

**THE GLASGOW SCHOOL OF ART**

**BOARD OF GOVERNORS MEETING: 17 OCTOBER 2022**

**Governors attending in person:**

Ms Ann Priest (Chair), Ms Kristen Bennie, Professor Graham Caie, Mr Thomas Greenough, Dr Marty Herbert, Dr Simon Learoyd, Professor Penny Macbeth, Ms Kathy Molloy, Mr Digger Nutter, Mr Rory O'Neill, Mr Harry Rich, Mr James Sanderson, Dr Graham Sharp, Mr Andrew Sutherland.

**Governors attending via video-conference:**

Dr Kate Lampitt Adey, Ms Marianne McInnes, Mr Tsz Wu.

**GSA Attendees attending in person:**

Mr Allan Atlee (items 2223.06-2223.08-09), Mr Alan Horn (items 2223.08.04-09), Mrs Eleanor Magennis, Professor McAra-McWilliam, Mr Andrew Menzies, Mr Scott Parsons (item 2223.08.03).

**Governance Office:** Mr Stephen Marshall, Ms Edna Docherty, Mr John Leabody.

**2223.01 WELCOME AND APOLOGIES**

The Chair welcomed members, in particular Mr Stephen Marshall, interim Secretary to the Board, who was attending his first meeting of the Board.

It was noted that Mr Michael McAuley had demitted office as an Independent Governor on the 30 September 2022. The Chair thanked Mr McAuley for his important and valued contributions to the Board of Governors and the Business and Estates Committee.

Apologies were received from Professor John French, Ms Josie Kay-Ogunsola, Mr Habib Motani, and Professor Anne Trefethen.

**2223.02 DECLARATIONS OF INTEREST**

The following professional relationships were noted for the record: GSASA and QAA Scotland (Mr O'Neill), Graven (Dr Herbert and Mr Sutherland), Page\Park (Mr Sutherland).

**2223.03 MINUTES FROM THE MEETINGS OF 16 JUNE 2022 AND 8 AUGUST 2022** [Papers 1.2 and 1.3]

The minutes from the meetings of 16 June 2022 [Paper 1.2] and 8 August 2022 [Paper 1.3] were **approved**.

**2223.04 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.

In terms of action 2122.80.03, which related to the Development Strategy, the Director confirmed that the new Development Plan was in its early stages of development, in line with

Strategic Plan delivery, and that an outline of this plan would be presented to the Board in December.

**2223.05 DIRECTOR'S OBJECTIVES [Paper 1.5]**

The Board considered the Director's objectives for 2022-23 as set out in Paper 1.5, along with a note of the relevant criteria assigned to each objective.

The Board **approved** each of the Director's objectives for 2022-23.

**2223.06 UPDATE FROM THE CHAIR**

The Chair thanked the Board for the warm welcome she had received upon taking up her role, and also expressed gratitude to the Director of Development and the Corporate Governance Team for their valuable input to the Chair Induction Programme. The Chair provided a broad overview of some of the matters that she had been engaging with, which encompassed the following:

***Attendance at Meetings***

- Attended the GSA Annual Stakeholder Meeting, 27 June 2022\*.
- Attended a meeting of the Committee of University Chairs (CUC), where discussion had focused on the current challenges facing the Higher Education sector and the need for HEIs to adopt a more entrepreneurial mindset.
- [REDACTED]
- [REDACTED]
- Attended a meeting with the Registrar of the University of Nottingham.

\* The Corporate Governance Office to provide the interim Secretary with a copy of the presentation from the Annual Stakeholder Meeting.

**[Action: Senior Policy Officer]**

***By Correspondence Requests for Approval***

The Chair thanked members of the Board for responding promptly to recent requests for approvals by correspondence.

***Additional Board and Board Committee Meetings***

A special meeting of the Board had taken place on 8 August 2022 to consider the Director's Annual Review, where feedback on the Director's performance and achievements over the previous year had been overwhelmingly positive. [REDACTED]

[REDACTED]

***Board Effectiveness Review***

The Chair thanked the Convenor of the Audit and Risk Committee, and members of the Corporate Governance Office for their contributions to this review. It was also reported that the decision had been made to delay the quinquennial External Review of GSA's Board Effectiveness until the Chair and interim Secretary were more firmly established in their respective roles, and that the latter would play a key role in supporting this exercise.

**Board Recruitment Exercise 2022/23**

A working group had been established to take forward a Board Recruitment Exercise, and that the Board would be kept informed of progress in this regard. The Board would seek to improve the diversity of its membership, potentially by engaging an external recruitment organisation with proven expertise in this area.

**Future Agenda Item**

The Chair requested that 'Innovation, Income Generation and Growth' should be included on the agenda and form a substantive item for discussion at the Board of Governors meeting on 12 December 2022.

**[Action: Senior Policy Officer]**

**2223.07 REPORT FROM THE PRESIDENT OF GSA'S STUDENTS' ASSOCIATION [Paper 2.1]**

The President of the Students' Association provided the Board with an overview of GSASA's recent activities, noting that this year's Freshers' Week programme had been designed to ensure broad appeal and to help students settle into life at the GSA and Glasgow. Other areas included the development of a cost-of-living-crisis campaign in collaboration with the new Campaigns Committee, which led to a broader discussion on current financial pressures impacting students and staff: in terms of the latter, the Director reported that she was currently looking at national living wage accreditation, further to which the Board requested that the Director of Human Resources be invited to submit a report on the staff salary framework to a future meeting of the Board.

**[Action: Director of Human Resources]**

The Vice-Chair of the Board offered to share information related to budgeting tools which had been developed by the financial sector, and which may prove beneficial to GSA's staff and students. The Director thanked the Vice-Chair and would liaise with her and the GSASA Student President in this regard.

**[Action: Director of GSA/President of GSA Students' Association]**

The Board noted that current pressures in the Glasgow housing market had resulted in a concerning number of GSA students contacting the Students' Association seeking advice and support with regards to suitable accommodation for the current academic year. It was noted that, while GSA did not guarantee accommodation as part of its offer, the School appreciated the stress and difficulties this issue had caused some students and was committed to establishing a clearer picture of its impact. In order to gain a clearer view, the GSA, in partnership with the GSASA, had devised a pulse survey designed to identify and support those GSA students affected by the current rental situation.

The President of GSA's Students' Association provided the Board with an overview of the new structure of the Student Representative Council, which would see the introduction of a Campaigns Committee led by GSA Liberation Officers, the latter working to ensure that the voices of marginalised students and interest groups were heard at the Students' Association. The Board also noted that the GSASA Funding Committee would continue to oversee and support Student Programming and Student Initiated Project Funding. It was further noted that the GSASA had recently appointed a new Communication and Digital Student Engagement Coordinator to support the Students' Association Communication Strategy.

The President of the Students' Association reported that GSA Sabbatical Officers had published an open letter on behalf of a BIPOC student (Black, Indigenous, and people of colour) in July 2022, highlighting their experiences of racism and calling for cultural changes towards Race

Equality at GSA. Since the publication, GSASA had been working collaboratively with GSA senior officers, and discussions were ongoing with regards to developing an Anti-Racism campaign.

## **2223.08 REPORT FROM THE DIRECTOR**

The Director delivered a short presentation which provided an overview of student and staff successes, including the 2022 Degree Show, as well as external prizes and nominations, for the period May to October 2022.

### **.1 Director's Report [Paper 3.1]**

The Director reflected on the start of the new academic year, which had seen the first fully in-person beginning to an academic session since 2019. While recognising that the start of term had been overwhelmingly positive, the Director expressed concerns regarding the challenging economic situation, noting that the cost-of-living and fuel crises, combined with the lack of rental accommodation in Glasgow, had created a difficult environment for students and staff. The School was currently working through a number of initiatives designed to mitigate the associated risks, including the launch of a pulse survey to identify and support those GSA students affected by the current rental situation (see also: item 2223.07). Consonant with the School's aim of providing support, the Director reported that GSA would launch a new catering offer within the Reid refectory in early October, which would focus on providing reasonably priced and good quality hot food.

It was noted that the cost-of-living crisis, fuel shortages, and the climate emergency had also dominated the recent Universities UK (UUK) conference, and the Universities Scotland (US) away-day: the latter had also focused on the diminishing level of Scottish home student fees in light of inflation, with all 19 Scottish institutions working together to draw the issue to the attention of the SFC and the Scottish Government in order to promote positive action.

The Board noted that the Director had represented the School at the Service of Reflection and Thanksgiving for The Life of Her Majesty the Queen at St Giles' Cathedral Edinburgh, and had also attended the Motion of Condolence at the Scottish Parliament.

The Director welcomed Stephen Marshall as interim Secretary to the Board, and also thanked the Deputy Director (Academic), who would be leaving GSA in February 2023, having successfully led on the School's ELIR recovery. The Director also praised the excellent work of the new Director of Human Resources, whose immediate focus would rest on building capacity within HR in order to drive forward key areas related to the GSA People Strategy, the latter being developed to enable the ambitions set out in the Strategic Plan, and which would include developing and embedding ethical leadership practice, workforce planning, employee experience, nurturing and developing staff capability and developing new ways of working.

The Board noted that GSA was finalising the detail of its new Research Strategy, which would be submitted to the Board at its meeting on 12 December 2022.

### **.2 Annual Implementation Plan 2022-23 – Update [Paper 3.2]**

The Director of GSA provided the Board with a brief overview of the Annual Implementation Plan which was aligned to the GSA Strategic Plan 2022-27, effective from August 2022.

The Board **approved** the Annual Implementation Plan for 2022-23.

**.3 Risk Framework 2022-27 (aligning with the Strategic Plan) and Institutional Risk Register 2022-23 – Quarterly Review [Paper 3.3]**

***Risk Framework 2022-27***

The Board noted the Risk Appetite Framework 2022-27, which had been approved by the Business and Estates Committee at its meeting on 27 September 2022, and the Audit and Risk Committee at its meeting on 29 September 2022. The Director of Strategy and Marketing reported that the revised Framework aligned with the key themes and objectives outlined in the GSA Strategic Plan 2022-27. It was proposed that the Board review the GSA’s Risk Appetite at their away-day on 3 February 2023, in line with the annual strategic planning cycle.

***Institutional Risk Register 2022-23***

The Board noted the updated Institutional Risk Register, which had been approved by the Business and Estates Committee at its meeting on 27 September 2022, and the Audit and Risk Committee at its meeting on 29 September 2022. It was noted that, going forward, all Board committees would receive quarterly Risk Register updates to consider risks aligned to their area. It was further noted that the Risk Register was reviewed regularly as part of an iterative process that recognised the fluid nature of risk, and that the School’s assessment of risk would inevitably evolve in response to mitigation or changes and developments within the internal environment and external landscape.

**.4 GSA Student Experience Surveys and League Table Analysis [Paper 3.4]**

The Deputy Director Academic provided a brief overview of the various student experience survey results carried out in academic year 2021/22, which included an update on the performance indicators introduced from session 2021/22 to identify and support programmes ‘at risk’. The Board welcomed the report and reflected on GSA’s approach to achieving its objective of increasing GSA’s institutional student satisfaction score to >80% by session 2024/25.

The Chair thanked the Deputy Director Academic for his considerable work in this regard.

**.5 Report from the Director of Finance [Paper 3.5]**

The Director of Finance provided an update on the following:

***The Slavery and Human Trafficking Statement***

The Director of Finance reported that the Modern Slavery and Human Trafficking Statement for the financial year outlined the steps taken by GSA to ensure that slavery and human trafficking was not taking place in any of its supply chains, or in any other part of its own business, and that this was consistent with the obligation arising from the Modern Slavery Act 2015 Sect 54(1).

The Board **approved** for publication on the GSA website the proposed Modern Slavery and Human Trafficking Statement.

***2022 Insurance Renewal***

[REDACTED]

Noting that insurance claims related to cyber-attacks were rising sharply within the Education Sector, the Board enquired about GSA's position with regards to cyber liability. The Director of Finance confirmed that, following a recent internal audit of GSA's approach to Cyber Security, the Internal Auditor had concluded that GSA's assurance level was Satisfactory and that the report had highlighted thirteen areas of strength. It was further noted that implementation of the recommendations raised within the report, with regard to opportunities where controls could be strengthened, would reduce the School's current risk position and enhance its ability to manage cyber security risks on an ongoing basis. The Board noted that good progress had been made in this regard.

Recognising that it would be useful for Board members to understand more fully the implications of potential cyber attacks on the School - both at an institutional and personal level - it was agreed that a workshop would be arranged to develop members' understanding and awareness of cyber security, and to cover preventative measures, best practices, and actions to strengthen cyber security and resilience.

**[Action: Director of Finance]**

### ***Universities Scotland Budget Submission***

The Board noted that Universities Scotland had recently submitted their budget proposals to the Scottish Government, the full details of which were available on the Universities Scotland website.

#### ***5.1 Management Accounts – 31 July 2022 [Paper 5.1]***

The Board noted the Management Accounts to 31 July 2022, as set out in Paper 5.1.

[REDACTED]

[REDACTED]

[REDACTED] It was noted that the final published accounts would provide a reconciliation between this last set of management accounts and those which the Board would be asked to approve for publication.

#### **.6 Report from the Director of Estates [Paper 3.6]**

The Board noted the update, which provided an overview of the current position on developments within the GSA estate.

### ***Mackintosh Building Phase 2: Stabilisation Works***

The Director of Estates provided a brief update on Phase 2 of the Mackintosh Stabilisation works. With regards to Phase 2A, works were proceeding well on site, remained on programme and within approved contract instruction budget, and that Reigarts continued to provide a clean and

organised construction site, with security maintained and scaffolding inspections ongoing. With regards to the timing of Phase 2B, it was noted that the Business and Estates Committee had sought additional financial information and that a further meeting of the Committee would be required before a final decision could be recommended to the Board.

***Mackintosh Project Team Procurement Phase 3 RIBA Stage 2 -7***

The Director of Estates reported that the second stage of the Restricted Procedure for the Invitation to Tender (ITT) had been progressed over the summer, and that this would lead to the award stage, when shortlisted bidders would be invited to submit a tender based on the identified Quality/Price Ratio. It was noted that the second stage of the design team procurement exercise for the Mackintosh Phase 3 Project had been issued on 14 September 2022, and that the interview process for Phase 3 Design Teams would take place in October 2022.

***Procurement Workshops***

The Director of Estates reported that, for the benefit of new Independent Governors, and as a result of updates to existing documentation in relation to Procurement, arrangements would be made for two workshops to take place in November 2022 to enable Board members to further engage with the subject of procurement.

***Stow Refurbishment Project***

The Board received an update on the delivery timeline in relation to the Stow Annex Project, noting that some timescales may be adjusted in order to mitigate potential disruption to students.

***Estates Strategy***

The Director of Estates summarised progress in relation to the high-level principles of the Estates Strategy, which had been approved by the Board of Governors on 16 June 2022, noting the intention to present a more defined and costed year-by-year Estates Strategy for the period 2022-2027 to the Business and Estates Committee on 30 May 2023, and thereafter to the Board of Governors on 15 June 2023.

***The Royal Hotel, Forres***

The Board noted that GSA had concluded the purchase of the Royal Hotel on 7 September 2022. This was acknowledged as a necessary purchase to maintain the status quo of GSA's student accommodation provision, with an additional member of staff appointed to support students.

***Presentation***

The Director of Estates provided a short presentation on the Estates Strategic Plan, which included progress in relation to the Mackintosh Building, the Reid Re-instatement, and Summer Works.

***6.1 Mackintosh Expenditure, Budgeting and Insurance Update [Paper 3.6.1]***

The Board considered the terms of Paper 3.6.1, which highlighted progress with regards to GSA's Owner Controlled Insurance Program (OCIP) Insurance Claim, and provided an update on Mackintosh-related expenditure, and the RSA Claim for the Reid, Bourdon and Assembly Building. It was noted that GSA continued to work with a team of specialist insurance and legal advisors to progress the Mackintosh OCIP insurance claim in relation to both the establishment of cover and quantification of the claim. The Director of Development also reported that he was working to finalise the conclusion of the relationship with the School's previous claims advisers, while also working with the Director of Finance, Head of Procurement and professional advisors to put in place appropriate professional support for the preparation of the claim.

[REDACTED]

[REDACTED]

**.7 Occupational Health and Safety Reporting**

*7.1 Occupational Health and Safety Report 2021/22 [Paper 3.7.1]*

The Board considered and approved the Occupational Health and Safety Annual Report which covered the period from 1 October 2021 to 30 September 2022, and provided a summary of the progress made against the 2021/22 Annual Plan.

*7.2 Occupational Health and Safety Annual Plan 2022/23 [Paper 3.7.2]*

The Board considered and approved the Occupational Health and Safety Plan for the period 1 October 2022 to 30 September 2023. It was noted that GSA's Fire Safety Policy and Arrangements would be presented for approval at the meeting of the Board of Governors on 27 March 2023.

*7.3 Occupational Health and Safety Policy and Arrangements 2022/23*

It was noted that the Occupational Health and Safety Policy and Arrangements 2022/23 had been reviewed in accordance with the schedule for their annual review, which had resulted in some minimal updates. The Chair requested that a copy of the updated paper should be circulated to members of the Board for consideration and, if satisfied, approval by correspondence.

**[Action: Senior Policy Officer]**

**[Secretary's Note:** *The Occupational Health and Safety Policy and Arrangements 2022/23 paper was circulated to members of the Board on 18 October 2022, following which it was approved by correspondence on 26 October 2022.]*

**.8 Annual Report to SFC on Institutional Led Review Activity in 2021-22 [ Paper 3.8]**

The Board **endorsed** the Annual Report to the Scottish Funding Council on Institution-Led Review Activity 2021/22, as set out in Paper 3.8, and invited the Chair to sign the required Governing Body Statement of Assurance.

**.9 Academic Council Update**



The Director provided a brief update on several points discussed in the recent Academic Council meeting, including that of the results of the Research Excellence Framework 2021, the new Student Partnership Agreement, approved at Academic Council in May 2022, and an update on progress made against the ELIR Action Plan.

#### 2223.09 ORAL REPORTS FROM COMMITTEE CONVENORS

Board committee Convenors highlighted key matters discussed in the recent cycle of Board committee meetings, and the Board noted the following minutes (which contained hyperlinks to policies and papers previously approved by the respective committees):

- Audit and Risk Committee, 29 September 2022 [Paper 4.1]
- Business and Estates Committee, 27 September 2022 [Paper 4.2]
- Health and Safety Committee, 21 September 2022 [Paper 4.3]
- Human Resources Committee, 20 September 2022 [Paper 4.4]
- Museum and Archive Committee, 6 October 2022 [Paper 4.5]
- Remuneration Committee, 08 August 2022 [Paper 4.6]
- Remuneration Committee, 07 September 2022 [Paper 4.7]

#### 2223.10 GOVERNANCE MATTERS

The interim Secretary provided a brief overview of the following papers:

*.1 Board Committees: Remits, Memberships and Procedures 2022-23* [Paper 5.1]

The Board **approved** the Remits, Memberships and Procedures for the session 2022/23.

*.2 Statement of Corporate Governance* [Paper 5.2]

The Board **approved** the Statement of Corporate Governance 2022-23, the Schedule of Delegation and Board of Governors Description of Role and Responsibilities.

*.3 Board Equality Balance as at 1 July 2022* [Paper 5.3]

The Interim Secretary provided the Board with an update on the balance of equality and diversity within the Board membership as at 1 July 2022, as set out in paper 5.3.

*.4 Director's Duties and Charities Trustees' Duties applicable to Governors* [Paper 5.4]

The Board considered and noted the Director's Duties and Charity Trustees' Duties applicable to Governors, as set out in paper 5.4.

#### 2223.11 ITEMS PREVIOUSLY APPROVED BY CORRESPONDENCE [Paper 6.1]

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

- **Appointment of Investment Manager (approval sought 27 June 2022) [Paper 6.1]**

[REDACTED]

- **Nominations Committee, Board Committee Recommendations – July 2022 [Paper 6.2]**  
The Board ratified the recommendations from the Nominations Committee relating to the re-appointment of Independent Governors.

**2223.12 FUTURE MEETINGS OF THE BOARD**

Monday 12 December 2022, 11.00am

Friday 3 February 2023, all day

Monday 27 March 2023, 11.00am

Thursday 15 June 2023, 11.00am