

THE GLASGOW SCHOOL OF ART

BOARD OF GOVERNORS

ADDITIONAL MEETING: 24 SEPTEMBER 2021

AGENDA

This meeting will be held via video conference on Friday 24 September 2021 at 10 a.m.

Part A

1. Update from the Chair of the Board on Demitting Office

Part B

2. Prescribed Rules and Intended Arrangements Regarding the Appointment of an Interim Chair

[Paper 2]

**Dr Craig Williamson
Registrar and Secretary
20 September 2021**

THE GLASGOW SCHOOL OF ART

BOARD OF GOVERNORS

ADDITIONAL MEETING: 24 SEPTEMBER 2021 at 10 a.m.

PRESCRIBED RULES AND INTENDED ARRANGEMENTS FOR THE APPOINTMENT AN INTERIM CHAIR

Context

On 14 September 2021, Ms Gray informed the Board of Governors of her decision to demit office as Chair of the Board of Governors.

The process for appointing a new Chair is prescribed by GSA's governing instruments and includes advertising for and electing a new Chair in accordance with the provisions of the Higher Education Governance (Scotland) Act 2016. The preparations and process will take an appropriate amount of time.

The Chair has asked me, as Secretary, to consider and advise the Board as to how an interim Chair may take office in compliance with GSA's governing instruments. I have consulted on this with [REDACTED] partner at GSA's solicitors, Thorntons LLP, who previously advised on the drafting of the revised governing instruments.

Prescribed Rules

Revised Articles of Association of Glasgow School of Art were approved by the Board in 2020 as part of a detailed revision of the governing instruments (including the Order of Council 2020) to align with the requirements of the Higher Education Governance (Scotland) Act 2016 and which involved Scottish Government and Privy Council consideration.

Under Article 10.3 of the Articles of Association, *"a vice chair shall be empowered to exercise all of the functions and powers of the Board Chair (including but not limited to those specified in section 1 of HEGA 2016) in the absence of the Board Chair or during any period when the office of Board Chair is vacant."*

Article 10.3 also provides that the *"Board of Governors may appoint a maximum of two vice chairs from among the Independent Governors"* and *"Appointment as a vice chair shall cease on the person appointed ceasing to be a Governor"*.

The governing instruments provide no other mechanism for the post of interim Chair to be taken up. For information, the Articles of Association can be found [here](#).

Intended Arrangements

GSA currently has the maximum number of two Vice Chairs, namely Ms Thomson and Mr Motani. Both Vice Chairs have indicated they are not in a position to take up the office of interim Chair. Both have, however, committed to supporting the interim Chair during this period of transition.

Given that under the governing instruments an interim Chair must be one of the Vice Chairs and the governing instruments only allow for up to two Vice Chairs at any one time, each existing Vice Chair has offered to demit as Vice Chair to afford the appointment of a Vice Chair who is in a position to take up the office of interim Chair.

Following discussion with the Chair and both Vice Chairs, the intended way forward is set out below:

1. Ms Thomson's tenure as a Board member reaches the nine-year maximum term in May 2022. The period of time following the appointment of a new Chair for which she will be able to provide support to the new Chair will at best be short and it is possible that her tenure will end before a new Chair is in post. Accordingly, having regard to the benefit to good governance of continuity, it is intended that Ms Thomson would demit as a Vice Chair upon completion of the process described below for the appointment of a new Vice Chair who would also take up the office of interim Chair. Ms Thomson would continue in her role as Board Intermediary and demitting as Vice Chair would have no other impact on her role as a Governor during the remainder of her tenure.
2. The Board is, of course, welcome to encourage Ms Thomson, having demitted as Vice Chair, to continue to work closely with the incoming Vice Chair/interim Chair and the remaining Vice Chair, for the benefit of good governance and continuity.
3. A new Vice Chair may be appointed by the Board following consideration of a recommendation of the Nominations Committee. The Nominations Committee would be invited to make such a recommendation and to do so with the specific understanding that this appointee will act as interim Chair until a new Chair is appointed. The remit and membership of the Nominations Committee is set out in Appendix 2 to this Note, for information.
4. The intention is to complete the above prior to the Chair demitting on 30 September 2021.
5. Within a timeline to be determined by the Board in due course, and conscious of the need for a full and competent process, preparations will be made and actions taken by the Board, with the support of the Registrar and Secretary, for appointing a new Chair in line with GSA's governing instruments, including advertisement for and election of a new Chair in accordance with the provisions of the Higher Education Governance (Scotland) Act 2016.

The Board is invited to **discuss** the above and **agree** on a competent way forward.

Dr Craig Williamson
Registrar and Secretary
20 September 2021

Appendices:

1. [Articles of Association \(December 2020\)](#)
2. Remit and Membership of the Nominations Committee (updated for 2021/22)
3. Process for the Appointment of the Vice Chair to the Board of Governors (December 2020)

Appendix 2

The Glasgow School of Art

Board of Governors

Nominations Committee: Remit, Membership and Procedures 2021/22

1. Remit

1.1 The Nominations Committee shall:

- a) Be responsible for recruiting, assessing and recommending candidates for Board Independent Governor membership.
- b) Consider the reappointment of existing Independent Governors.
- c) Consider and recommend candidates for:
 - The Chair of the Board of Governors, including making a recommendation to the Board as to potential re-appointment of the Chair
 - The Vice Chairs(s) of the Board of Governors
 - The Convenors of the Board Committees
- d) Oversee the preparation and updating of GSA's Guidelines on the appointment or renewal of Independent Governors, which includes the Register of the Balance of Skills, Attributes and Experience and the policy on equality and diversity in relation to the membership of the Board of Governors.
- e) Oversee the preparation and approval of GSA's standard letter of appointment of Governors.
- f) Oversee and make recommendations to the Board in relation to appointment of Independent Governors to Board Committees, taking into account their respective remits and required balance of skills, attributes and experience.

2. Membership

2.1 The Nominations Committee is comprised of:

- The Chair of the Board of Governors (Convenor)
- The Vice Chair(s) of the Board of Governors
- The Convenors of the Board committees (Audit and Risk, Business and Estates, Health and Safety, Human Resources, Museum and Archive, and Remuneration)
- The Director of GSA
- An elected Staff Governor nominated by the Board
- The President of the Students' Association

2.2 The Remit and Membership of the Committee will be reviewed by the Board of Governors at the first meeting of each academic session. The core membership is as follows:

Membership

Ms Muriel Gray	Independent Governor and Chair of the Board of Governors (Convenor)
Ms Kristen Bennie	Independent Governor (Convenor of the Human Resources Committee)
Dr Kate Lampitt Adey	Independent Governor (Convenor of the Museum and Archive Committee)
Mr Habib Motani	Independent Governor (Vice Chair of the Board and Convenor of the Business and Estates Committee)
Mr Marty Herbert	Independent Governor (Convenor of the Health and Safety Committee)
Mr Andrew Sutherland	Independent Governor (Convenor of the Audit and Risk Committee)
Ms Lesley Thomson	Independent Governor (Vice Chair of the Board of Governors)
Professor Penny Macbeth	Director of GSA
Mr Rory O'Neill	President of GSA Students' Association
Professor Sarah Smith	Staff Governor (Academic)
Vacant	Independent Governor (Convenor of the Remuneration Committee)

In attendance

Dr Craig Williamson	Registrar and Secretary
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3. Quorum

- 3.1 The quorum shall be four members.

4. Meetings

- 4.1 The work of the Committee is normally undertaken by correspondence, however, a meeting can be requested by any member.

Lisa Davidson
Assistant Secretary to the Board



Process for Appointment of the Vice Chair to the Board of Governors

December 2020

Policy control

Date approved	23 November 2020
Approving Bodies	Audit and Risk Committee, Board of Governors
Implementation Date	1 December 2020
Supersedes	Not applicable
Supporting policy	Not applicable
Review date	See Departmental Policy Review Schedule
Author	Corporate Governance Office
Date of Impact assessment	TBC
Benchmarking	Not applicable

THE GLASGOW SCHOOL OF ART

Process for appointment of Vice Chair to the Board of Governors

1. Background

- 1.1 GSA is in the process of revising its Order of Council and Articles of Association in order to secure compliance with the terms of the Higher Education Governance (Scotland) Act 2016.
- 1.2 The new Order of Council and Articles of Association provide at Articles 5 and 10.3 respectively for the appointment of a Vice Chair(s) who may be appointed by the Board of Governors from among the independent governors on the Board.
- 1.3 It is noted that before appointing a Vice Chair, the Board of Governors requires to make rules for the appointment and the rules set out below shall apply in addition to the provisions of the Articles and the Order of Council.

2. Rules/Process

- 2.1 The Board of Governors may appoint up to two Vice Chairs of the Board from among the Independent Governors.
- 2.2 A Vice Chair shall be empowered to exercise all of the functions and powers of the Chair (including but not limited to those specified in section 1 of the Higher Education Governance (Scotland) Act 2016) in the absence of the Chair or during any period when the office of Chair is vacant. In the event of any period of extended or interim absence of the Chair (as determined by the Board of Governors according to circumstances from time to time), the Board of Governors may designate one of the Vice Chairs to perform the functions of the Chair on an interim basis.
- 2.3 A Vice Chair shall be appointed by the Board of Governors on the recommendation of the Nominations Committee.
- 2.4 Subject to paragraphs 2.5 and 2.6, a Vice Chair shall be appointed for a period of three years, but shall be eligible for reappointment for a single further period of up to three years on the recommendation of the Nominations Committee, which shall be mindful of the potential value in rotating the role of Vice Chair in considering any reappointment.
- 2.5 A Vice Chair shall cease to hold office upon ceasing to hold office as a Governor, however arising. A Vice Chair shall also cease to hold office upon reaching the end of any term of office as a Vice Chair.
- 2.6 A Vice Chair may be removed from their role as Vice Chair by a majority resolution of the Board of Governors. In such circumstances the former Vice Chair would remain a member of the Board of Governors.
- 2.7 A Vice Chair shall be entitled to resign from the role of Vice Chair and remain a member of the Board of Governors.