

The Glasgow School of Art

Board of Governors

Board Committees: Remits, Memberships and Procedures for the 2023/24 Academic Year

Below are Remits, Memberships and Procedures for 2023/24 for the following:

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(Note: GSAs Academic Council remit is contained in a separate document.)

The Glasgow School of Art

Board of Governors

Audit and Risk Committee: Remit, Membership and Procedures 2023/24

1. Remit

1.1 The Audit and Risk Committee shall:

a) Overall Responsibility

- Oversee the effectiveness and compliance with GSA's system of risk management with onward reporting to the Board of Governors. Overall responsibility for risk management remains the responsibility of the Board and any changes to the School's Risk Management Framework will be a matter for consideration and approval by the Board.
- Oversee the effectiveness and compliance of GSA's Corporate Governance arrangements with onward reporting to the Board of Governors. Overall responsibility for corporate governance remains the responsibility of the Board and any changes to the School's governance structures or documents will be matters for consideration and approval by the Board.

b) General

- Advise the Board on the adequacy and effectiveness of mechanisms operated by the School for identifying, assessing and managing risk, reviewing and approving GSA's Risk Register and presenting the Register to the Board of Governors for noting on a quarterly basis.
- Satisfy itself that the financial affairs of the School are correctly represented, that the funds received from the Scottish Funding Council ('the Council') are used in accordance with the Financial Memorandum between the Council and the School, and that funds received from other sources are similarly employed in an appropriate manner.
- Consider the internal and external auditors' assessment of the effectiveness of the School's financial and other control systems, including controls to prevent or detect fraud or other irregularities, as well as those for securing economy (value for money), efficiency, effectiveness and management of risk.
- Consider and monitor the School's compliance with corporate governance requirements and good practice guidance, provided that overall responsibility for corporate governance remains the responsibility of the Board and any changes to the School's governance structures or documents will be matters for consideration and approval by the Board.
- Oversee the School's performance management, risk management and internal financial control arrangements, including Financial Regulations.

- The review and approval of new or revised key policies and procedures on matters covered by the remit of the Committee, including the School's Financial Regulations, and, where appropriate, recommending them to the Board for approval or ratification. The role of the Committee in this regard does not preclude a role, where appropriate, for the Business and Estates Committee.
- Report to all meetings of the Board of Governors and, in addition, prepare an Audit and Risk Committee Annual Report for consideration by the Board of Governors.
- Receive and consider the implications of any relevant reports from the National Audit Office/Audit Scotland, Scottish Funding Council, and any other relevant agencies.

c) Internal Audit

- Advise the Board on the selection, appointment or re-appointment and remuneration of the internal auditor and:
- Advise on the terms of reference of the internal auditor, and review the scope, efficiency and effectiveness of the work of the internal auditor.
- Recommend to the Board the approval of the Internal Audit Plan.
- Monitor management action on the implementation of agreed recommendations by the internal auditor.
- Inform the Board of its approval of the internal auditor's annual report.
- Secure and monitor appropriate liaison and co-ordination between internal and external auditors.
- Respond appropriately to notification of fraud, whistleblowing or improprieties received from the internal auditor or other person.

d) External Audit

- Advise the Board on the selection, appointment or re-appointment, removal and remuneration of the external auditors and the scope of their work; and
- Consider the School's annual financial statements, including the external audit opinion, Statement of Members Responsibilities and any relevant issues raised in the auditor's management letter, and the external auditor's report, prior to submission to the Business and Estates Committee for noting and the Board for approval.
- Review the external audit strategy plan.
- Consider the objectives and scope of any non-statutory audit work to be undertaken by the external auditor's firm and advise the Board of any potential conflict of interest.

2. Membership

2.1 The Audit and Risk Committee is comprised of:

- a) Core membership shall be a minimum of three Independent Governors, although a membership of up to five Independent Governors is recommended.
- b) The Chair of the Board of Governors is not a member, and should only attend by invitation for specific agenda items, as agreed by the Convenor.
- c) The Director of the School and the Director of Finance are not members but attend by invitation and would normally attend all meetings of the Committee.
- d) Other senior managers may attend by invitation.
- e) Representatives of the External and Internal Auditors will be invited to attend meetings.

2.2 The Committee may invite any members of the GSA Senior Leadership Group or staff, professional advisers or consultants to the School as the Committee considers appropriate from time to time to attend and speak at any meeting of the Committee.

2.3 The Secretary and Registrar shall be entitled (but not required) to attend all meetings of the Committee.

2.4 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 for session 2023/24 is as follows:

Membership

Mr Andrew Sutherland	Dr	Independent Governor (Convenor)
Simon Learoyd		Independent Governor
Professor Adrienne Scullion		Independent Governor

In attendance (GSA) – by invitation of the Committee

Ms Ann Priest	Chair of the Board of Governors
Professor Penny Macbeth	Director of GSA
Mr Andrew Menzies	Director of Finance
Ms Emma Williams	Secretary and Registrar

In attendance (external)

Mr Andy Shaw	Anderson Anderson & Brown LLP, External Auditor
Mr Steven Caldwell	Anderson Anderson & Brown LLP, External Auditor
Mr Sean Morrison	BDO, Internal Auditor
Ms Claire Robertson	BDO, Internal Auditor

3. Convenor

- 3.1 The Convenor shall be appointed by the Board of Governors from among the Committee's core Independent Governor membership on the recommendation of the Nominations Committee. In their absence, the Convenor's nominee will act as Convenor, this to be another Independent Governor from the Committee's membership. Agendas will be drafted by the Corporate Governance Office and will be approved by the Convenor following consultation with the Director and, where relevant, the School's senior management, via the Secretary to the Board.

4. Quorum

- 4.1 A minimum of two Independent Governors, one of which shall have recent and relevant audit financial experience.

5. Attendance

- 5.1 Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Convenor, that member will be deemed to have left the Committee and may be replaced.

6. Meetings

- 6.1 The Committee shall meet at least four times per academic year, with one meeting scheduled to precede consideration of the School's Annual Accounts.

7. Minutes

- 7.1 Minutes of any meeting of the Committee, normally once confirmed by the Convenor, will be submitted to members of the Committee as soon as reasonably practicable following any meeting, and shall be provided to the Board of Governors at the next following meeting of the Board.

Corporate Governance Office

September 2023

The Glasgow School of Art

Board of Governors

Business and Estates Committee: Remit, Membership and Procedures 2023/24

1. Remit

1.1 The Business and Estates Committee's remit is set out as follows:

- a) To act on behalf of the Board of Governors to develop strategic financial management of GSA in response to the Strategic Plan.
- b) To ensure that GSA is being managed efficiently and effectively, that the funds received from the Scottish Funding Council (SFC) are being correctly applied and that the financial and other policies of the Board are being met by the Director and management.
- c) To review and approve new or revised key policies and procedures on matters covered by the remit of the Committee, and, where appropriate, recommending them to the Board for approval or ratification. The role of the Committee in this regard does not preclude a role, where appropriate, for the Audit and Risk Committee.
- d) To receive regular management accounts, cash flow reports and any other financial reports and report on these to the Board.
- e) To note the Annual Accounts to the Board (the Annual Accounts are formally recommended to the Board by the Audit and Risk Committee).
- f) To consider the School's annual budgets, including budgetary submissions to the SFC and recommend these to the Board.
- g) To consider updates regarding the development of the School's Strategic Plan and offer comment on this to the Board when it considers this matter for approval.
- h) To consider the School's annual Implementation Plan and recommend this to the Board, and to monitor progress against the plan by reviewing regular reports and statements prepared by the senior management.
- i) To review and approve the level of overseas and rest-of-UK student fees for each academic year.
- j) To review and recommend to the Board, the level of block grant to the Students' Association each year and to monitor the financial state of the Association by reviewing regular financial reports and statements prepared by the Association.
- k) To note and provide comment on the School's Institutional Risk Register.
- l) To consider the establishment of related companies/joint ventures prior to consideration by the Board, and to consider progress reports from such companies/ventures.

m) To review and approve all matters relating to the School's estate, including the development, oversight, monitoring and review of the following:

- the School's Estates strategy, subject to the approval of the Board;
- estates-related business plans, and the capital expenditure programme, subject to the approval of the Board;
- material contracts for works/ goods/ services (subject to authorised expenditure limits); and
- to provide support and advice to senior management as required, and address matters arising related to the School's estate as required.

n) With respect to GSA's investments the Committee shall:

- Determine the investment strategy to be recommended to the Board.
- Agree investment guidelines with the investment fund managers.
- Monitor the policy and performance of the investment fund managers.
- Monitor the development of a recommended ethical and environmental strategy.
- Review the overall investment management position on a six-monthly basis.
- Advise the Board on the selection, appointment or re-appointment, removal and remuneration of the investment fund managers.

2. Membership

2.1 The Business and Estates Committee is comprised of:

- a) The Chair of the Board of Governors
- b) No less than four Independent Governors, ideally with experience in the areas of Finance, Legal/Corporate, Architecture/Surveying, Marketing/PR (one of whom will act as Convenor).
- c) The Director of GSA
- d) One Student Governor (The President of the Students' Association)
- e) Co-opted members as required or invited by the Committee from time to time for specific issues.

2.2 The Committee may invite any members of the GSA Senior Leadership Group or staff, professional advisers or consultants to the School as the Committee considers appropriate from time to time to attend and speak at any meeting of the Committee.

- 2.3 The Secretary and Registrar shall be entitled (but not required) to attend all meetings of the Committee.
- 2.4 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 for session 2023/24 is as follows:

Membership

Mr Habib Motani	Independent Governor (Convenor)
Ms Ann Priest	(Chair of the Board of Governors)
Professor Stephen Hodder	Independent Governor (Vice Convenor)
Mr Harry Rich	Independent Governor
Mr James Sanderson	Independent Governor
Dr Graham Sharp	Independent Governor
Professor Andrea Siodmok	Independent Governors
Professor Penny Macbeth	Director of GSA
Mx Ted Tinkler	Student Governor

In attendance (GSA) – by invitation of the Committee

Mrs Eleanor Magennis	Director of Estates and Infrastructure (Project Director (Mackintosh))
Mr Andrew Menzies	Director of Finance

In attendance (External) – by invitation of the Committee

Representative	LGT Wealth Management
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3. Convenor

- 3.1 The Convenor shall be appointed by the Board of Governors from among the Committee’s core Independent Governor membership, on the recommendation of the Nominations Committee. In their absence, the Convenor’s nominee will act as Convenor, this is to be another Independent Governor from the Committee’s membership. Agendas will be drafted by the Corporate Governance Office and will be approved by the Convenor following consultation with the Director and, where relevant, the School’s senior management, via the Secretary and Registrar.

4. Quorum

- 4.1 The quorum for a meeting shall be four governors, at least two of whom should be Independent Governors.

5. Attendance

- 5.1 Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Convenor, that member will be deemed to have left the Committee and may be replaced.

6. Meetings

- 6.1 The Committee should meet at least four times a year but can convene more often as required. One meeting should be scheduled to discuss and recommend for Board approval the School's Annual Budget and SFC submission (normally the May/June meeting). Another meeting should include scrutiny of the School's Annual Accounts (normally the November meeting). The May and November meetings will normally consider business relating to GSA's investments.

7. Minutes

- 7.1 Minutes of any meeting of the Committee, normally once confirmed by the Convenor, will be submitted to members of the Committee as soon as reasonably practicable following any meeting, and shall be provided to the Board of Governors at the next following meeting of the Board.

Corporate Governance Office
21 December 2023

Appendix 1:

Glasgow School of Art

Board of Governors: Statement on Socially Responsible Investment

The Glasgow School of Art is committed to investing its funds in organisations which adhere to the highest possible social, environmental and ethical standards. GSA's approach to ethical and responsible investment is set out in its Endowment Investment Policy.

As a small, specialist institution, the Glasgow School of Art relies on an external asset management company to manage its investment funds, the activities of which are overseen by the School's Business and Estates Committee. While the aim of investments is to provide sufficient return to meet the School's objectives in relation to the funds (e.g. income generation for the provision of financial support for students), the School also requires its asset management company to monitor the social, environmental and ethical (SEE) stance of companies which form part of the School's investment portfolio. The School is thus alerted to significant SEE issues, and favours wherever possible those investments with positive SEE indications.

Details of the School's investments are reported annually to the Board of Governors (the membership of which includes representation from the Students' Association and elected staff representatives) and are published on the School's website.

If a representative group within the School – including the Students' Association, recognised trade unions or any of the School's committees and standing groups such as the Sustainability Action Group - has concerns regarding any of the School's investments, representation may be made to the School's Executive Group. Such representations would be likely to suggest that a particular investment was inconsistent with the School's ethos and strategic ambitions and/or gave concern on wider social, environmental or humanitarian grounds. The Executive Group will raise any such representations with the School's Business and Estates Committee and the asset management company, and the Committee will consider whether the investment under question might be discontinued.

Approved by the Board of Governors, Glasgow School of Art, October 2012 (and re-approved annually with no exception between 2013/14 - 2023/24)

The Glasgow School of Art

Health and Safety Committee

Remit, Membership, and Procedures 2023/24

1. Remit

1.1 The Health and Safety Committee shall be responsible for:

- a) The detailed consideration of the Occupational Health and Safety Policy and arrangements, usually at the September meeting and the Fire Safety Policy and arrangements ¹, usually at the November meeting, as recommended by the Convenor of the Occupational Health and Safety Management Committee following consideration by that committee. The Policies are subsequently submitted to the Board of Governors for its consideration.
- b) The detailed consideration and recommendation of the Occupational Health and Safety Annual Report for the preceding year and the Occupational Health and Safety Annual Plan to the Board for final approval, usually at the September meeting, as recommended by the Convenor of the Occupational Health and Safety Management Committee following consideration by that committee. The Report and Plan are subsequently submitted to the Board of Governors for its consideration.
- c) On the recommendation of the Convenor of the Occupational Health and Safety Management Committee, consideration of quarterly updates provided by the Occupational Health and Safety Management Committee in relation to: (i) progress made in relation to the Occupational Health and Safety Annual Plan for the forthcoming year; (ii) significant incidents or issues; (iii) Occupational Health and Safety training and e-learning completion data.
- d) The approval of new or revised key policies and guidance, on the recommendation of the Convenor of the Occupational Health and Safety Management committee, following consideration by that committee.
- e) Noting the minutes from the Occupational Health and Safety Management Committee, as approved by the Convenor of that committee, for information.

2. Membership

2.1 The Health and Safety Committee is comprised of:

- a) Two Independent Governors, one of whom shall be Convenor
- b) Two Elected Staff Governors (Academic and Support)
- c) Two Trade Union Governors (Academic and Support)
- d) Two Student Governors
- e) Director of GSA

2.2 The Director of Estates is not a member but attends by invitation and would normally attend all meetings of the Committee.

¹ The Occupational Health and Safety Annual Report and Plan along with the Occupational Health and Safety Policy and arrangements and Fire Safety Policy and arrangements are considered by the Senior Leadership Group and the Occupational Health and Safety Management Committee prior to submission to the Health and Safety Committee.

- 2.3 The Committee may invite any members of the GSA Senior Leadership Group or staff, professional advisers or consultants to the School as the Committee considers appropriate from time to time to attend and speak at any meeting of the Committee.
- 2.4 The Secretary and Registrar shall be entitled (but not required) to attend all meetings of the Committee.
- 2.5 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 for session 2023/24 is as follows:

Membership

Mr James Sanderson	Independent Governor (Convenor)
Vacant	Independent Governor (Vice Convenor)
Professor Penny Macbeth	Director of GSA
Mr Digger Nutter	Staff Governor (Academic)
Ms Jacque Coyle Dow	Staff Governor (Support)
Mr Thomas Greenough	Trade Union Governor (Academic)
Mr Craig Laurie	Trade Union Governor (Support)
Mx Ted Tinkler	Student Governor
Ms Alicia Bickerstaff	Student Governor

In attendance – by invitation of the Committee

Mrs Eleanor Magennis	Director of Estates and Infrastructure
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3. Convenor

- 3.1 The Convenor shall be appointed by the Board of Governors from among the Committee’s core Independent Governor membership, on the recommendation of the Nominations Committee. In their absence, the Convenor’s nominee will act as Convenor, this is to be another Independent Governor from the Committee’s membership. Agendas will be drafted by the Corporate Governance Office and will be approved by the Convenor following consultation with the Director and, where relevant, the School’s senior management, via the Secretary and Registrar.

4. Quorum

- 4.1 The quorum of the meeting will be two members, at least one of whom will be an Independent Governor.

5. Attendance

- 5.1 Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Convenor, that member will be deemed to have left the Committee and may be replaced.

6. Meetings

- 6.1 The Committee will meet at least four times per year but may convene more often if required. The outcomes of the meetings will be reported to the Board of Governors.

7. Minutes

- 7.1 Minutes of any meeting of the committee, normally once confirmed by the Convenor, will be submitted to members of the Committee as soon as reasonably practicable following any meeting, and shall be provided to the Board of Governors at the next following meeting of the Board.

**Corporate Governance Office
October 2023**

The Glasgow School of Art

Board of Governors

Human Resources Committee: Remit, Membership and Procedures 2023/24

1. Remit

1.1 The Human Resources Committee's remit is:

- a) To discuss, inform and comment on policy and procedure in relation to staff matters including recruitment, training and development, equality and diversity, discipline, grievance, etc. Matters will be of a general nature affecting all staff or discrete groups. Discussion of individuals or casework shall not be competent business, as this will be dealt with as operational matters through the School's normal policies and procedures.
- b) As necessary, to establish from its membership (together with co-opted non-members as required) short term working parties to support the development of new policy or relevant initiatives.
- c) To lead on the development of new HR policy and procedures and to regularly review existing policies, taking account of new legislation or other changes in the environment.
- d) To approve new policies and procedures, subject to comment or amendment by the Board of Governors.
- e) To review and recommend to the Board of Governors for consideration the following reports:
 - The annual Equality Plan 20XX-XX and annual 20XX/XX Equality Report (for noting)
 - The biennial Equality Mainstreaming Progress Report (for approval)
 - The biennial Equal Pay Review (for noting)
- f) To inform and advise the Board of Governors on general staffing and HR issues arising from time to time.

2. Membership

2.1 The Human Resources Committee is comprised of:

- a) Up to three Independent Governors, one of whom shall be Convenor
- b) Two Staff Governors (Academic and Support)
- c) Two Trade Union Governors (Academic and Support)
- d) The Director of the School

2.2 The Chair of the Board of Governors is not a member but may choose to attend.

2.3 The Director of Human Resources and the Deputy Director, are not members but attend by invitation and would normally attend all meetings of the Committee.

2.4 The Committee may invite any members of the GSA Senior Leadership Group or staff, professional advisers or consultants to the School as the Committee considers appropriate from time to time to

attend and speak at any meeting of the Committee, for example, the Deputy Director Academic and the Director of Finance.

- 2.5 The Secretary and Registrar shall be entitled (but not required) to attend all meetings of the Committee.
- 2.6 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 for session 2023/24 is as follows:

Membership

Ms Kristen Bennie	Independent Governor (and Vice Chair)
Mr Tsz Wu	Independent Governor
Professor Graham Caie	Independent Governor
Professor Penny Macbeth	Director of GSA
Mr Digger Nutter	Staff Governor (Academic)
Ms Jacquie Coyle Dow	Staff Governor (Support)
Mr Thomas Greenough	Trade Union Governor (Academic)
Mr Craig Laurie	Trade Union Governor (Support)

In attendance

Ms Ann Priest	(Chair of the Board of Governors)
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In attendance (GSA) – by invitation of the Committee

Ms Morag McElhinney	Director of Human Resources
Ms Jo White	Deputy Director of Human Resources

3. Convenor

- 3.1 The Convenor shall be appointed by the Board of Governors from among the Committee's core Independent Governor membership, on the recommendation of the Nominations Committee. In their absence, the Convenor's nominee will act as Convenor, this is to be another Independent Governor. Agendas will be drafted by the Corporate Governance Office and approved by the Convenor following consultation with the Director of Human Resources via the Secretary to the Board.

4. Quorum

- 4.1 The quorum shall be two members, at least one of whom should be an Independent Governor. The Director of Human Resources or their nominee (provided they are appropriately professionally qualified) should normally attend.

5. Attendance

- 5.1 Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Convenor, that member will be deemed to have left the Committee and may be replaced.

6. Meetings

- 6.1 Meetings will be held as and when necessary, but there will normally be a minimum of four meetings per annum, reporting to corresponding meetings of the Board of Governors.

7. Minutes

- 7.1 Minutes of any meeting of the Committee, normally once confirmed by the Convenor, will be submitted to members of the Committee as soon as reasonably practicable following any meeting, and shall be provided to the Board of Governors at the next following meeting of the Board.

Corporate Governance Office

October 2023

The Glasgow School of Art

Board of Governors

Museum and Archive Committee: Remit, Membership and Procedures 2023/24

1. Remit

1.1 The Museum and Archive Committee's remit is:

- a) To advise the Board on the management, development and use of the GSA's collections and archives, including accreditation, in line with recognised professional standards, and GSA management in that regard;
- b) To oversee strategic planning, and to advise on and approve acquisitions, loans and exhibition proposals related to the GSA's collections and archives;
- c) To advise and make recommendations to the Board of Governors regarding the setting of loan fees in line with the GSA Loan for Exhibition Policy;
- d) To consider reports relating to the work of GSA's Exhibitions department and, where appropriate, provide advice and support relating to the exhibition strategy aligned to GSA's Strategic Plan.
- e) To report to and make recommendations to the GSA Board of Governors in relation to the above;
- f) To recommend as appropriate new policies and procedures to the Board of Governors for approval;
- g) To liaise with other GSA Board committees as appropriate on matters relating to GSA's collections and archive including providing advice to the Business and Estates Committee on relevant issues relating to the fabric of the Mackintosh Building.

2. Membership

2.1 The Museum and Archive Committee is comprised of:

- a) Up to three Independent Governors, one of whom shall be Convenor
- b) Up to Two Student Governors
- c) Director of GSA
- d) Up to five external members. The term of membership for external members will normally be three years, with a maximum of three terms.

2.2 The Deputy Director Research and Innovation, the Director of Strategy and Marketing, the Development Director, the Archives and Collections Manager and the Exhibitions Director are not members but attend by invitation and would normally attend all meetings of the Committee.

- 2.3 The Committee may invite any members of the GSA Senior Leadership Group or staff, professional advisers or consultants to the School as the Committee considers appropriate from time to time to attend and speak at any meeting of the Committee, for example, the Deputy Director Academic or the Mackintosh Project Director.
- 2.4 The Secretary to the Board shall be entitled (but not required) to attend all meetings of the Committee.
- 2.5 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 for session 2022/23 is as follows:

Membership

Dr Graham Sharp	Independent Governor (Interim Convenor)
Mr Harry Rich	Independent Governor
Professor Anne Trefethen	Independent Governor
Professor Penny Macbeth	Director
Mx Ted Tinkler	Student Governor
Ms Wendy Fish	External Member (formerly Director of the British Architectural Library at RIBA)

In attendance (GSA)

Professor Irene McAra-McWilliam	Deputy Director Research and Innovation
Mr Scott Parsons	Director of Strategy and Marketing
Mr Alan Horn	Development Director
Ms Polly Christie	Archives and Collections Manager
Ms Jenny Brownrigg	Exhibitions Director

3. Convenor

- 3.1 The Convenor shall be appointed by the Board of Governors from among the Committee’s core Independent Governor membership, on the recommendation of the Nominations Committee. In their absence, the Convenor’s nominee will act as Convenor, this is to be another Independent Governor. Agendas will be drafted by the Corporate Governance Office and approved by the Convenor following consultation with the Director and the Deputy Director Research and Innovation.

4. Quorum

- 4.1 Three members, including at least one Independent Governor, one external member and the Director. The Convenor may determine that, should the Director be unavailable, the quorum will be satisfied if the Deputy Director Research and Innovation is in attendance.

5. Attendance

- 5.1 Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Convenor, that member will be deemed to have left the Committee and may be replaced.

6. Meetings

- 6.1 Meetings will be held as and when necessary, but there will normally be a minimum of four meetings per annum, reporting to corresponding meetings of the Board of Governors.

7. Minutes

- 7.1 Minutes of any meeting of the Committee, normally once confirmed by the Convenor, will be submitted to members of the Committee as soon as reasonably practicable following any meeting, and shall be provided to the Board of Governors at the next following meeting of the Board.

**Corporate Governance Office
October 2023**

The Glasgow School of Art

Board of Governors

Nominations Committee: Remit, Membership and Procedures 2023/24

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 make recommendations to the Board in relation to the potential re-appointment of the Chair of the Board of Governors (under exclusion of the Chair who should delegate Convenorship of the committee to another member in such circumstances).
- d) Consider and recommend candidates for:
 - The Vice Chairs(s) of the Board of Governors
 - The Convenors of the Board Committees
- e) 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.
- f) Oversee the preparation and approval of GSA's standard letter of appointment of Governors.
- g) 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.
- h) Oversee and make recommendations from time to time in regard to co-option to Committees, as required for specific projects or to enhance the balance of skills of the Board of Governors.

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 Ann Priest	Chair of the Board of Governors (Convenor)
Ms Kristen Bennie	Independent Governor (Vice Chair of the Board and Convenor of the Human Resources Committee)
Professor Graham Caie	Independent Governor (Convenor of the Remuneration Committee)
Dr Graham Sharp	Independent Governor (Interim 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 James Sanderson	Independent Governor (Convenor of the Health and Safety Committee)*
Mr Andrew Sutherland	Independent Governor (Convenor of the Audit and Risk Committee)
Professor Penny Macbeth	Director of GSA
Mx Ted Tinkler	President of GSA Students' Association
Ms Jacquie Coyle Dow	Staff Governor (Support)

In attendance

Ms Emma Williams	Secretary and Registrar
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3. Quorum

- 3.1 The quorum shall be four members.

4. Meetings

- 4.1 Meetings will be held as and when necessary, but there will normally be a minimum of four meetings per annum, reporting to corresponding meetings of the Board of Governors.

Corporate Governance Office

September 2023

Glasgow School of Art

Board of Governors

Remuneration Committee: Remit, Membership and Procedures 2023-24

[extracted from the Remuneration Committee Framework]

1. Remit

- 1.1 The work of the Committee will take cognisance of the requirement to represent the public interest, avoiding any inappropriate use of public funds, and will be informed by sufficient relevant information and comparators to reach well informed evidence-based decisions (e.g. the Universities and College Employers Association Senior Staff Remuneration Survey (UCEA SSRS)) and other relevant benchmarking labour market data.
- 1.2 The decision making of the Committee will also be informed by extant Equal Pay Audit data and take into account the vision of the [Scottish Fair Work Convention](#) in reducing pay inequalities.
- 1.3 The Committee will be responsible for the following:
- a. determining and reviewing the salaries, benefits, terms and conditions of the Director;
 - b. determining and reviewing the salaries, benefits, terms and conditions of the Senior Leadership Group, referenced as 'senior staff';
 - c. seeking the views of students and staff in relation to the remuneration of the Director and senior staff.¹
 - d. ensuring decisions regarding remuneration of the Director and senior staff are made within budgetary parameters agreed by the Board of what is affordable and sustainable for the institution;
 - e. approving any severance payments for the Director and senior staff;
 - f. approving any severance payments of over £75,000;
 - g. referring for consultation any severance payment in excess of £100,000 to the Chief Executive of the Scottish Funding Council;
 - h. overseeing the development of policies and processes to be used by the Committee and recommending these to the Board for approval;
 - i. reporting to the Board on the Committee's decisions in sufficient detail to enable the Board to be satisfied that the decisions the Committee has made have been taken in compliance with its policies.

2. Membership

- 2.1 Remuneration Committee members will have the required expertise to review and determine salaries, terms and conditions and severance payments for the staff within its remit. The

¹ In addition to the Remuneration Committee membership that includes staff and student Governors, the following action will be taken:

- I. in advance of Remuneration Committee meetings, the Director of HR will seek the views of the Student President to inform submissions;
- II. in advance of Remuneration Committee meetings, the Director of HR will seek the views of Trade Union representatives, in relation to the remuneration of the Director and senior staff to inform submissions. The Director of HR will feed back the Remuneration Committee decision making rationale to the Trade Union Forum.

Committee membership provides a mechanism to seek the views of students and staff in relation to the remuneration of the Director and senior staff across the School.

- 2.2 All members of the Remuneration Committee shall undergo an annual induction session with the Secretary Registrar, normally at the start of the academic session, and prior to the first meeting of the Remuneration Committee.
- 2.3 The Remuneration Committee membership is comprised of:
- a) Convenor (an Independent Governor not present on the Audit and Risk Committee)
 - b) The Chair of the Board of Governors
 - c) The Vice Chair(s) of the Board of Governors
 - d) An additional Independent Governor (optional)
 - e) An elected Staff Governor nominated by the Board
 - f) One Student Governor (The President of the Students' Association)
- 2.4 The Director of the School, the Clerk to the Board, and the Director of Human Resources are not members but attend by invitation and would normally attend all meetings of the Committee, leaving any meetings when any matter which may affect their own circumstances be discussed, and otherwise at the request of the Convenor from time to time. The Convenor of the Remuneration Committee may request the Director of Finance to attend as appropriate.
- 2.5 The Remit and Membership of the Committee will be reviewed by the Board of Governors at the first meeting of each Academic session.

3. Quorum

- 3.1 Any three members, of which at least two must be Independent Governors, are required for the Remuneration Committee to be quorate.

4. Meetings

- 4.1 The Committee will meet at least twice in each academic year and otherwise, as and when required.
- 4.2 Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Convenor, that member will be deemed to have left the Committee and may be replaced.
- 4.3 It is recognised that whilst it is desirable for the Committee to meet to discuss cases, it may not always be possible to arrange this within an appropriate time scale and therefore approval may be sought by email. In order to ensure security, information will be provided via a password protected file.

5. Minutes

- 5.1 Minutes of any meeting of the Committee, normally once confirmed by the Convenor, will be submitted to members of the Committee as soon as reasonably practicable following any meeting, and shall be provided to the Board of Governors at the next following meeting of the Board. Where it is appropriate to do, some detail may be redacted.

Corporate Governance Office

September 2023