by 20% compared to the previous year and the Mackintosh Building Tour was presently Glasgow's leading visitor attraction on Trip Advisor.

### 6. **Head of the School of Fine Art**

The Head of Fine Art, Professor Roger Wilson, had announced his retirement from the end of the 2012/13 academic year. Given the retirement at the same time of the Director, it had been agreed that a temporary Head be appointed (Alistair Payne) until the new Director was in place, with continuing guidance to be provided by Professor Wilson.

### 7. **Students' Association (including revised Constitution)**

The President of the Students' Association introduced his report to the Board (Paper A7). A review of the Association's approach to student representation was underway, which would seek to address, among other things, the President's workload. It would include consideration of increased participation by a larger number of students in representative work, alongside the possible future introduction of a third sabbatical officer.

Among the President's other immediate priorities were continuing efforts to persuade Glasgow University to ease its restriction on GSA students' access to facilities and societies, and a major effort to encourage greater participation by final year students in the National Student Survey.

The Board had also been provided with an additional paper (Paper 7.1), namely the proposed new Constitution for the Students' Association. This document had been drafted by the School's lawyers (McClure Naismith) and included full details on conversion of the Association's status to that of a Scottish Charitable Incorporated Organisation (SCIO). Following approval by the Board of Governors, the Constitution would require to be approved by the Office of the Scottish Charity Regulator (OSCR) and it was proposed that any minor changes recommended by OSCR could subsequently be approved on behalf of the Board by the School's officers, although any major revisions would be brought back to the Board for further scrutiny.

The new Constitution included reference to 'GSASA Limited', the Association's new trading subsidiary, which had now been formed as a limited liability company. Possible external members of the Board of GSASA Ltd had been approached, with one appointment having been made and another being imminent. The Director of Finance and Resources was also a director of the company. Attention would be given to such matters as indemnity insurance and training for student office holders. An initial objective of the company would be to build up financial reserves to improve its financial position, although it was also the case that the Association was ultimately responsible for the financial position of the company.

The Board resolved that the new Constitution of the Glasgow School of Art Students' Association (including any minor changes subsequently made at the request of the Office of the Scottish Charity Regulator) be approved and that the present unincorporated Association be wholly transferred to the new Scottish Charitable Incorporated Organisation (SCIO) following approval by the Regulator. The Board further agreed that the present Association's assets relating to trading activities be transferred, for nil consideration, to GSASA Ltd.

## 8. Scottish Funding Council

### .1 Indicative Grant 2013/4

As discussed by the Business Committee, and summarised in a paper by the Director of Finance and Resources, the School's Indicative Grant from the Funding Council for 2013/14 showed a welcome provisional increase of 4.2%, despite the Council having reduced the previously-announced level of increase in its teaching allocation. The projected increase was conditional on the School continuing to recruit its target number of RUK students (see also 5.11 above).

### .2 Outcome Agreement 2013/14

The Deputy Director introduced the draft Outcome Agreement between the School and the Funding Council for 2013/14 (Paper A8.2). The School was seeking to align the Outcome Agreement more closely to the GSA Strategic Plan as well as to the SFC's own priority areas. There was still no clarity from SFC about the impact on future funding of failing to fulfil outcome agreements, although the possibility of "clawback" had been raised.

It was suggested that it would be useful for the Board to receive broader contextual information relating to the Outcome Agreement at a future meeting, with visual representation of key trends.

The deadline for submission of the Outcome Agreement for 2013/14 was the end of February 2013. The Board approved the draft agreement and further resolved that any final amendments prior to submission to the Scottish Funding Council could be approved through Chair's action.

## 9. Risk Assessment

The Board noted an analysis by the Director of three further potential risks from the Risk Register, namely:

- failure to diversify sources of income and to generate sufficient overall income;
- failure to meet recruitment targets, including overseas, RUK and postgraduate students;

- failure to generate sufficient income from Research, Knowledge Transfer and Commercialisation.

In each case, the steps being taken to mitigate these potential risks were outlined. It was suggested that the present problem with US Federal Loans (see 5.1 above) might be a further risk in relation to overseas recruitment, although thus far applications from the USA did not appear to have been affected. The welcome overall increase in overseas applications was understandable in relation to areas in which the School was particularly active, such as China and Singapore, although recruitment was also buoyant in countries not specifically targeted by the School.

## 10. Estates Development Update

The Board noted the Estates Development report and appendices (Paper A10).

### .1 Garnethill Phase One Development

Good progress continued to be made on construction of the Garnethill Phase One building. Expenditure of the contingency was being closely monitored and the Scottish Funding Council was fully aware that most, if not all, of that part of the contingency (£1.2m) controlled by the Council would probably be expended. Some new unexpected costs had arisen in relation to the Assembly Building (which formed part of the Phase One build), although these would be partially offset by some savings measures. Quality indicators for the construction process remained high. As discussed at the Estates and Business Committees, the School was now considering action against the *(name withheld from website version of minutes for reasons of commercial confidentiality)* for the inadequate asbestos survey which had caused both additional cost and irretrievable delay to the construction process. The overall delay presently stood at four weeks (in addition to the 5 weeks delay already agreed), although the contractor was optimistic that at least two of these weeks, if not all, could be recovered. The School's Executive Group would decide at the end of March 2013 what adjustments to the 2013/14 academic year would be made in recognition of the delayed completion of the new building. It was suggested that the School's HR department might be involved in the Skypark Migration Group, given that the migration process would involve significant additional effort for a number of staff and it would be important to ensure effective communications.

The Staff Governor (support staff) reported that staff felt well consulted and informed with regard to the progress of the Phase One project and had appreciated such initiatives as site visits.

It was suggested that the reports from Estates Development and the Project Manager (Turner and Townsend) were not always consistent, e.g. in relation to expenditure on fees. The Director of Finance and Resources was asked to consider this question.

**[Action: ESL]**

### .2 Mackintosh Conservation and Access Project (MCAP)

Partial funding from Heritage Scotland towards restoration of the Library windows in the Mackintosh Building had been secured. It was hoped that the balance of the cost would be secured through fundraising, although the School would meet the difference from maintenance budgets if necessary.

Good progress had been made towards installation of the fire mist suppression system in the building. The tender process had led to appointment of a contractor who would install the system at a cost which would be wholly met by funds already raised. The capability and previous experience of this contractor had been fully checked, and steps would be

taken to ensure that installation would cause minimal disruption to academic activities and that fixtures would be as unobtrusive as possible.

A Conservation Plan for the Mackintosh Building had been commissioned, and was now being costed by Estates Development.

**11. 2012/13 Operational Plan: 6-month Review**

The Board noted a progress report on the 2012/13 operational plan (Paper A11). Progress was satisfactory in most areas, although progress with the Distributed Academy was taking longer than originally planned.

**12. GSA Support for GSofA Singapore Pte. Ltd.**

The Director of Finance and Resources introduced a paper which outlined a requirement by the auditor of the School's subsidiary in Singapore for the School to provide a formal confirmation of its continuing financial support. Given that the local statutory accounts in Singapore were produced under Singaporean GAAP, it was noted that as a result of producing the Financial Statements on this basis, as opposed to UK GAAP, as at 31 July 2012, GS of A Singapore Pte. Ltd., the wholly-owned subsidiary, had recorded a deficit in its shareholders' fund.

For the purposes of the formal resolution, the School was specified as the "Company" and it was resolved that it was in the interest of the Company to provide continuing financial support to its wholly-owned subsidiary GSofA Singapore Pte. Ltd. and that the Company would not demand immediate payments for debts owing to the Company, if any, to enable GSofA Singapore to continue its operations as a going concern. It was further resolved that any Director of the Company (Governor) be authorised to execute the Letter of Support to GSofA Singapore in relation thereto.

**13. Annual Report to the University of Glasgow**

The Board noted the School's Annual Report to the University of Glasgow (Paper B1)

**14. Management Accounts to 31<sup>st</sup> December 2012**

The Board noted the Management Accounts for the period to 31st December 2012 (Paper B2).

**15. Minutes of Previous Meeting**

The Minutes of the Board meeting held on 17<sup>th</sup> December 2012 (Paper B3) were approved.

**16. Action Points**

The Board noted its list of Action Points (Paper B4)

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

The Board noted the Minutes of the following meetings:

- Academic Council, 12<sup>th</sup> December 2012
- Business Committee, 17<sup>th</sup> January 2013
- Estates Committee, 17<sup>th</sup> January 2013
- Museum and Archive Committee, 28<sup>th</sup> January 2013

**18. Appointment of Director**

*(Note: the Director and Deputy Director left the meeting prior to discussion of this item).*

Further to the report provided to the previous meeting, the Chairman reported that the Search Committee had now met again with Saxton Bampfylde and had identified a long list of potential candidates. These candidates would now be followed up by Saxton Bampfylde, prior to a meeting in March 2013 at which final candidates would be selected. Those candidates would then meet (in strict confidence) with the Chairman and selected School staff, prior to final interviews being held on 29<sup>th</sup> April 2013.

It was further reported that some disquiet had been expressed by staff within the School in relation to the appointment process, including concern that candidates would not be invited to give open presentations to staff and students. The Search Committee had considered this matter again and had decided to stand by its earlier decision (made after unanimous advice from all the Executive Search firms interviewed by the Committee) that the quality of the field of candidates would be seriously compromised if confidentiality could not be provided. In noting the concerns of staff, however, the Committee had agreed to widen the range of staff who would meet shortlisted candidates and it was confirmed that this response had met with a favourable response. Some concern had also been expressed regarding the balance of expertise on the Committee, but it was felt that the composition was sufficiently broad, albeit steps were being taken to recruit a final member of the Committee, which would both add to the range of expertise and improve the gender balance. Given that it was intended that all members of the Search Committee would attend the final interviews, it was suggested that the interview panel was rather large, but this was normal for senior appointments in HE and was felt to be justifiable in ensuring a wide range of expertise and judgement.

It was possible, should the appointee be required to work a lengthy period of notice, that there would be a period of time in between the departure of the present Director and the arrival of her successor. Plans would be made to ensure effective management during any such period.

**19. Workshop on Widening Participation**

Following the formal meeting of the Board, members took part in an evening Workshop on Widening Participation.

**20. Dates of Remaining Meetings 2012/13**

Monday 15 April 2013 at 12.30 pm (please note early starting time)

Tuesday 11 June 2013 at 1.30 pm