

THE GLASGOW SCHOOL OF ART
BOARD OF GOVERNORS

Minutes: 12th December 2013

Present:	Ms Muriel Gray	Chair
	Ms Kerry Aylin	Support Staff Representative
	Ms Sharon Bamford	
	Ms Alison Lefroy Brooks	Vice-Chair
	Mr Douglas Brown	
	Dr Janet Brown	
	Professor Linda Drew	Deputy Director
	Dr Simon Groom	
	Professor Tom Inns	Director
	Mr Douglas Kinnaird	
	Dr Ken Neil	Academic Council Representative
	Mr Nicholas Oddy	Academic Staff Representative
	Ms Christa Reekie	
	Mr Ken Ross	
	Sir Muir Russell	Vice-Chair
	Mr Sam De Santis	President, Students Association
	Ms Lesley Thomson	
	Professor Alison Yarrington	
Attending:	Mr Darren Hayes	ICSA (attending as an observer)
	Mr Eliot Leviten	Director of Finance and Resources
	Mr Scott Parsons	Director of Marketing, Communications and Strategic Planning (for items 9-11)
	Mr Craig Williamson	Registrar
	Mr John Martin	Assistant Company Secretary

1. Welcome

The Chair welcomed members and conveyed her thanks to her predecessor, Philip Rodney, for his assistance in the handover of the role of Chair.

2. Apologies for Absence

Mr Daniel Ibbotson, Mrs Linda McTavish

3. Declarations of Interest

None.

4. Sharon Bamford

This was Sharon Bamford's final meeting as a Governor. Thanks were conveyed to Sharon for her contribution to the work of the Board over a number of years, together with the Board's best wishes for the future.

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5. ICSA/BoardPad

The Board welcomed Darren Hayes from the Institute of Chartered Secretaries and Administrators (ICSA). The School had adopted ICSA's BoardPad system for electronic distribution of agendas and papers for the Board of Governors and, in due course, the Board's committees, which would allow members to view and store agendas and papers on iPads or other mobile devices. Mr Hayes outlined the facilities available to BoardPad users.

6. Report from the Chair

.1 GSA Development Trust: Bob Downes

It had been proposed that Bob Downes, who had recently resigned from the Board of Governors, might remain a Trustee of the GSA Development Trust, there being a vacancy for a non-Governor Trustee. The Board approved this appointment.

.2 Meeting with the Cabinet Secretary

The Chair and Director had recently met with the Cabinet Secretary for Education and Lifelong Learning (Mike Russell) and had held positive discussions on the activities and future plans of the School.

.3 Leadership Foundation Governance Seminar

The Chair had attended a recent seminar on the Scottish Code of Higher Education Governance, run by the Leadership Foundation for Higher Education. This has been a useful event in relation to the Board's consideration of its Skills and Leadership Matrix (see below) and also in relation to such issues as remuneration of lay governors.

7. Nominations Committee

As outlined in paper A4.2, the Nominations Committee had met recently to discuss several matters:

.1 Skills and Attributes Matrix/Appointment of Governors

The Committee had considered a draft Skills and Attributes Matrix for the Board, and had also considered the way in which Governors would be appointed in future. These matters would be considered further and it was agreed that no further appointments to the Board would be made in the meantime.

.2 Staff Governor on the Nominations Committee

On the Committee's recommendation, the Board resolved that Dr Ken Neil be appointed as the staff Governor representative on the Nominations Committee, this appointment to run until expiry of Dr Neil's term of service as a Governor.

.3 Appointment of Governor to act as Intermediary

It had been proposed that the position of Intermediary should, ideally, be filled by the longest-serving Governor with experience of chairing at least one of the Board's committees (other than the Chair and Vice-Chairs). The Board agreed with this approach and resolved that Mrs Linda McTavish be appointed as Intermediary, this appointment to run until expiry of Mrs McTavish's term of service as a Governor.

.4 Audit Committee Membership

On the Committee's recommendation, the Board resolved that Mr Douglas Brown be reappointed as a member of the Audit Committee.

8. Remuneration Committee

As reported in paper A4.1, the Remuneration Committee, acting on behalf of the Board, had approved a salary increase of 1% in 2013/14 for those senior staff whose salaries were outwith the pay scales for which pay was negotiated nationally by the Universities and Colleges Employers Association (UCEA) and the trades unions. An agreement had not been reached in the national negotiations and the School had therefore followed UCEA's recommendation that a 1% pay award be implemented for all staff on the School's pay scales for 2013/14, backdated to August 2013.

9. Presentation by the Director

The Board welcomed Scott Parsons, Director of Marketing, Communications and Strategic Planning.

The Director introduced his presentation, circulated as Paper A5, and drew attention to the following points:

- the School's submission to the national Research Excellence Framework (REF) exercise had been despatched, with 52 FTE staff having been submitted, probably the largest in the art and design field in Scottish HE. Thanks were conveyed to Dr Ken Neil and his staff for all their efforts. REF outcomes were due to be published in December 2014 and, in the meantime, further research initiatives were being pursued. In discussion, it was agreed that it would be helpful for Governors to be provided with a summary overview of the School's REF submission. **[Action: TI/KN]**
- the forthcoming ELIR process (see 13 below) and occupation of the Reid Building (see 14 below) were imminent major challenges. Recent refurbishments of the GSA Library and Haldane buildings had been well received.
- The School's relationship with the Funding Council remained positive, with the School's Outcome Agreement having been well received.
- Other imminent challenges included improvement to the School's performance in the National Student Survey, continuing developments in Singapore, and involvement in the 2014 Commonwealth Games.
- As discussed at the Board's previous meeting, the School's Strategic Plan was being revisited, with a view to a new three-year plan for 2014/15 – 2016/17 being completed by the end of 2013/14. A programme of consultation was being drawn up, including consideration by Governors at the Board's Awayday meeting in February 2014. Among the strategic themes for consideration would be academic developments, income generation, overall financial sustainability and the School's relationships with the City and the University of Glasgow. It was suggested that the Board's consideration of strategic issues would be helped by analysis of the School's present situation, including identification of the School's competitor institutions.
- The above strategic discussions were linked to other significant initiatives, notably international developments, campus developments and other 'platform projects'. In addition to Phase 2A, consideration of future campus development might now include the possibility of the School again occupying space in the McLellan Galleries.

- While the 2014 Referendum on Scottish Independence would clearly be of importance to the HE sector, not least in relation to funding presently derived from the UK-wide Research Councils, it was difficult to make specific plans in relation to the possibility of a 'yes' outcome in the referendum, given the inevitable level of uncertainty as to the consequences of Scotland becoming independent.

The Board thanked the Director for an informative and stimulating presentation.

10. Key Performance Indicators 2012/13

The Board noted the progress report on the School's Key Performance Indicators for 2012/13 (Paper A9). Among these indicators was student recruitment, which was discussed further under the next agenda item (see 11. below).

(Minute 11 has been withheld from the website version of the minutes for reasons of commercial confidentiality).

12. Annual Report and Accounts 2012/13

The draft Annual Report and Accounts for 2012/13 had been circulated (Paper A6), following scrutiny and recommendation by both the Audit Committee and the Business Committee. The Accounts showed a surplus of £576k on historic cost depreciation basis, reducing to £235k on a revaluation basis, which compared favourably with the previous year. There had been a major increase in the School's net assets, rising by £35m from the net asset figure shown in the previous year's accounts, as a result of the inclusion of the cost expended on the Reid Building and the School's heritage assets, the latter having been included on the strong recommendation of the external auditors.

It was confirmed that the £2.8m income figure for "Scottish/EU Students" was fee income paid by the Student Awards Agency for Scotland, which was linked to the that element of Scottish Funding Council income which was driven by Scottish/EU student numbers.

The Board approved the Annual Report and Accounts for the Year ended 31 July 2013 and recommended their acceptance by the Annual General Meeting of GSA.

13. Enhancement-Led Institutional Review

The Registrar introduced his summary on the School's imminent Enhancement-Led Institutional Review (ELIR) (Paper A7). The Academic Council had approved a final draft of the School's ELIR documentation, the final version of which was due to be submitted to the Quality Assurance Agency (QAA) by the end of January 2014. Copies of the full documentation were available on request. Preparations were well underway for the visits of the ELIR team of external experts in April and May 2014. The Scottish approach to these review exercises, while still rooted in academic quality assurance processes, was also driven by the Scottish Enhancement Themes promoted by QAA (Scotland) and the School had sought to engage thoroughly with these themes. Student engagement would also be considered closely by the ELIR visiting team and the Students' Association had been closely involved in preparation of the School's submission.

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14. Estates Development Update

The Estates Development report and appendices had been circulated (Paper A8) and were introduced by the Chair of the Estates Committee. The Reid Building was approaching completion and a group of Governors had been greatly impressed when visiting the building prior to the Board meeting. A significant amount of work would still need to be carried out, however, if the School was to meet the deadline (6th January 2014) for occupation by staff and students, and contact with the main contractor (SRM) was being maintained at a senior level. A certificate of Temporary Occupation would be required by this date, and a major effort would be required from both contractors and the School's own staff during the intervening period, including work during the Christmas holiday period. Every effort was being made to meet this deadline, as the only other option at this late stage would be postponement of the start of the academic term.

The final building construction cost (£28.8m) for the Reid Building had been agreed by the School and SRM. As with any major new building project, complications related to the transfer of staff and equipment would be inevitable, as would snagging issues. It would be important to monitor the quality of work relating to snagging, given that the construction cost had already been agreed. Effective communications with the student body would also be vital. It was suggested that a member of staff be identified to act as a central contact person for communication of queries from both staff and students as the building was occupied and this possibility would be discussed by the Director, the President of the Students' Association and, if necessary, the Executive Group.

[Action: TI/SDS]

The Board's thanks were conveyed to all involved as this major project approached completion, with particular appreciation being directed towards all staff and students involved in the present and future processes of moving into the building, including those who would be working during the Christmas holiday period.

It was noted that the contractor selected to fit out the 'Window on Mackintosh' exhibition area within the Reid Building (ESP Scotland) had subsequently been subject to a takeover by another company (Inveresk). Any implications for the project from this development were being checked.

15. Report from the Students' Association

The President of the Students' Association introduced his report to the Board (Paper A11). The Association was now preparing for its imminent return to Garnethill and trading was therefore suspended. The final period of trading in the Association's decant premises had been encouraging and above the budgeted level. The School had, with regret, asked the Association to postpone its introductory programme of social events in the new building, given the safety implications of the continuing construction works and the potential for further delay. The financial implications of this delayed entry date for the

Association were being discussed by the Business Committee, but the Association had been able to reschedule most of the launch events.

The Association was continuing to implement its new organisational structure and was making temporary use of external human resource expertise (procured through Nat West), although it was intended that the School's own HR department would again be available to the Association in the future.

The terms of office of the President and Vice-President would expire at the end of the 2013/14 year. The Association was conscious of the need to impress on candidates in forthcoming elections that these roles now carried significant responsibility, and the

President would prepare role descriptors accordingly. Future sabbatical office-holders would benefit from the stronger professional support team now in place, and the President would also be seeking to devise an improved transition process for incoming office bearers.

16. Minutes of Previous Meeting

The Minutes of the Board meeting held on 15th October 2013 (Paper B1) were approved. It was suggested that it was unfortunate that Management Accounts had not been made available at that meeting, although it had been felt that such accounts would not provide helpful information to Governors at such an early point in the academic and financial year.

17. Action Points

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

18. Annual Health and Safety Report

The Board noted the annual Health and Safety Report (Paper B3).

19. Audit Committee Annual Report

The Board noted the annual report from the Audit Committee (Paper B4).

20. Reports from Board Committees

The Board noted the Minutes of the following meetings:

- Audit Committee, 8th September 2013
- Business Committee, 13th November 2013
- Estates Committee, 13th November 2013
- Human Resources Committee, 22nd October 2013
- Museum and Archive Committee, 15th November 2013 (including approval of the appointment of Ms Victoria Peters as a member of the Committee for the period January 2014 to December 2016).

21. Annual General Meeting

The meeting of the Board was followed by the Annual General Meeting of Glasgow School of Art, with the same sederunt, at which the Annual Report and Accounts for 2012/13 were approved. It was also noted that the School would tender the appointment of External Auditors for 2013/14 onwards.

22. Date of Next Meeting

Monday 17th February 2014 (all-day strategic meeting).