

THE GLASGOW SCHOOL OF ART

BOARD OF GOVERNORS

MEETING: 13 DECEMBER 2021

Governors: Ms Kristen Bennie (interim Chair) [Convenor until item 2122.33.2], Professor Graham Caie, Ms Ann Faulds, Professor John French [until item 2122.35], Mr Thomas Greenough, Dr Marty Herbert, Ms Josie Kay-Ogunsola, Dr Kate Lampitt Adey, Dr Simon Learoyd, Professor Penny Macbeth, Mr Michael McAuley [Item 2122.32.3 onwards], Ms Marianne McInnes, Ms Kathy Molloy, Mr Habib Motani [Convenor from item 2122.33.2 onwards], Mr Digger Nutter, Mr Rory O'Neill, Mr Harry Rich, Mr James Sanderson [until item 2122.33.2], Dr Graham Sharp, Mr Andrew Sutherland, Professor Anne Trefethen, Mr Tsz Wu.

Attendees: Mr Allan Atlee [Item 2122.32 onwards], Mr Alan Horn [Items 2122.32.9 – 2122.32.], Mrs Eleanor Magennis [Item 2122.32 onwards], Professor Irene McAra-McWilliam [Item 2122.32 onwards], Mr Andrew Menzies [Item 2122.32 onwards], Mr Scott Parsons [Item 2122.32.7].

Governance Office: Dr Craig Williamson, Ms Lisa Davidson.

[This meeting was held via video-conference.]

2122.26 WELCOME AND APOLOGIES

The interim Chair of the Board welcomed members to the meeting and noted that apologies had been received from Ms Lesley Thomson.

The interim Chair reported that, owing to personal circumstances, Ms Thomson had demitted from the Board as of 13 December 2021. On behalf of the Board thanked Ms Thomson for her dedicated service to GSA over almost nine years, as a member of many Board committees and for the latter part of her tenure, as both Board Intermediary and Vice Chair.

2122.27 DECLARATIONS OF INTEREST

The following professional relationships are noted for the record: CMS (Ms Ann Faulds, Mr McAuley), Graven (Dr Herbert, Mr Sutherland), GSASA (Mr O'Neill, Ms Kay-Ogunsola), Page\Park (Mr Sutherland).

2122.28 MINUTES FROM THE MEETINGS OF 18 OCTOBER 2021 AND 23 NOVEMBER 2021 [Papers 1.2 and 1.3 respectively]

The minutes from the meetings of 18 October 2021 [Paper 1.2] and 23 November 2021 [Paper 1.3] were **approved**.

2122.29 BOARD ACTION POINTS [Paper 1.4]

The Board noted the updates contained in Paper 1.4 and agreed that the indicated items should be removed from the subsequent iteration of the action points.

2122.30 UPDATE FROM THE INTERIM CHAIR

GSA's electronic Season's Greetings card, The Mouse, directed and produced by Julia Johnstone, (Painting and Printmaking, 2021) was shown to the Board and positively received as an illustration of GSA's ambitious and collaborative talents.

.1 GSA's Winter Graduation

The interim Chair reported that GSA's Winter Graduation, the first in-person ceremony since December 2019, was held on 9 December 2021. The interim Chair thanked Mr Andrew Sutherland for representing her at the ceremony, Professor Graham Caie for representing the University of Glasgow, and the Director and GSA staff for organising this successful event.

.2 GSA's Participation in the 2021 United Nations Climate Change Conference (COP-26)

The interim Chair highlighted GSA's participation in various COP-26-related activities and thanked Professor John French, the Director and her senior management team for their considerable endeavours. The interim Chair shared positive insights regarding the events she had attended, in particular, the dinner hosted to mark the launch of a partnership between GSA and the Eden Project in conjunction with Grimshaw Architects.

.3 Briefing Guide - Climate Commission - Climate Action for University Chairs

The interim Chair highlighted the Briefing Guide, hyperlinked within Registrar and Secretary's Report and invited members to engage with her should they wish to explore this further at a future meeting of the Board.

.4 Scottish Funding Council (SFC) Review of Coherence and Sustainability: A Review of Tertiary Education and Research

The interim Chair drew the attention of the Board to the above review and highlighted that this was available on request from the Registrar and Secretary.

2122.31 GSA BOARD ATTENDANCE AT ACADEMIC COUNCIL

[Professor Graham Caie left the meeting for discussion of the following item.]

The Board **agreed** that Professor Graham Caie, on behalf of the Board, would attend GSA's Academic Council meetings as an observer until October 2022, prior to which point the Board would review this arrangement.

2122.32 REPORT FROM THE DIRECTOR

.1 Director's Report [Paper 2.1]

The Director highlighted aspects of her report including maintaining previous levels of student access to campus throughout COP-26 and continuing COVID-19 developments.

The Director provided an overview of the various activities that GSA staff and students had participated in during the course of COP-26. These were set out in detail in an annex to Paper 2.1. Members shared their positive views regarding the events they had attended.

With regard to the reported student recruitment shortfall for session 2021/22, the Director was of the view that there were a range of contributory factors, including the award of additional home funded places late in the recruitment cycle, COVID-19 and GSA's ELIR outcome. The Director reported that the Finance team were working with those Schools impacted by the recruitment shortfall with a view to managing the required adjustments to their budgets.

The Director reported that, as matters stood, the Scottish Fire and Rescue Services Fire (SFRS) Report would be published prior to the end of 2021. As set out in the action points, the Director of Strategy and Marketing would provide a short briefing paper for Board members in advance of the publication of the SFRS Fire Report.

.2 Operational Plan 2021/22: Update [Paper 2.2]

The Board noted the update provided in Paper 2.2 relating GSA's progress against items set out in its Operational Plan for 2021/22. It was noted that some of the items were closely tied to the emerging Strategic Plan, and given that the timeline for its completion had now been extended, the completion date for some of those items may also require, in due course, to be adjusted accordingly.

.3 Strategic Plan: Update [Paper 2.3]

The Board noted the update provided in Paper 2.3 regarding the progress of the development of GSA's 2022-2027 Strategic Plan. The update included an adjusted completion date and report on the Board workshops held in late November and early December 2021. The full draft of the Strategic Plan would be considered and reviewed at the February 2022 Board Awayday with a proposed final version offered to the Board of Governors for approval in late March 2022.

The Director delivered a presentation which shared key aspects of the plan, including adjustments to GSA's academic structure, plans for the strategic growth of student numbers, and the development of research labs. The Director highlighted the importance of defining and communicating GSA's unique selling point as a centre of creative excellence.

.4 ELIR: Update [Paper 2.4]

The Deputy Director Academic reported that regular, positive meetings continued to be held of the ELIR Joint Liaison Steering Group with the University of Glasgow and also with QAA Scotland regarding GSA's post-ELIR actions. QAA Scotland had agreed to feedback on draft documentation ahead of GSA's formal submission in April 2022. An update visit would be held in May 2022 with the main re-review visit scheduled for 14-16 June 2022.

.5 Student Experience Surveys [Paper 2.5]

The Deputy Director Academic provided an overview of his presentation regarding: the launch of GSA's taught student experience surveys during a new Survey Season in February 2022; the setting of institutional student experience Performance Indicators; and the introduction of academic development leads in GSA's Schools to support enhancement activity. These comprised actions which were intended to improve student experience and thereby survey satisfaction outcomes. The Deputy Director Academic highlighted the detailed engagement he had undertaken with the Students' Association in the planning and development of the Survey Season and that GSASA's input had been valuable in ensuring that the tone and balance was correct.

.6 Equality Outcomes 2021-2025: Action Plan [Paper 2.6]

The Board considered the Equality Outcomes 2021-2025 Action Plan. The Deputy Director Academic provided a brief overview and highlighted the considerable work of the Head of Student Support and Development, including detailed consultation with staff, students and the Trade Union Forum.

In response to a query regarding the reporting of GSA's Corporate Parenting responsibilities, the Board noted that the Deputy Director Academic, as GSA's lead on Equality, was the responsible senior officer in this regard and that matters were appropriately in-hand

The Board **approved** the Equality Outcomes 2021-2025 Action Plan.

.7 SFC Outcome Agreement 2021/22 and Self Evaluation of 2020/21 [Paper 2.7]

The Director of Strategy and Marketing provided the Board with background relating to the Scottish Funding Council Outcome Agreement 2021/22, which set out GSA's commitments to the Scottish Funding Council and Scottish Government priorities. The paper also provided GSA's self-evaluation of its achievements against its 2020/21 Outcome Agreement. Mindful that GSA was taking forward various important matters outwith those set out in the Outcome Agreement, the Board received reassurance that GSA had not over-committed itself.

The Board **approved** GSA's Scottish Funding Council Outcome Agreement for 2021/22 and the self-evaluation of the 2020/21 Outcome Agreement.

.8 Report from the Director of Finance [Paper 2.8]

The Board noted the report provided in Paper 2.8 and the Director of Finance drew attention to the update provided regarding the UK Government's Spending Review 2021, the outcome of the Scottish Government budget and medium-term Financial Strategy which was announced on 9 December 2021, and Universities Scotland's sectoral spending review case.

[REDACTED]

8.1 Management Accounts to 31 October 2021 [Paper 2.8.1]

The Board noted the Management Accounts to 31 October 2021 and the Director of Finance highlighted relevant aspects therein, including that GSA's net underlying financial position, showed a deficit of £217k for the year-to-date which was predicted to rise to £396k by the year-end. The deficit, the Director of Finance, highlighted, was largely owed to a shortfall in student recruitment, some early pressure on other operating expenditure, and staff costs.

The Director of Finance agreed to provide confirmation regarding the percentage of the recruitment shortfall that correlated to the additional home student funded places awarded late in the recruitment cycle.

[Action: **Director of Finance**]

In relation to the release of historic deposits, the Director of Finance highlighted that these were non-refundable deposits which had previously paid by applicants holding offers made in earlier sessions who had not subsequently enrolled. On the basis that it was deemed highly unlikely that these applicants would take up their places in future, these funds had been released on the advice of the External Auditor.

Members noted the positive impact on GSA's income and expenditure for the year-to-date of the variance resulting from the altered approach to depreciation which reflected an assumption that depreciation on in-year capital expenditure would be incurred for the whole year, rather than from the point it becomes available for use.

The Director of Finance reported that, as matters stood, it was forecasted that the overspend on building maintenance costs, currently running ahead of budget by £209k, would be contained, and offered assurance that this would not be at the expense of delaying critical works which may, if left unaddressed, create larger, more expensive problems in the long-term. The Director of GSA highlighted that, following the recruitment of the additional staff to augment the Estates team, a comprehensive, costed programme of planned building maintenance work was in development, which would be reported as appropriate to the Business and Estates Committee.

8.2 Early Repayment of Barclays Secured Loan [Paper 2.8.2]

The Board noted the terms of Paper 2.8.2 which paper set out the business case for the early repayment of a secured loan from Barclays. The Director of Finance confirmed that this was on the basis that the economic appraisal indicated there was a net present benefit in making early repayment and that there was sufficient working capital, without recourse to cash balances held for other purposes, to meet the early repayment. In addition, the flexibility and certainty arising from the balance of other considerations, including avoiding further potential breaches of the Covenant, supported early repayment.

[REDACTED]

[Action: **Director of Finance**]

.9 Institutional Risk Register [Paper 2.9]

The Board noted the Institutional Risk Register as provided in Paper 2.9, which had been approved by the Audit and Risk Committee at its meeting of 15 November 2021.

Members shared insights regarding various matters including other potential risks which might require to be reflected on the Risk Register (for example, the planned UCU strike action, and the student recruitment shortfall), and the system in place for colour coding risks. The Director of Development thanked members for their insights and confirmed these points, together with feedback provided by Dr Simon Learoyd following the November 2021 Audit and Risk Committee, would be considered in more detail and reflected where appropriate in the next iteration of the Risk Register in January 2022.

.10 Mackintosh Building

10.1 Mackintosh Building: Critical Path Schedule of Key Decisions [Paper 2.10.1]

The Board noted the high-level programme for the Mackintosh Building reinstatement, extracted from the Strategic Outline Business Case, provided in Paper 2.10.1, which set out key activities which would be undertaken throughout Phases 1, 2 and 3 of the project and at which points approval from the Board of Governors would be sought.

The Director of Estates confirmed that, in due course, the programme would be further developed to include greater detail and subsequent iterations would be provided to the Board via the Business and Estates Committee. In addition, an indicative cash flow for each financial year would also be added to the programme in order to enable easier tracking of both costs and timescales.

Members discussed the timelines, and in particular focused on the financial commitment to the reinstatement that would be required in 2023/24 and the timescale for addressing the potential funding gap. [REDACTED]

[REDACTED]

[REDACTED] The Director of GSA highlighted that it would be important to ensure that the sequencing was correct and that the imminently awaited outcome of the SFRS Fire Report would be a key milestone in the process which would thereafter enable GSA, together with its insurance advisors, to further take forward its claim with the insurers.

10.2 Mackintosh Building Costs, Budgeting and Insurance [Paper 2.10.2]

The Board noted the update provided by the Director of Development and the Director of Finance in Paper 2.10.2, which included current progress relating to GSA's OCIP Insurance Claim together with an update on various subrogated actions and Mackintosh Building-related expenditure. The Board noted that, with regard to the other significant projects underway (reinstatement works to Reid, Bourdon and Assembly Buildings) it was anticipated that these would be funded by insurance monies.

[REDACTED]

[REDACTED]

.11 Report from the Director of Estates [Paper 2.11]

The Board noted the update provided in Paper 2.11. The Director of Estates highlighted key points contained therein.

The Board **approved** the proposed adjustments to the remit and membership of the Project Development Board (Mackintosh) to enable this, for one year only, to include the Estates Strategy.

With regard to the update provided regarding the reinstatement of the Reid Building façade (WS2), the Director of Estates highlighted that the Estates team had continued to focus on the mitigation of the risk in developing and installing a like-for-like replacement on an existing structure whilst maintaining the functionality of the space in parallel. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] The Director of Estates reported that the commencement of these advanced design activities would further reduce the risk associated in obtaining Stage 2 Building Warrant (SER) approval for the warrantable works and would de-risk the project in relation to securing design resource and supply of materials. [REDACTED]

.12 Health and Safety Annual Reporting

12.1 Health and Safety Annual Reporting: Overview [Paper 2.12.1]

The Board noted the summary update provided in Paper 2.12.1 regarding Health and Safety policy development during the reporting period (1 October 2020 – 30 September 2021) and **approved** the proposed amendments to the following policies:

- Occupational Health and Safety Policy
- Occupational Health and Safety Policy: Arrangements
- Fire Safety Policy

The Director of Estate highlighted that a more detailed review of the Fire Safety Policy would take place in early 2022 once a final decision was made by the Scottish Fire and Rescue Service (SFRS) on how they intended to respond to Automatic Fire Alarm (AFA) calls and in response to the SFRS Mackintosh fire report.

The Director of Estates reported that the newly developed Health and Safety Performance Indicators Policy and Key Health and Safety Performance Indicators Guidance would be presented to the March 2022 meeting of the Board for approval.

12.2 Occupational Health and Safety Annual Report 2020/21 [Paper 2.12.2]

The Board considered and **approved** the Occupational Health and Safety Annual Report which covered the period from 1 October 2020 to 30 September 2021 and provided a summary of the progress made against the 2020/21 Annual Plan.

The Director of Estates reported that, in response to an earlier query regarding GSA's approach to monitoring and managing levels of Volatile Organic Compounds (VOCs), a monitor had been purchased and would be deployed on a trial basis. On the basis of this update, it was agreed that the related action could be removed from the Board's action list.

The Director of Estates confirmed that the quarterly reports provided to the Health and Safety Committee included summary updates regarding accidents, incidents and near misses (including those requiring notification to the Health and Safety Executive under RIDDOR (Reporting of Injuries, Diseases and Dangerous Occurrences Regulations)).

The Convenor of the Health and Safety Committee highlighted the considerable progress made in 2020/21, and asked that a particular focus be given in 2021/22 to further embedding a positive health and safety culture within GSA and avoiding the risk of health and safety becoming transactional in nature. Of core importance would be for the GSA nature of health and safety to come to the fore.

12.3 Occupational Health and Safety Annual Plan 2021/22 [Paper 2.12.3]

The Board considered and **approved** the Occupational Health and Safety Plan for the period 1 October 2021 to 30 September 2022.

2122.33 GOVERNANCE MATTERS

.1 Report from the Registrar and Secretary [Paper 3.1]

The Board welcomed the updates provided in Paper 3.1, which covered a broad range of matters including the recent Board level changes, the election of the Chair, the pending sector-review of the Scottish Code of Good HE Governance, Staff Governor (Academic) elections, Scottish Funding Council Assessment of Procedures, the Annual Board Effectiveness Review Exercise and pending Externally Facilitated Quinquennial Evaluation of Board Effectiveness, and certain governance matters recently discussed at the Museum and Archive Committee. With regard to the latter point, it was suggested that Museum and Archive Committee members might wish to discuss the role, remit and membership further with a view to offering reflections to the Board in March 2022, which would also align with the annual reporting on the Board's effectiveness. Following any Board-approved adjustments to the remit or structure or reporting lines of the Committee, or confirmation retention of the current position, Board-approved recruitment of external members would then commence thereafter.

The Board noted the Report from the Audit and Risk Committee to the Board of Governors for the year 2020/21 which was provided as Appendix 1.

The Board noted that, following highly valuable input and dedicated service to the Audit and Risk Committee, Dr Marty Herbert had demitted from that Committee as of 3 November 2021. The Board also noted that following consideration by the Nominations Committee and the Board in November 2021, Professor Graham Caie had been appointed interim Convenor of the Human Resources Committee and Mr Tsz Wu has joined as an additional member. [See Paper 6.2]

[Dr Kate Lampitt Adey left the meeting for discussion of the following item.]

The Board **approved** the proposal that Dr Kate Lampitt Adey be appointed as Board Intermediary with immediate effect.

.2 Chair Election Committee: Update [Paper 3.2]

[Mr Allan Atlee, Ms Kristen Bennie, Professor John French, Ms Josie Kay-Ogunsola, Professor Penny Macbeth, Ms Eleanor Magennis, Professor Irene McAra-McWilliam, Mr Andrew Menzies, Ms Kathy Molloy left the meeting for discussion of the following item. The Chair Election Committee requested that that non-Board members, Board members being proposed to join the

Committee, and any Independent Governors who had not excluded themselves from standing for the position, should be invited to withdraw from the discussion of those proposals and the review of the minutes. The Vice Chair convened this part of the meeting]

The Board noted the update provided in Paper 3.2 and **approved** the following recommendations:

- The appointment of Dr Graham Sharp, Independent Governor, as Convenor of the Committee.
- The name of the Committee as the Chair Election Committee.
- The appointment of the following Governors as members of the Committee; Professor Penny Macbeth, Director of GSA; Ms Kathy Molloy, staff member and Trade Union Governor; and Ms Josie Kay-Ogunsola, Students' Association Governor.

[Ms Josie Kay-Ogunsola, Professor Penny Macbeth, and Ms Kathy Molloy returned to the meeting at this point.]

The Convenor of the Chair Election Committee provided an overview of the Committee's three workstreams, two of which would be delivered in parallel and would respectively set criteria for the position and set out the rules for the whole process. The third workstream would focus on participation in the process, including shortlisting and interviewing prior to the election.

Members discussed the various actions underway, which were set out in detail within the minutes from the Chair Election Committee meeting of 17 November 2021 (Paper 3.3). The Board noted that, given that a number of other institutions had now completed the process of electing a Chair, GSA's rules for the Process of the Appointment of the Chair would be reviewed with a view to proposing any adjustments that might be appropriate. Any amendment to the rules proposed on the basis of the benchmarking would be submitted to the Board for approval in due course. Other exercises underway were in respect of current remuneration and time commitment levels within both the HE and FE sectors for the position of Chair, and on the use of executive search agencies and election agents in the process by the sector.

The Board noted that as matters stood, the aim was for the election to be held in early May 2022 which would allow the new Chair to convene the June 2022 meeting of the Board of Governors. The Registrar and Secretary confirmed that the electorate was comprised of GSA's staff, students and Governors, and highlighted that the current timeline would enable the maximum number of students to participate, aligned as it was with the undergraduate semester dates. President of the Students' Association highlighted that the GSASA Sabbatical Elections would be held at a similar time and that should be taken into consideration when finalising the timeline. Ms Kay-Ogunsola, as a member of the Chair Election Committee, would be well placed to advise on this matter.

The Convenor of the Chair Election Committee confirmed that approval from the Board would be sought as appropriate, with updates to be provided in February and March 2022.

.3 Minutes from Chair Election Committee, 17 November 2021 [Paper 3.3]

The Board noted the minutes from the Chair Election Committee meeting of 17 November 2021.

[Mr Allan Atlee, Professor John French, Ms Eleanor Magennis, Professor Irene McAra-McWilliam, and Mr Andrew Menzies returned to the meeting at this point.]

2122.34 REPORT FROM THE PRESIDENT OF THE STUDENTS' ASSOCIATION [Paper 4.1]

The President of the Students' Association highlighted key aspects of the report provided in Paper 4.1, including its successful COP-26 programme which consisted of a range of in-person and digital events and activities; the appointment of new Trustees; the Association's Annual General Meeting, staffing changes at the Association; the steps being taken to reopen the Assembly Building for student and commercial activity; and the Sabbatical Officer visit to the Altyre Campus. The President of the Students' Association also provided an overview of its developing Strategic Plan.

The Board noted that the changes to GSASA's Constitution had been approved at the Association's Annual General Meeting in October 2021 and that the Constitution would be presented to the Board, via the Audit and Risk Committee, for approval at its meeting in March 2022.

The President of the Students' Association reported that, in collaboration with the GSA Learning and Teaching team, the Association would lead plans for Student-led Teaching Awards. The Board welcomed this positive update.

2122.35 ORAL REPORTS FROM BOARD COMMITTEE CONVENORS

Board committee Convenors highlighted key matters discussed in the recent cycle of Board committee meetings and the Board noted the following minutes:

- Audit and Risk Committee Minutes, 15 November 2021 [Paper 5.1]
- Business and Estates Committee, 22 November 2021 [Paper 5.2]
- Health and Safety Committee, 17 November 2021 [Paper 5.3]
- Human Resources Committee, 16 November 2021 [Paper 5.4]
- Museum and Archive Committee, 11 November 2021 [Paper 5.5]

The Director highlighted several points discussed in the recent Academic Council meetings. The Board noted the minutes from the meeting of 13 October [Paper 5.6] and 8 December 2021 [Paper 5.7].

2122.36 ITEMS PREVIOUSLY APPROVED BY CORRESPONDENCE

The Board noted the following papers which had previously been circulated and approved by correspondence.

- Board Update, including Chair Election arrangements [Paper 6.1]
- Board Update, including recommendations from Nominations Committee [Paper 6.2]

2122.37 ANY OTHER BUSINESS

There was no other business.

2122.38 FUTURE BOARD MEETING

Strategic Awayday: Friday 4 February 2022, all day.

Ms Lisa Davidson, Assistant Secretary to the Board, 11 January 2022