

THE GLASGOW SCHOOL OF ART

BOARD OF GOVERNORS

MEETING: 18 OCTOBER 2021

Governors attending in person:

Ms Kristen Bennie (interim Chair), Professor Graham Caie, Dr Marty Herbert, Ms Josie Kay-Ogunsola, Dr Simon Learoyd, Professor Penny Macbeth, Ms Kathy Molloy, Mr Rory O'Neill, Mr Harry Rich, Mr James Sanderson, Dr Graham Sharp, Professor Sarah Smith, Mr Andrew Sutherland, and Ms Lesley Thomson.

Governors attending via video-conference:

Ms Ann Faulds, Professor John French (from item 2122.13.3), Mr Thomas Greenough, Dr Kate Lampitt Adey, Mr Michael McAuley, Ms Marianne McInnes, Mr Habib Motani, Professor Anne Trefethen (until item 2122.13.8), and Mr Tsz Wu.

Senior Officers attending in person:

Mr Andrew Menzies (from Item 2122.13), Mrs Eleanor Magennis (for Items 2122.10 – 12), and Mr Scott Parsons (for Item 2122.13.1).

Senior Officers attending via video-conference:

Mr Allan Atlee (from Item 2122.13), Mr Alan Horn (for Item 2122.13.9, 2122.13.10.3 and 2122.14), Professor McAra-McWilliam (for Items 2122.13.1 – 2122.13.8), Mr Grant Thorne (for Item 2122.13.4).

Governance Office:

Dr Craig Williamson, Ms Lisa Davidson.

2122.06 WELCOME AND APOLOGIES

The interim Chair welcomed members, particularly new Independent Governors Professor Caie, Dr Learoyd, Dr Sharp, and Professor Trefethen, and Students' Association Governors Mr O'Neill and Ms Kay-Ogunsola.

On behalf of the Board, the interim Chair formally extended her sincere thanks to Ms Muriel Gray together with her gratitude for all that Ms Gray had done for GSA during almost eight years as Chair of the Board. The interim Chair confirmed that she was exploring options with the Vice Chair and former Vice Chair regarding a suitable event to mark Ms Gray's considerable contribution to GSA, which was warmly welcomed by members.

Further, and also on behalf of the Board, the interim Chair thanked Ms Lesley Thomson for her diligent work as Vice Chair over an extended period.

The interim Chair highlighted this that was the first hybrid meeting of the Board and invited members to provide feedback regarding their experience with a view to making suitable adjustments for future meetings.

2122.07 DECLARATIONS OF INTEREST

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

2122.08 MINUTES FROM THE MEETINGS OF 17 JUNE 2021 AND 24 SEPTEMBER 2021 [Papers 1.2 and 1.3]

The minutes from the meetings of 17 June 2021 [Paper 1.2] and 24 September 2021 [Paper 1.3] were **approved**.

2122.09 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.

2122.10 UPDATE FROM THE INTERIM CHAIR

The interim Chair provided a broad overview of some of the matters she had been engaging with the Director on since the interim Chair's appointment on 4 October 2021. The interim Chair also provided an update to the Board on recent correspondence received by some members.

The interim Chair reported the Registrar and Secretary was working on the initial necessary arrangements for the establishment of a Chair Election Monitoring Committee (name to be confirmed). Membership of the Committee would only be open to members who had no intention of standing in the election.

Further, the interim Chair also provided an update on Board committee vacancies, the details of which were in the Registrar and Secretary's Report to the Board.

2122.11 DISCUSSION ON BOARD EQUALITY BALANCE AS AT 1 SEPTEMBER 2021 [Paper 1.6]

The Board considered and noted its equality balance as at 1 September 2021 as set out in Paper 1.6.

2122.12 GSA BOARD ATTENDANCE AT ACADEMIC COUNCIL

The interim Chair reported that some Independent Governors had expressed an interest in attending Academic Council meetings. Academic Council was of the view that to have an Independent Governor attend would afford the Board with a fuller understanding of Academic Council business. The interim Chair would discuss this matter further with the Director and report back in December with the Board making a final decision at that point.

2122.13 REPORT FROM THE DIRECTOR

.1 Director's Report [Paper 2.1]

The Director highlighted key aspects of her report which was set out in Paper 2.1. This included an update regarding the hybrid model of academic delivery and the safe campus measures that

were in place for session 2021/22. The Director also highlighted that there were positive signs in terms of the work underway to improve the student experience.

In relation to the Mackintosh Building, the Director reported that work was progressing on the project and that the Strategic Outline Business Case and the Scottish Fire and Rescue Services Fire (SFRS) Report were due to be published imminently. The Director of Strategy and Marketing provided assurance that key stakeholders including students, staff and the local Garnethill community were kept updated regarding these key matters and reflected that positive feedback had been received in this regard, particularly from staff. In terms of the imminent publication of the SFRS Report, the Director confirmed that scenario planning was underway in terms of GSA's response to any potential matters which may arise. In relation to GSA's Owner Controlled Insurance Policy claim, the Director confirmed that the insurers were awaiting the outcome of the SFRS Report before taking this matter further. The Director reported that GSA, in conjunction with its insurance advisors, had made detailed preparations so that this could be rapidly progressed once the outcome of the SFRS Report was available.

The Board welcomed this update and the Director of Strategy and Marketing was invited to provide a short briefing paper for Board members in advance of the publication of both the Strategic Outline Business Case and thereafter the Scottish Fire and Rescue Services Fire Report to ensure that messaging regarding these important matters remained consistent.

[Action: **Director of Strategy and Marketing**]

The Director reported that in September 2021, representatives from the Board and senior management were invited to meet HRH The Prince of Wales, GSA's Royal Patron, to discuss progress regarding the Mackintosh Building.

The Director reported that recruitment for session 2021/22 had been positive, returning to pre-pandemic levels, and indicated that GSA would achieve its budgeted tuition fees target for 2021/22, representing an increase of almost £3m on the previous session.

The Director highlighted that the UK Government had initiated its comprehensive Spending Review and that any subsequent decisions relating to the implementation of the 2019 review of post-18 education and funding may impact GSA's RUK students, who accounted for c.30% of GSA's student intake. The Director provided an overview of a potential set of measures which may be introduced by the UK Government and highlighted that the sector was monitoring matters.

The Director provided an overview of the series of networking and profile-raising events GSA would host during COP 26 which would focus on showcasing new partnerships and early approaches to sustainability. GSA was also working toward a range of exhibitions, pop ups and events that maximise the potential of COP 26, highlighting in particular *Close Of Play: Climate Emergency and Creative Action*.

The Director reported that session 2021/11 would be another busy year for GSA, providing examples of the major institutional projects running concurrently, such as the development of the Strategic Plan 2022-2027; ongoing ELIR recovery work; and the major estates projects underway.

With regard to recent media reports regarding the challenges some students had faced in securing accommodation in Glasgow for session 2021/22 owing to COP 26, the Director provided an overview of the measures GSA had put in place to support its students.

In terms of student access to the campus, members were keen to understand how this had been enhanced in session 2021/22. The Director confirmed that this varied according to programme of study. The Deputy Director Academic provided an overview of the academic framework in place to support programme teams and confirmed that GSA continued to engage closely with sector networks and monitor emerging public health guidance to ensure that it continued to offer its students the maximum access to the campus while maintaining safety.

.2 Operational Plan 2021/22 [Paper 2.2]

The Director provided a broad overview of Paper 2.2, which set out the proposed Operational Plan for session 2021/22 and provided the context for the various adjustments made since the draft Plan was considered in June 2021.

Following discussion, it was agreed that those items highlighted in blue on the Plan, which were in the main sub-strategies of the developing Strategic Plan, would be carried over for delivery in the 2022/23 Operational Plan.

The Board **approved** the Operational Plan for 2021/22 and noted that progress reports would be made to each standard meeting of the Board via the Business and Estates Committee.

.3 Strategic Plan Progress Report [Paper 2.3]

The Director provided an overview of Paper 2.3 and highlighted the positive engagement in various forms which had been undertaken during summer 2021.

The Director outlined the discussions she had held with senior academic colleagues regarding potential opportunities for growth across academic, research and innovation provision. Based on GSA's three-year Financial Plan 2021-24 and as matters stood, the working assumption was that GSA would need to grow its provision by 25% with no more than 10% of that growth being fully on campus and then only in areas of market demand where high quality provision was assured. The focus would be on the development of on-campus provision or underdeveloped areas of current provision, where all the quality indicators were in place and where there existed capacity or a clear business case for growth; and the development of fully online provision or hybrid provision.

In terms of research and innovation, the Director reported that, going forward, GSA would focus on bidding for larger amounts of funding and seek to explore opportunities in the knowledge exchange space to collaborate with industry on jointly funded PhDs and Knowledge Exchange Partnerships. GSA would also explore the scope for regional development and economic recovery monies made available post pandemic from both the Scottish and UK governments and members shared their reflections regarding the contribution that GSA made to the creative economy, and other opportunities for showcasing input in this regard.

In terms of both *Learning and Teaching* and *Research and Innovation*, the Director was of the view that coherence of provision would be an important driver to identify and maximise opportunities and promote a culture of increased collaboration across GSA's Schools.

The Director confirmed that, following a discussion at the September 2021 Business and Estates Committee and to provide Board members with preliminary information regarding the emerging Strategic Plan and an opportunity to offer initial reflections and additional input, supplementary Board workshop sessions would be held in November 2021.

.4 GSA League Table Analysis [Paper 2.4]

GSA's Executive Planning Manager addressed Paper 2.4 which provided a broad outline of GSA's domestic and international league table position and noted that the data sets were in the process of development.

With reference to the emerging overall Strategic Plan, members asked that KPIs could perhaps be revisited at the Board workshops planned for November 2021.

.5 ELIR: Update [Paper 2.5]

The Board noted the update provided in Paper 2.5. The Deputy Director Academic provided an overview of progress made in recent months against the ELIR Action Plan and further detail regarding the various Enhancement Projects which were running in 2021/22. The Deputy Director Academic also provided an update regarding the QAA Scotland re-review process and confirmed that an Update Visit would be made in May 2022, with the Review Visit being held the week of 13 June 2022.

The Board welcomed this update, recognising that GSA would be required to demonstrate that it had made sufficient progress in this regard at these visits and maintain this in future years.

.6 Student Experience Surveys [Paper 2.6]

The Deputy Director Academic introduced Paper 2.6 which provided an overview of the results of the student experience surveys undertaken in session 2020/21, which had overall declined, which was a continuation of previous results. It was, however, noted that the internal Postgraduate Taught Student Experience Survey had shown a significant increase of 26%.

The Deputy Director Academic highlighted that the internal surveys, both at undergraduate and postgraduate level, had low participation rates, which presented challenges in terms of being able to provide consistent analysis and reporting at programme and stage level. Therefore, in a development for session 2021/22, GSA would release all student experience surveys in parallel during a 'survey season' in February 2022 and would, in conjunction with the Students' Association, run a promotional campaign encouraging students to participate and highlighting the benefits and value of providing this feedback. Survey participation rates would be set at 50% for the internal Student Experience Surveys, bringing them into alignment with the NSS.

The Deputy Director Academic reported that a key institutional objective was the achievement of overall satisfaction scores, in both internal and external surveys, of over 80% by no later than session 2024/25 and this would be one of GSA's Student Experience performance indicators. The Deputy Director Academic also highlighted that a Red/Amber/Green rating scheme would be introduced in 2021/22 to identify and support programmes 'at risk' to ensure that institutional objectives to improve the student experience were effectively monitored and met.

The Vice President of the Students' Association shared reflections regarding her time at GSA and highlighted some of the challenges she had faced as a student. The interim Chair thanked the Vice President of the Students' Association for her honest feedback.

.7 Equality Outcomes 2021-2025: Minor Reframing [Paper 2.7]

The Board noted the update provided in Paper 2.7 and members agreed to provide any feedback on the wording of the headline Equality Outcomes directly to the Deputy Director Academic.

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

The Board noted the update provided in Paper 2.8 particularly in relation to student enrolment figures for 2021/22 and GSA's insurance renewal.

The Board **approved** the Modern Slavery Statement and the proposed amendments to GSA's Financial Regulations, hyperlinked within Paper 2.8, which had been considered and recommended by the Audit and Risk Committee of 20 September 2021.

8.1 Management Accounts to 31 July 2021 [Paper 2.8.1]

The Board noted the Management Accounts to 31 July 2021 set out in Paper 2.8.1 and the Director of Finance reported [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] It was also noted that while these were the management accounts to the year end, there would be the usual further adjustments to the accounts ahead of the presentation of the annual accounts, reflecting the consolidation of GSA Development Trust and GSA Singapore; in addition to the effects of a range of non-cash adjustments.

.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 20 September 2021.

The Convenor of the Business and Estates Committee highlighted the recent discussion at the meeting of 28 September 2021 relating to the potential financial risks for GSA associated with any impact on recruitment arising from Enhancement-led Institutional Review outcome and 2022 National Student Survey results, and that the Director was giving further consideration as to how these matters could most appropriately be reported.

Given the workload associated with the project work underway and the importance of on-time delivery, it was suggested that the Senior Leadership Group should consider whether it would be prudent to reflect this on the Institutional Risk Register.

.10 Mackintosh Building

10.1 Mackintosh Design Team Procurement Route for RIBA Stages 0-1 and Estates Strategy [Paper 2.10.1]

The Director of Estates provided an overview of the proposals set out in Paper 2.10.1 pertaining to the procurement of the following external support to the Estates team for the Mackintosh project RIBA Stages 0-1 and Estates Strategy. The Convenor of the Business and Estates

Committee highlighted that, in approving this proposal, the Board was being invited to approve the next step in the development of the Mackintosh project.

The Board **approved** the following procurement routes for external support for the Estates team for the Mackintosh project RIBA Stages 0-1 and Estates Strategy:

- a Project Management led integrated team through the Scape Procure Scotland framework; and
- a Cost Consultant utilising a mini tender process.

10.2 Design Team Appointment for Estates Strategy and Mackintosh RIBA Stages 0-1 [Paper 2.10.2]

Following the approval of the proposals detailed in Paper 2.10.1, the Board was invited to consider proposals relating to the design team appointment for GSA's Estates Strategy and Mackintosh RIBA Stages 0-1.

Members considered the proposals and highlighted the importance of ensuring that the shared *Project Vision* for GSA's Estate reflected GSA's academic and creative vision which was being developed in parallel as part of the Strategic Plan 2022-2027, and that Board involvement in this process would be essential.

The Convenor of the Steering Group (Mackintosh) sought assurance that the proposed Mechanical and Electrical Engineering input to the team would be able to deliver the ambitions of the sustainability targets set for the project. The Director of Estates was confident that this was the case. The Director of Estates undertook to continue to engage with the Convenor of the Steering Group (Mackintosh) in this regard, and would keep the Steering Group (Mackintosh) and the Business and Estates Committee appropriately briefed in this regard.

[REDACTED]

The Board **approved** the following proposals:

- [REDACTED]
- A separate Client Contingency of up to [REDACTED] as an allowance for additional real estate experience, further surveys and investigations, additional services for landscape, public realm and wider master-planning, fire engineering reviews to the wider estate if required.
- Delegated authority for the Business and Estates Committee to approve the Cost consultant costs. These would be under [REDACTED] for each service (Estates Strategy and Mackintosh project) and procured through mini-competition utilising the Public Contracts Scotland (PCS) Portal/quick quote.

10.3 Mackintosh Building: Phase 2 Interim Stabilisation Works [Paper 2.10.3]

Following consideration of the proposal set out in Paper 210.3 and to maintain positive momentum on the site, the Board **approved** an extension of three months to the current on-site Phase 1 contract with Reigarts to remove redundant services and steelwork from the Mackintosh Building for [REDACTED]

The Board noted the update on progress provided regarding the development of proposals for further enabling works to stabilise and protect the Mackintosh Building which would follow on from and maintain the momentum of the previous three years of debris removal and temporary shoring. As matters stood, these proposals would be considered by the Business and Estates Committee, and thereafter the Board, in November 2021.

Following discussion, the Director of Estates confirmed that one of the objectives of the enabling works was to allow the rationalisation of the scaffolding and members discussed the opportunities this may present for re-opening that section of Renfrew Street.

10.4 Mackintosh Building Costs, Budgeting and Insurance [Paper 2.10.4]

The Board noted the update provided in Paper 2.10.4, which included current progress relating to GSA's OCIP Insurance Claim together with an update on various subrogated actions and Mackintosh Building-related expenditure. [REDACTED]

[REDACTED] The Director of Development shared a broad overview of recent discussions with GSA's insurance advisors in this regard.

The Director of Finance reported that future iterations of the report would also include updates regarding the expenditure on the other significant projects underway and which would be funded by insurance monies (re-instatement works to Reid, Bourdon and Assembly Buildings).

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

The Director of Estates provided an overview of Paper 2.11 and highlighted key points relating to the work underway on several estates projects, with good progress reported on matters relating to the Mackintosh Building, the Reid Building re-instatement, the review of the Reid Building fire alarm system, the Bourdon and Assembly Building works; and the completion of the internal Stow Building defects works.

[REDACTED]

Members discussed various aspects of the report. The Director of Estates confirmed that there was no further update regarding future plans for the O2 site but the Estates department continued to monitor the situation closely.

[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

.12 Health and Safety Summary Report [Paper 2.12]

The Director of Estates highlighted key aspects of Paper 2.11 which summarised key developments in relation to health and safety matters within GSA including those related to COVID-19, and institutional progress against the Health and Safety Annual Plan 2020/21.

The President of the Students' Association highlighted a potential discrepancy regarding the access Architecture students were afforded to studios in the Bourdon Building and the current guidance in place. The Director of Estates confirmed that it was a matter for Schools to apply the guidance and timetable in accordance with this but agreed to engage with the Head of the Mackintosh School of Architecture to ensure that the guidance was clear.

[Action: **Director of Estates**]

The Director of Estates also agreed to report back to the Board regarding GSA's approach to monitoring and managing levels of Volatile Organic Compounds.

[Action: **Director of Estates**]

2122.14 GSA STUDENTS' ASSOCIATION

.1 Report from the President of the GSA Students' Association [Paper 3.1]

The President of the Students' Association highlighted key aspects of the report provided in Paper 3.1, including the successful Freshers' Week which consisted of a range of in-person and digital events and activities; staffing changes at the Association; plans for future events to coincide with Black History Month, Halloween and COP-26; and the Association's emerging plans for the restructure of the Students Representative Council and clarification of the governance of the GSASA.

The Board welcomed this report and discussed the benefits of GSASA continuing to collaborate further with other Student Unions and Associations, particularly within Glasgow. It was noted that in previous years GSA students were entitled to join the University of Glasgow's sports association however when this access was withdrawn, GSA had advanced specific funding to GSASA to support students accessing alternative sporting facilities. It was suggested that the President of the Students' Association explore this further with the Deputy Director Academic and Director of Finance during the next round of block grant funding discussions to ascertain if this element of the funding could be augmented.

.2 GSA-GSASA Relationship Agreement and Associated Annexes [Paper 3.2]

The Board considered and **approved** the GSA/GSASA Relationship Agreement and its associated annexes which were hyperlinked within in Paper 3.2. The Director of Development confirmed that this would ensure that a formal relationship was now in place between GSA and the GSASA, informed by appropriate legal advice.

The Board thanked the Director of Development, the Executive Manager of GSASA and the President of the Students' Association for their efforts in bringing this matter to a successful conclusion.

The Director of Development reported that the GSASA Constitution and Rules had been concluded to the satisfaction of GSA and that GSASA would put the revised Constitution and Rules to a members' vote in October 2021. Subsequently, the Constitution and Rules would be offered in due course to the Board of Governors, via the Audit and Risk Committee, for consideration and approval.

2122.15 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:

- Audit and Risk Committee Minutes, 20 September 2021 [Paper 4.1]
- Business and Estates Committee, 28 September 2021 [Paper 4.2]
- Health and Safety Committee, 22 September 2021 [Paper 4.3]
- Museum and Archive Committee, 16 September 2021 [Paper 4.4]
- Minutes from the Nominations Committee, 29 September 2021 [Paper 4.5]

The Board noted the update regarding the minutes from the meeting of 13 October 2021 set out in Paper 4.6, and that the minutes would be circulated for information when available.

The Board **endorsed** the Annual Report to the Scottish Funding Council on Institution-led Review Activity for session 2020/21 hyperlinked in Paper 4.6 and invited the interim Chair to sign the required Statement of Assurance.

2122.16 GOVERNANCE MATTERS

.1 Governance Arrangements: Update

Please see the update provided under 2122.10.

.2 Report from the Registrar and Secretary [Paper 5.2]

The Board welcomed the updates provided in Paper 5.2, 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 elections, the publication of the Register of Interests, and Governor inductions and briefings.

The Board noted the *Directors' Duties and Charity Trustees' Duties applicable to Governors* guidance provided by GSA's solicitors; the *Annual Report on Scottish Public Ombudsman Complaints*; and the *Annual Report on Freedom of Information Requests* which were hyperlinked within the report.

The Board **approved** the amendments proposed to the following documentation, which were attached as an annex or hyperlinked within the report: *Statement of Corporate Governance 2021/22*; *Schedule of Delegation*; *Board of Governors Description of Role and Responsibilities*; *Remits, Memberships and Procedures of GSA's Board Committees 2021/22*; *Academic Council Remit and Membership 2021/22* (noting that a further slight adjustment had been proposed at Academic Council on 13 October 2021); *Rules for the Election of Staff Governors*; and the *IT Usage Policy for the Board of Governors*.

The Board **approved** the *Board Effectiveness Review and Governance Framework Development Policy* which was hyperlinked within the report.

.3 Annual Report from the Data Protection Officer [Paper 5.3]

The Board noted the Annual Report from the Data Protection Officer, set out in Paper 5.3 and, in line with the Data Protection Officer's recommendation, encouraged the Senior Leadership team to ensure that future annual self-audit exercise submissions were timeous and appropriate.

2122.17 ITEMS PREVIOUSLY APPROVED BY CORRESPONDENCE

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

- Nominations Committee: Proposals Regarding Board Appointments and Committee Membership [Paper 6.1]
- Nominations Committee: Recommendation Regarding Vice Chair Appointment [Paper 6.2]

2122.18 ANY OTHER BUSINESS

.1 Student Experience Board Committee

The Board discussed the merits and challenges of the Board potentially establishing a Student Experience Board committee to enable greater oversight of this important area of focus. This matter would be further discussed by the interim Chair and the Director prior to the Board being asked in December 2021 to form a final position regarding Board member attendance at Academic Council.

.2 Winter Graduation

The Director confirmed that GSA would hold an in-person Winter Graduation ceremony at the Royal Concert Hall. Members of the Board were invited to attend.

2122.19 FUTURE BOARD MEETINGS

Tuesday 23 November 2021, 11 am (single-item meeting to consider the Annual Report and Accounts). This meeting will be held via video conference.

Monday 13 December 2021, 11 am. This meeting will be held in person.

**Ms Lisa Davidson
Assistant Secretary to the Board
18 November 2021**