

THE GLASGOW SCHOOL OF ART

BOARD OF GOVERNORS

MEETING: 28 MARCH 2022

Governors attending in person:

Ms Kristen Bennie (interim Chair), Professor Graham Caie, Professor John French (until item 2122.59.8), Mr Thomas Greenough, Dr Simon Learoyd, Professor Penny Macbeth (from item 2122.57), Ms Kathy Molloy, Mr Digger Nutter, Mr Rory O'Neill, Mr James Sanderson, Dr Graham Sharp, Mr Andrew Sutherland, Professor Anne Trefethen.

Governors attending via video-conference:

Ms Ann Faulds, Mr Habib Motani, Mr Michael McAuley, Ms Marianne McInnes, Mr Harry Rich (until item 3.8).

Senior Officers attending in person:

Mr Allan Atlee (from item 2122.58), Mr Alan Horn (from item 2122.59.5 until 2122.59.7), Mrs Eleanor Magennis (from item 2122.58), Mr Andrew Menzies (from item 2122.58) and Mr Scott Parsons (from item 2122.59.2).

Senior Officers attending via video-conference:

Professor McAra-McWilliam (from item 2122.58), Ms Susan Simpson (from item 2122.59.2 until 2122.59.3,

Governance Office: Ms Edna Docherty.

2122.52 WELCOME AND APOLOGIES

The interim Chair welcomed members to the meeting. Apologies were received from Dr Marty Herbert, Josephine Kay-Ogunsola, Dr Kate Lampitt Adey and Mr Tsz Wu.

2122.53 DECLARATIONS OF INTEREST

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

2122.54 MINUTES FROM THE MEETINGS OF 13 DECEMBER 2021, 4 FEBRUARY 2022 AND 17 FEBRUARY 2022 [Papers 1.2, 1.3 and 1.4]

The minutes from the meetings of 13 December 2021 [Paper 1.2], 4 February 2022 [Paper 1.3] and 17 February 2022 [Paper 1.4] were **approved**.

2122.55 BOARD ACTION POINTS [Paper 1.5]

The Board noted the updates contained in Paper 1.5 not otherwise on the agenda and agreed that the completed actions should be removed from the subsequent iteration of the action points.

2122.56 UPDATE FROM THE INTERIM CHAIR

.1 GSA approach to Ethical and Responsible Investment

The interim Chair provided a brief update with regard to recent matters she had been engaging with the Director, Senior Leadership Group and the President of the Student Association on since the last meeting of the Board, in particular the recent student activity relating to GSA's approach to Ethical and Responsible Investment.

.2 Reserved Item

The Senior Policy Officer was not present for this discussion.

The Board discussed and reached a decision on a sensitive staffing matter.

2122.57 UPDATE FROM THE CONVENOR OF THE CHAIR ELECTION COMMITTEE

The Convenor of the Chair Election Committee provided a brief oral report with regard to the work of that Committee and noted that good progress had been made in this regard. [REDACTED] with appropriate input from senior management at GSA, led the preparation of the recruitment brochure, microsite and advert which would be launched shortly. The Convenor of the Chair Election Committee thanked members of the Board for their timely approval, by correspondence, of the revisions to the *Process for Appointment of Chair of the Board of Governors*.

In terms of next steps, the Committee would consider a further iteration of the Chair Election Campaign Rules and these would subsequently be circulated to the Board, together with the proposed limit for campaign expenses, for approval by correspondence. Thereafter, the Committee would focus on preparing for the next steps in the process including the shortlisting and interviewing of candidates.

The Convenor of the Chair Election Committee highlighted the importance of timely engagement with students and staff of GSA in order to advise them of the good progress that the Committee had made and the likely timetable for the election process, and the Director agreed to liaise with the Director of Strategy and Marketing in this regard.

[Action: **Director**]

2122.58 REPORT FROM THE PRESIDENT OF THE GSA STUDENTS' ASSOCIATION [Paper 2]

The President of GSA's Students' Association provided the Board with an update on recent and upcoming activities of the Students' Association, including the nominations process for the election of Sabbatical Officers; the recent launch of the Teaching Awards 2022; fundraising activities in support of the crisis in Ukraine and activities undertaken in collaboration with the Director and the Deputy Director Academic, with regard to both the Director's Forum and the development of the Student Partnership Agreement.

In terms of the reopening of 'The Art School', it was noted that [REDACTED] had been appointed as [REDACTED] and a Building Assistant had been appointed to assist with the preparations for the re-opening of the Assembly Building. On behalf of the Students' Association, the Student President extended thanks to both the Board and the Registrar and Secretary for their continued support. The Board welcomed the report and congratulated the President of the Students' Association for the good progress made in this regard.

2122.59 REPORT FROM THE DIRECTOR**.1 Director's Report [Paper 3.1]**

The Director highlighted key aspects of her report which was set out in Paper 3.1. This included the hybrid model of academic delivery and the safe campus measures that continued to be in place for session 2021/22, in line with Scottish Government and sector guidance; the UK Government's response to the Post-18 Review on Education Funding in England which included a three-year freeze on tuition fees and the positive work underway with regard to the emerging Estate Strategy and the Mackintosh Building project. The Director also highlighted that a recent QAA Scotland Enhancement Led Institution Review (ELIR) mock review had been effective in helping senior management to identify where GSA could better articulate how it had addressed matters raised in the earlier review and present the progress made in this regard.

Finally, an important moment for GSA in terms of re-establishing one of its core activities, and reinvigorating the School's atmosphere, was the reopening of the Reid Gallery with its first exhibition in over two years.

Given the volume of business that was scheduled to be considered during the next cycle of Board committees, the Convenor of the Business and Estates Committee agreed that it would be appropriate for an additional meeting of the Business and Estate Committee to take place in May 2022.

.2 Strategic Plan 2022-2027 [Paper 3.2]

The Director provided members with a broad overview of Paper 3.2, which presented the final version of the Strategic Plan 2022-2027 for approval. It was noted that, following the Board Away Day in February 2022, the Director and Senior Planning Group had further developed the working draft of the Strategic Plan, Lead Indicators (and supporting Performance indicators which underpinned these), the implementation process and critical path of the plan. A further iteration of the working draft was considered by the Business and Estates Committee in March 2022.

The Deputy Director Academic provided the Board with an outline of the sixteen key indicators outlined in the Strategic Plan. Members shared their insights and highlighted the importance of maintaining a flexible, agile approach with regard to the lead indicators, practices and processes to ensure that the Strategic Plan is able to adapt to changing circumstances as they emerge, and to safeguard GSA's sustainability as an independent art school. Members also reflected upon the need to ensure continued staff engagement with the Strategic Plan, highlighted potential areas of risks, especially with regard to the People Strategy, and suggested that care should be taken to ensure that reporting was proportionate.

The Board **approved** the final draft of the Strategic Plan 2022-2027 and noted that, as matters stood, the first Annual Implementation Plan for 2022/23 would be submitted to the Board for approval, via the Business and Estates Committee, at its meeting in June 2022.

The interim Chair congratulated all those involved in the considerable work in this regard.

.3 Operational Plan 2021/22 [Paper 3.3]

The Director provided an overview of Paper 3.3, which provided an update regarding progress against the Operational Plan for 2021/22. It was noted that those actions highlighted in green

had now been completed and that the reporting timelines with regard to those actions highlighted in yellow had been adjusted.

.4 Report from the Director of Finance [Paper 3.4]

The Board noted the update provided in Paper 3.4 and the Director of Finance drew attention to the updates in relation to the appointment of the External Auditors and progress made in relation to the closure of GSA Singapore Pte Ltd. [REDACTED]

In terms of the 2022/23 Scottish Government Budget, the Board noted that the increase in HE resource was specifically intended to fund the places for the additional numbers of students that Higher Education Institutions had already admitted as a result of changed SQA assessment arrangements during the COVID-19 pandemic, and therefore made no provision for an increase in the teaching unit of resource. Members of the Board expressed their concern in this regard, specifically in relation to the potential cost pressures facing Higher Education Institutions as a result of both the 2022/23 Scottish Government Budget and the exponential growth in inflation.

4.1 Management Accounts to 31 January 2021 [Paper 3.4.1]

The Board noted the Management Accounts to 31 January 2022 set out in Paper 3.4.1.

The Director of Finance reported that GSA's net underlying position [REDACTED] which although impacted by a shortfall in student recruitment, had benefitted from savings accruing in both staff costs and other operating costs. [REDACTED]

The Director of Finance drew the Board's attention to a previous error in the presentation of depreciation in the forecast at the end of October 2021, and noted that this had been corrected in Paper 3.4.1.

4.2 Ethical and Responsible Investment [Paper 3.4.2]

The Board noted the terms of Paper 3.4.2 and the Director of Finance highlighted the points contained therein. [REDACTED]

The Director of Finance highlighted that there were three individual equity investment funds that did not meet the set tolerances and these were all in relation to fossil fuels. Following discussion, and on the recommendation of the Business and Estates Committee, the Board **approved** the proposal that those funds would be divested and that this would be affected as part of the managed transition following conclusion of the forthcoming tender for investment management services.

[Action: **Director of Finance**]

The Board **approved** GSA's commitment to divest from funds that have any exposure to fossil fuels or armaments and further **approved** that divestment from those asset classes be achieved as part of the managed transition following conclusion of the forthcoming tender for investment management services.

[Action: **Director of Finance**]

The Board also noted the GSA's position in regard to GSA's Pension Fund investments and GSA's exposure to investments in Russia.

The Director agreed to liaise with the Trade Union Governor and the President of the Students' Association with regard to issuing an appropriate briefing to staff and students in this regard.

[Action: **Director**]

.5 Mackintosh Building

5.1 Mackintosh Building Costs, Budgeting and Insurance [Paper 3.5.1]

The Board noted the update provided by the Director of Development and the Director of Finance in Paper 3.5.1, which highlighted current progress with regard to several aspects of GSA's insurance claim, including steps taken to establish cover, the preparations underway for the financial elements of the claim and the additional legal support which was currently being procured. The report also provided an update on Mackintosh Building-related expenditure and the claim with regard to consequential damage to the Reid, Bourdon and Assembly Buildings.

The Board discussed the update and members noted the substantial financial commitment to the reinstatement that would be required to be made in 2023/24. [REDACTED]

[REDACTED]

5.2 Mackintosh Building: Update and Key Approval Dates 2022 [Paper 3.5.2]

The Board noted the terms of Paper 3.5.2 which highlighted the key approval dates, specifically relating to activities that would be undertaken throughout the various phases of the Mackintosh Building project. Members noted the points in each phase where approval would be sought by the Board of Governors, via the Business and Estates Committee, in order to maintain momentum in the overall delivery of the Mackintosh Building project.

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

The Board noted the update provided in Paper 3.6 and the Director of Estates highlighted key aspects therein including: the significant work undertaken to inform the Estates Strategy; steps taken to achieve net zero by 2024; progress relating to the Stow Building refurbishment works; and, in terms of the solution to the recurring issues with the fire alarm systems in the Reid Building and McLellan Galleries, noted that work was scheduled to commence in April 2022.

6.1 Reid Building Reinstatement Works - Overall Update [Paper 3.6.1]

The Board noted the update provided in Paper 3.6.1 which set out the current position regarding the Reid Building reinstatement works in relation to the insurance discussions, funding requirements and the finalisation of the pre-construction submission for contract signing.

The Director of Estates was of the view that it would be prudent to seek an independent survey with regard to the Jansen frame.

The Board **approved** the following proposals:

- A. [REDACTED]
- B. That a detailed survey of the Jansen steel frame and clear glazing was undertaken to establish the extent of damage.
- C. That Option 3, reducing the scope by excluding the frame and non-damaged glazing, delivering in a phased approach with current team be adopted.
- D. [REDACTED]

6.2 Student Accommodation at GSA Highlands and Islands Campus

The Director of Estates provided the Board with a brief update in relation to an emerging risk concerning student accommodation at GSA's Highlands and Islands campus. [REDACTED]

[REDACTED] The Director of Estates confirmed that this was the recommended solution to mitigate the risk to the continuity of student accommodation provision at that campus from session 2022/23.

Following discussion, the Director of Estates agreed to continue to progress matters with a view to providing the required information, principally in relation to the condition of the building and cost certainty.

[Action: **Director of Estates**]

Recognising that this matter was time sensitive, the Board agreed that single-item meetings of the Business and Estates Committee and the Board could be arranged to consider proposals in this regard. The Director of Estates would engage with the Assistant Secretary to the Board regarding the arrangements for the meetings which, it was anticipated, would take place in April 2022.

[Action: **Director of Estates**]

6.3 Health and Safety Report [Paper 3.6.3]

The Board noted the terms of Paper 3.6.3 which provided an update on key developments in relation to health and safety matters within GSA, and institutional progress against the Health and Safety Annual Plan 2021/22, and the Director of Estates highlighted key aspects of the report.

The Board **approved** the Key Health and safety Performance Indicators Policy hyperlinked within Paper 3.6.3.

.7 Institutional Risk Register [Paper 3.7]

The Board noted the Institutional Risk Register as provided in Paper 3.7, which had been approved by the Audit and Risk Committee at its meeting of 28 February 2022. The Board noted

that, following a comprehensive review of the Institutional Risk Register, a number of new risks had been included, whilst others had been amended.

The Director of Development reported that a review of the processes in place to monitor, manage and mitigate risks in relation to the GSA's Risk Appetite was also underway as part of the on-going review of GSA's Risk Management Framework.

The Director of Development undertook to consider the risks associated with the continuity of student accommodation in GSA's Highlands and Islands campus and include those in the next iteration of the Institutional Risk Register.

[Action: **Director of Development**]

.8 Update on ELIR and Student Experience Surveys [Paper 3.8]

The Board considered the terms of Paper 3.8 and the Deputy Director Academic highlighted key aspects contained within the report which included an overview on the results of the Student Experience Survey 2022, and an update on progress made against the QAA Scotland Enhancement Led Institutional Review (ELIR) Action Plan. The report also contained a hyperlink to the ELIR Re-Review Self Evaluation Report on which the Board was invited to comment.

In terms of the outcomes of the recent Student Experience Survey (SES), results had been promising with an increase of 17.1% at undergraduate level and 13% at postgraduate taught level. In total, 712 responses were received from a population of 2,222 giving an overall response rate of 32%. At undergraduate level there were 413 responses from a population of 1,495, representing a response rate of 28%, up 15% from last year. At Postgraduate Taught level there were 299 responses from a population of 727, representing a response rate of 41%, up 14% from the last Postgraduate Taught SES.

At undergraduate level, the SES overall satisfaction had increased from 53% in 2021 to 70% in 2022, an increase of 17%. Members welcomed the good progress made in relation to GSA's key institutional objective to achieve overall satisfaction scores in both internal and external surveys, of over 80% by session 2024/25.

It was noted that GSA was on schedule to submit its final updated Action Plan together with the Self Evaluation Report to QAA Scotland in April 2022. An Update Visit would be made in May 2022, with the Review Visit being held the week of 13 June 2022.

The Board thanked all those involved for the good progress made in this regard.

2122.63 REPORT FROM THE REGISTRAR AND SECRETARY [Paper 4]

The Board noted the Registrar and Secretary's Report set out in Paper 4 and the updates provided therein which included: the Committee of Scottish Chairs' review of the Scottish Code of Good HE Governance; the annual Board effectiveness review exercise and externally facilitated quinquennial evaluation of Board effectiveness; and the Robert Hart Trust.

With regard to the Scottish Funding Council Assessment of Procedures follow-up report, the Board **approved** the recommendation from the Audit and Risk Committee that the Human Resources Committee be invited to undertake the Board-level monitoring of those staff-related aspects which remained under review and to regularly report to the Board of Governors, via its minutes, on progress until the work stream is completed.

GSA's Exhibitions department, at its May 2022 meeting with a view to offering further reflections regarding where slight adjustments may be beneficial to the Board in June 2022.

The Board noted the minutes from the Academic Council meeting of 9 March 2022 and the updates contained therein. The Board also noted GSA's Annual Report to the Senate of the University of Glasgow 2020/21 which had been approved by Academic Council in March 2022.

2122.65 ITEMS PREVIOUSLY APPROVED BY CORRESPONDENCE [Paper 6.1]

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

- Nomination Committee: Staff Governor Appointments to Nominations Committee and Remuneration Committee [Paper 6.1]

2122.66 ANY OTHER BUSINESS

There was no other business.

2122.67 FUTURE MEETING OF THE BOARD

The next meeting of the Board would be held on Thursday 16 June 2022. The Corporate Governance Office undertook to explore options with regard to holding this meeting on campus.

[Action: **Assistant Secretary to the Board**]

**Ms Edna Docherty
Senior Policy Officer
31 March 2022**