

THE GLASGOW SCHOOL OF ART
BOARD OF GOVERNORS

Minutes: 15th October 2013

Present:	Mr Philip Rodney	Chair
	Ms Kerry Aylin	Support Staff Representative
	Ms Alison Lefroy Brooks	Vice-Chair
	Professor Linda Drew	Deputy Director
	Mr Daniel Ibbotson	
	Professor Tom Inns	Director
	Mr Douglas Kinnaird	
	Mrs Linda McTavish	
	Dr Ken Neil	Academic Council Representative
	Mr Nicholas Oddy	Academic Staff Representative
	Mr Ken Ross	
	Sir Muir Russell	Vice-Chair
	Mr Sam De Santis	President, Students Association
Attending:	Ms Muriel Gray	Chair-Elect
	Mr Eliot Leviten	Director of Finance and Resources
	Ms Eleanor McAllister	Project Sponsor (for item 6)
	Mr Scott Parsons	Director of Marketing, Communications and Strategic Planning (for item 5)
	Mr Craig Williamson	Registrar
	Mr John Martin	Assistant Company Secretary

1. Welcome

The Board warmly welcomed Tom Inns, the School's new Director, and Muriel Gray, Chair-Elect.

2. Apologies for Absence

Ms Sharon Bamford, Mr Douglas Brown, Dr Janet Brown, Dr Simon Groom, Ms Christa Reekie, Ms Lesley Thomson, Professor Alison Yarrington

3. Report from the Chair

.1 Appointment of Chair

As already approved by correspondence, the Board's next Chair would be Muriel Gray, whose initial three-year term as a Governor and Chair would begin on 1st December 2013. Muriel was a graduate of the School and had gone on to a successful and varied media and public service career. The Board extended thanks to Alison Lefroy Brooks and her sub-group for such a successful outcome to the search for the Board's next Chair.

.2 Departures

Bob Downes had submitted his resignation from the Board due to the pressure of other commitments, and thanks for his contribution to the work of the Board would be conveyed to him. Sharon Bamford had indicated that she would step down from the Board after the December 2013 meeting.

.3 Reappointment: Douglas Kinnaird

On the recommendation of the Nominations Committee, the Board agreed to reappoint Douglas Kinnaird as a Governor for a third term of three years (October 2013 – September 2016)

.4 Lay Governors' Discussions

Given the appointments of both a new Director and a new Chair, meetings of lay Governors had been held during the summer months at which the future conduct of the Board's business had been discussed. These discussions had been facilitated by external consultants (edoMidas). A number of positive outcomes had emerged, including an increased emphasis on effective liaison between the Directorate and the Board and a renewed commitment to involvement of Governors in strategic planning. A further question considered during the discussions had been the manner in which reports to the Board would be handled in future, there being a wish for the volume of paperwork provided to diminish, albeit without diminution of the Board's ability to maintain awareness of, and participation in, key issues.

.5 Craig Williamson, Registrar

It was agreed that Craig Williamson, Registrar, could attend Board meetings during the 2013/14 year as part of his professional development.

4. Presentation by the Director

Prior to his presentation, the Director informed the Board of recent successes and developments:

- The School had been successful in gaining funding for doctoral students under the Arts and Humanities Research Council's BGP2 initiative;
- The School of Architecture had secured a grant of £90k towards research into sustainable practices;
- The activities organised by the Development Office at the Fleming Collection in London had been encouraging in terms of future fundraising;
- A new Head of Human Resources had been appointed (Des Martin);
- Professorships had been awarded to Dr Tim Sharpe and Dr Eunice Ma, and honorary Professorships awarded to Charles Sutherland and Charles Hussey. Readerships had been awarded to Sue Brind, Charles Neame and Ross Sinclair.

The Director outlined his career prior to joining the School, including a summary of his research interests and major projects. Turning to the future, among the challenges faced by the School would be staying ahead of developments in art, design and architecture,

given GSA's size and the fact that its disciplines and studio culture were inherently expensive. The School would therefore need to be 'academically entrepreneurial' in pursuing its goals and in considering such opportunities as those available overseas. Four initial priority areas could be identified:

.1 Maintaining Momentum

It would be important to maintain the momentum established under the previous Director, with a view to achieving success in the forthcoming REF and ELIR exercises, academic initiatives and continuing campus development after completion of the Reid Building.

.2 Development of New Activities

Future academic initiatives could be considered not only in terms of new academic subject areas, but also in the context of the potential offered by the Reid Building and the research infrastructure being developed at GSA.

.3 Revised Strategic Plan 2014/15 – 2016/17

The present three-year strategic planning cycle would be adjusted to begin afresh from 2014/15, it being felt that the present planning structure and documentation was too complex and that there should be greater alignment with immediate decision-making, including connection to the Outline Agreements agreed with the Funding Council. Greater definition of such broad aims as 'global leadership' would also be sought. (See also item 5. below).

.4 Platform Projects

Particularly important projects would be given high priority, one early example being a curriculum mapping exercise.

The Director also emphasised the continuing importance of a strong and effective relationship between the School and the Board, in order that the School could benefit fully from the expertise and experience available through the Governors. In addition to acting as 'critical friends' and assisting the School in its cultivation of external networks, the Governors would continue to play a crucial role in the School's strategic planning, governance and accountability. The Governors welcomed this commitment to strengthening the link between the Board and the School's management, and indicated that they would welcome any efforts to define more explicitly the culture of the School (including its studio culture) and the basis on which future success would be measured.

The Director concluded his presentation by indicating that he was continuing to familiarise himself with the School's activities and would give a further progress report to the Board's next meeting, allied to further discussions on the revised strategic planning process.

The Governors thanked the Director for a stimulating and informative presentation and wished him every success for the future.

5. **Strategic Planning**

The Board welcomed Scott Parsons, Director of Marketing, Communications and Strategic Planning, who introduced a paper on the proposed revision of the Strategic Plan (Paper A8). As mentioned above, it was proposed that a revised plan for the period 2014/15 – 2016/17 be prepared for approval by the Board during the present year. Such a plan would correspond more precisely with the Funding Council's timetable for future

Outcome Agreements. This proposal was approved and it was suggested that the School would be wise to concentrate primarily on planning for the next few years rather than attempting to predict in detail the political and funding environment which might exist in the longer term.

[Action: TI/SP]

6. Estates Development Update

The Board welcomed Eleanor McAllister, Project Sponsor for the Garnethill Phase One Project. The Estates Development report and appendices had been circulated (Paper A7.1).

.1 Garnethill Phase One Development

The School was seeking to reach agreement with the main contractor (Sir Robert McAlpine) on a final cost of £28.8m for construction of the Phase One building, notwithstanding the delays in completion of the building. Such an agreement would prevent prolonged negotiations on the relative responsibilities for delays and cost adjustments, and both the School's lawyers and the Funding Council's project monitor were supportive of this approach, although any agreement would be null and void if there were further significant delays which prevented the School being able to access the building and begin the migration process from Skypark from 2nd December 2013 onwards. The proposed final cost was within budget, including usage of the project's full contingency allowance.

The revised occupation date of 2nd December had been agreed on the basis that the building would be fully wind and watertight and ready for occupation, although completion of the building's rainscreen (glass panels) had been further delayed by difficulties in manufacture of the panels. The School was in constant contact with the Planning Department and did not anticipate difficulty in obtaining approval to allow fit-out and decant from 2nd December. Every effort was being made to achieve this and the full opening on 6th January, as failure to do so would mean that the School would need to stay at Skypark until mid-2014, which would be costly (£1m) and also far from ideal in academic terms. Notice had been given to Skypark on the basis of migration beginning from 2nd December, and while this position could still be reversed at present, the School would clearly need to avoid the very worst case scenario of making an irreversible commitment to vacate Skypark and then be unable to occupy the new building.

Assuming that the migration process from Skypark would commence in December, it was confirmed that the commitment needed from some staff over the Christmas holiday period had been recognised through provision of additional leave days.

Thanks were conveyed to Eleanor McAllister and her team for their continuing efforts as the Phase One project approached completion.

.2 Mackintosh Conservation and Access Project (MCAP)

The remaining works in the Mackintosh Building were progressing satisfactorily and it was reported that the BBC was intending to produce a documentary on the restoration of the Library windows

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(Minutes 7 and 8 have been withheld from the website version of minutes for reasons of commercial confidentiality).

9. Governance

.1 Statement of Corporate Governance 2013/14

The School's Statement of Corporate Governance had been significantly revised in response to publication in July 2013 of the Scottish Code of Good Higher Education Governance. As outlined in the covering note to the revised Statement (Paper A6.1), compliance with the Scottish Code had not been unduly difficult for the School. The Statement had been considered by the School's lawyers (McLure Naismith), who had confirmed that the Statement complied with the Scottish Code and also that it was consistent with the School's Memorandum and Articles of Association.

Having noted that the Statement included full recognition of the role of the Board in considering and approving the School's strategic plans, the Board approved the Statement of Corporate Governance 2013/14.

.2 Academic Council and Board Committees: Remits, Memberships and Procedures 2013/14

The Board considered the remits, memberships and procedures for the Academic Council and the Board's committees for the 2013/14 academic year. Some changes to committee memberships and procedures had arisen as a result of compliance with the Scottish Code of Good HE Governance (as above), e.g. the membership of the Nominations Committee had been expanded and the position of Chair of the Remuneration Committee would henceforth be held by the Chair of the Audit Committee. It was suggested in discussion that the same rule for non-attendance by members that was in place for the Board should also apply to the Board's committees, i.e. a member who missed four consecutive meetings would be deemed to have left the committee in question. Subject to this addition, the Board approved the remits, memberships and procedures of Academic Council and the Board Committees for 2013/14.

.3 Board Agenda Timetable 2013/14

A draft agenda timetable for the Board in 2013/14 had been circulated (Paper A6.3). Among the suggestions in this paper was the possibility that February meetings of the Board should form the recently agreed Board's annual 'awayday' and this proposal was agreed.

[Action: JM]

In discussing the number and types of report that should be presented to the Board in future (given the Governors' wish to reduce the amount of paperwork at meetings and to concentrate on key strategic and performance issues rather than routine reporting), it was suggested that reports from administrative areas (other than those which required formal scrutiny by the Board) need only be made available on request. It was also suggested that reporting on some Key Performance Indicators might be less detailed, but also more frequent, thus keeping Governors informed on trends and possible problem areas. There might also be potential for increased reporting on human resource issues. It was agreed that a further version of the Board timetable be prepared in the light of these comments.

[Action: ESL/JM]

10. Report from the Students' Association

The President of the Students' Association introduced his report to the Board (Paper A9). The Association's new status as a Scottish Charitable Incorporated Organisation (SCIO) had now been approved by OSCR. The trading subsidiary was working well and plans for the Association's move back to Garnethill in December were well underway, including an ambitious programme of social events. An additional loan to the Association to help fund the transfer to their new premises had been approved by the Business Committee at its September 2013 meeting.

In the coming year, the Association's plans included further development of student representation and engagement. Additionally, the Association was now addressing the previously-reported problem of GSA students not being able to access sports clubs at Glasgow University by establishing the School's own sports clubs. Pump-priming funding for this initiative would be invaluable and it was suggested that the President might approach the Business Committee with a proposal.

The Board again congratulated the President on the progress being made and on the quality of reports now being submitted by the Association.

11. Minutes of Previous Meeting

The Minutes of the Board meeting held on 11th June 2013 (Paper B1) were approved.

12. Action Points

The Board noted its list of Action Points (Paper B2)

13. Annual Report to the Scottish Funding Council 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 B1).

14. Draft Income and Expenditure Account 2012/13

The Board noted the draft Income and Expenditure Account for 2012/13, as recently considered by the Business Committee.

15. Reports from Board Committees

The Board noted the Minutes of the following meetings:

- Audit Committee, 13th September 2013
- Business Committee, 16th September 2013
- Estates Committee, 16th September 2013
- Museum and Archive Committee, 23rd September 2013
- Investment Committee, 13th September 2013

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16. Outgoing Chair: Philip Rodney

As this would be Philip Rodney's final meeting as Chair and as a Governor of the School, Sir Muir Russell paid tribute to Philip and expressed the Board's gratitude for his considerable contribution to the work of the Board and School. Philip's professional skills and personal qualities had been invaluable during a period of significant development for GSA, not least during the process of appointing the School's new Director. Contrary to his wishes, a gift had been commissioned from one of the School's departments, which

would be presented to Philip on behalf of the Board in due course. Philip, in turn, thanked all who had worked with him during his period of office, not least the Vice-Chairs, the Governors and the School's senior management.

17. Date of Next Meeting

Thursday 12th December 2013 at 1.30 pm

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