

THE GLASGOW SCHOOL OF ART

BOARD OF GOVERNORS MEETING: 15 JUNE 2023

Governors: Ms Ann Priest (Chair), Ms Kristen Bennie, Professor Graham Caie, Dr Marty Herbert, Dr Kate Lampitt Adey, Dr Simon Learoyd, Professor Penny Macbeth, Mr Habib Motani, Mr Digger Nutter, Mr Harry Rich, Mr Andrew Sutherland, Professor Anne Trefethen.

Governors attending via video-conference: Ms Josie Ko, Mr Tsz Wu.

GSA Attendees: Ms Rachel Dickson, Mr Alan Horn (from item 2223.67), Mr Gordon McLoughlin (for item 2223.67), Mrs Eleanor Magennis, Mr Andrew Menzies, Mr Scott Parsons.

External Attendees: [REDACTED]

Governance Office: Mr Stephen Marshall, Ms Edna Docherty, Ms Kirsteen Faulds.

PRELIMINARY BUSINESS

2223.51 WELCOME AND APOLOGIES

The Chair welcomed members to the meeting. Apologies were noted from Mr Thomas Greenough, Professor Irene McAra-McWilliam, Mr James Sanderson and Dr Graham Sharp.

2223.52 DECLARATIONS OF INTEREST

The following professional relationships were noted for the record: Graven (Dr Herbert and Mr Sutherland), Page\Park (Mr Sutherland).

2223.53 MINUTES FROM THE MEETING OF 27 MARCH 2023 [Paper 1.3]

The minutes from the meeting of 27 March 2023 were **approved**.

2223.54 BOARD ACTION POINTS [Paper 1.4]

The Board noted the updates set out in Paper 1.4.

2223.55 REPORT FROM THE CHAIR

The Chair thanked members of the Board for their continued support, and for their thoughtful input to the Governors' Contribution Exercise. The Chair also expressed her gratitude to Mr James Sanderson who would continue as Convenor of the Mackintosh Steering Group, and Dr Graham Sharp who would act as interim Convenor of the Museum and Archive Committee during the forthcoming 2023/24 academic session.

Attendance at Meetings/Events:

- Nurole – in regard to the forthcoming Board Recruitment Exercise
- Good Governance Institute – in regard to the forthcoming Quinquennial Board Effectiveness Review
- StudioAndThen - in regard to the Development Strategy

- Chair of the Scottish Funding Council (Mike Cantlay) and SFC Director of Access, Learning and Outcomes (James Dunphy)
- Nick Keunssberg
- Dorothy Miell, Chair of the Royal Conservatoire of Scotland
- Mackintosh Building Site Visit (along with the Director, Councillor Philip Bratt and Peter McDade from MSP Pauline McNeil's office)
- GSA Master of Fine Arts Open Evening and Degree Shows
- Advance HE Development Conferences, 'Leading the Board' and 'Governance in Scotland'
- Mackintosh Steering Group (2 May 2023); Business and Estates Committee (16 May, 30 May and 9 June 2023); Audit and Risk Committee (22 May 2023); Human Resources Committee (23 May 2023); and Remuneration Committee (22 May 2023)

In response to members' concerns in relation to the volume of meetings that had taken place during the 2022/23 session, the Interim Secretary to the Board undertook to review this matter in partnership with the incoming permanent Secretary to the Board.

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

2223.56 REPORT FROM THE DIRECTOR [Paper 2.2]

The Director updated the Board on recent developments, set out in Paper 2.2, and highlighted the following:

- Both the Degree Show and digital platform Graduate Showcase had proved a tremendous success and had attracted visitors from across the globe.
- The Director's Reception had been well received with over seventy external guests from all sectors, followed by a private viewing for students' and staff friends and family.
- The Director welcomed Ted Tinkler as the new GSASA Student President and Alicia Bickerstaff as Vice- President.
- The Director congratulated Professor Rebecca Fortnum for her strong leadership skills in regard to the international conference with UniArts Helsinki on '*Not Knowing: How Artists Teach Conference*', co-hosted by GSA on 9 and 10 June 2023.
- Under the leadership of Professor Sarah Smith, GSA had been made a partner of the first Scottish Cultural Policy Network, funded by the Scottish University Insight Institute.
- The School's International Strategy would be presented to the October 2023 meeting of the Board for approval, alongside the final draft of the Development Strategy.

2223.57 .1 ANNUAL IMPLEMENTATION PLAN 2022/23 – UPDATE [Paper 2.2.1]

The Board **noted** the update provided in Paper 2.3, and the outline of progress made to date. The Director of Strategy and Marketing reported that items not otherwise completed by June 2023 would extend into the first semester of the 2023/24 session. A final report would be submitted to the Board in October 2023.

.2 ANNUAL IMPLEMENTATION PLAN 2023/24 [Paper 2.2.2]

The Director of Strategy and Marketing provided the Board with an overview of the Annual Implementation Plan 2023/24, which had been considered at the Business and Estates Committee on 30 May 2023.

The Board **approved** the Annual Implementation Plan 2023/24.

2223.58 REPORT FROM THE PRESIDENT OF GSA'S STUDENTS' ASSOCIATION [Paper 2.3]**.1 Report from the President of GSASA: [Paper 2.3.1]**

The Board **noted** the update provided by the Vice President of the Students' Association set out in paper 2.3, which highlighted the following GSASA events and activities:

- The results of the GSA Learning and Teaching Award, held on 7 June 2023.
- Sabbatical Officers 2023/24.
- Degree Show After Party, 1 June 2023.
- Altyre Residency (a collaboration run between GSASA and GSA Highlands).
- Race Sovereignty Programme.
- GSASA Societies.

On behalf of the Board, the Chair expressed her sincere gratitude to the former President and out-going Vice-President of GSASA, for their tremendous contribution to the Student Voice and the work of the Board, and wished them well for the future.

.2 Commercial Business Case for the GSA Students' Association [Paper 2.3.2]

The Chief Executive of the GSA Students' Association provided an overview of The Glasgow School of Art Students' Association (GSASA) proposal for reopening the Vic and Assembly Bar under a dedicated third-party supplier.

The Board considered the terms of the paper and noted the summary of further clarification and the relevant termination clauses within the various lease agreements contained within Appendix 7.

On the recommendation of the Business and Estates Committee on 9 June 2023, and on the basis outlined in the paper, the Board **approved** the grant of a lease by GSA to GSASA.

2223.59 REPORT FROM THE DIRECTOR OF FINANCE [Paper 2.4]

The Board **noted** the update provided in Paper 2.4, and the Director of Finance highlighted the following points:

Scottish Funding Council Indicative University Funding Allocations 2023-24:

- Following a delay, occasioned by changes in the leadership of the Scottish Government, the SFC had announced their indicative funding allocations for the forthcoming Academic Year.
- Universities Scotland had issued a response to the publication of the SFC's Indicative University Funding Allocations for 2023-24, which they had viewed as a 'flat cash' financial settlement and a real-terms reduction to HEI budgets.

Scottish Government Late Budget Amendments:

- In response to an enquiry submitted by GSA, the SFC confirmed that the £20m additional revenue investment in higher education - which had been announced as part of the Scottish Budget on 15 December 2022 and subsequently withdrawn - was separate from the core teaching funding, and therefore would not impact on the indicative funding announcements with regards to core teaching and research funding. It was further noted

that, in respect of world-leading small specialist institutions, the monies for this had taken a “slight shave”, but that the SFC would engage with GSA in regard to its plans for reinforcing its presence and reputation. Universities Scotland have been active in leading a sectoral response on the budget changes, conveying the sector’s disappointment at the decision to withdraw the money and the consequences for disinvestment.

Reid, Bourdon and Assembly Building Insurance Settlement:

- A settlement amount of £8.5m had been agreed in respect of the consequential fire damage at the Reid, Bourdon and Assembly buildings. The Board noted that funds had either already been spent or were committed to reinstatement projects on those buildings, although the totality of the works planned go beyond that covered by the insurance.

Insurance Arrangements:

- The Director of Finance reported that GSA’s exploration of the opportunity to join the Universities Mutual Assurance Limited (UMAL), a mutual organisation owned and controlled by sector member institutions, in preference to the current broker-led insurance arrangements, would deliver £500k per annum savings on the current arrangements, with no diminution in cover.

2223.60 REPORT FROM THE DIRECTOR OF ESTATES [Paper 2.5]

The Director of Estates presented to the Board an update in regard to the current position on developments within the GSA estate, since the previous Board meeting of 27 March 2023. The Board reflected that 15 June 2023 marked the fifth anniversary of the 2018 fire.

Mackintosh Building Reinstatement Project:

The Director of Estates reported that work undertaken to implement a temporary roof and fire-retardant white sheeting in order to seal the building, thereby improving the protection of the building and allowing the interior to dry out over the next two years, had been completed.

It was anticipated that further work would involve a degree of dismantling and repair works to the opening and brickwork along the central corridor of the building would be instructed by mid-June for mobilisation of sub-contractors for the end of June 2023.

Stow Project:

Work on the re-development of the Stow Building Annex had progressed well, with an anticipated completion date of 4 August 2023. In order to facilitate the Stow level five work, arrangements were underway in regard to the partial decant of the School of Fine Art to leased premises at 200 Renfield Street for the academic year 2023-24.

Estates Strategy 2022:

Whilst it was unlikely that GSA would purchase the ABC/Jumping Jacks site in the future, its ability to influence had been strengthened in the last year through GSA’s engagement with the Golden Z project, Glasgow City Council, Developers and Real Estate Consultants.

The Board commended the Director of Estates and her team for the considerable work involved, and the enhanced channels of communication in this regard.

2223.61 REPORT FROM THE INTERIM SECRETARY TO THE BOARD [Oral Report]

The Interim Secretary to the Board provided members with a brief oral update in relation to the following governance matters:

- Initial meetings had taken place with Nurole, the appointed search agency in regard to the current Board Recruitment Exercise and the search would commence shortly and the Board would be updated on progress.
- A procurement process was currently underway in respect of the forthcoming Quinquennial External Board Effectiveness Exercise.
- Interviews for the post of Secretary and Registrar would take place on 15/16 June 2023.
- Jacquie Coyle Dow had been appointed as the new Staff Governor (Support), and would take up her position on 1 September 2023.
- It was noted that the investigation into the complaint reported to the Board at the last meeting had been completed. A draft report with outcomes would be produced within the month and sent to the Director and the Interim Secretary. Further updates would be provided to the Board as necessary

2223.62 RISK MANAGEMENT**.1 GSA Risk Framework: Annual Review of Risk Appetite [Paper 2.7.1]**

The Board considered the Annual Review of GSA's Risk Appetite set out in paper 2.7.1, which had been approved at the Audit and Risk Committee on 22 May 2023.

The Board held a brief discussion concerning levels of risks associated with GSA's *Brand*, *Student Experience*, and *People* and the need for caution in this regard. Members also considered that it would be useful for future iterations of the GSA Risk Framework to provide examples of risks associated with both the student experience, centred on the results of the 2023 National Student Survey, and GSA's Financial Plan 2023 -2028.

The Director of Strategy and Marketing undertook to address those recommendations in future iterations of GSA's Risk Appetite.

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

The Board **endorsed** GSA's Risk Appetite.

.2 GSA Institutional Risk Register [Paper 2.7.2]

The Board **noted** the most recent iteration of the Institutional Risk Register, set out in Paper 2.7.1, which had been approved by the Audit and Risk Committee on 22 May 2023.

2223.63 RICHMOND AND JD KELLY BUILDINGS: PROPOSAL FOR SALE [Paper 2.8]

The Director of Estates provided an update on the proposed sale of the JD Kelly and Richmond buildings set out in Paper 2.8, noting that the disposal of those buildings was part of the approved Estates Strategy.

The Board **noted** that the disposal of those buildings had been discussed at the Business and Estates Committee on 30 May 2023, along with a tender report produced by Avison Young, which had contained a recommendation in regard to the preferred bidder.

On the recommendation of the Business and Estates Committee of 30 May 2023, the Board

approved the following:

- The proposal to progress the sale of JD Kelly and Richmond Buildings, as per the approved Estate Strategy 2022.
- The acknowledgement of Report on Offers, prepared by Avison Young for the sale of the JD Kelly and Richmond Buildings.
- That [REDACTED] be appointed as the preferred bidder in connection with the sale of the JD Kelly and Richmond Buildings.

2223.64 MACKINTOSH FIRES: LESSONS LEARNT [Paper 2.9]

The Board **considered** the Paper, which detailed the lessons learnt from the 2014 and 2018 fires, noting that this was the penultimate version of the report.

[REDACTED] the External Consultant who undertook the report, provided the Board with an overview of the results of the investigation, noting that the report had been prepared solely for the use of the Glasgow School of Art for the purpose for which it was provided and based on the information available.

The following points were highlighted:

- Originally it had been proposed to review the lessons learnt from each fire separately, however, at the suggestion of the Board of Governors and Business and Estates Committee, and owing to continual improvement processes with regards to Health and Safety across the School, the report reviewed the lessons learnt from both fires.
- The review had been carried out by the External Consultant in autumn 2022, primarily via interviews with a wide range of stakeholders, both from inside and outside of The Glasgow School of Art, and through a review of existing reports and documentation
- The report cited a number of positive developments, including the development of a Strategic Outline Business Case, the implementation of Incident Response and Business Continuity Plans, continual review and improvement of Health and Safety and Risk Assessment, the implementation of a risk-management philosophy, and the introduction of a dedicated microsite featuring short regular updates as a means of communicating positively on the development of the project.

The Board welcomed the Paper, noting that it represented the penultimate version of the Lessons Learnt report. Following discussion, it was agreed that the External Consultant would present the final version of the report, subject to some minor enhancements, to the Chair and the Director in due course.

2223.65 COMMITTEE REPORTS AND ITEMS FOR APPROVAL/RATIFICATION

The Board **noted** the minutes of the recent cycle of Board committees:

Audit and Risk Committee, 22 May 2023

The following recommendations were **approved**:

- *Process for Review of Director*
- *Board of Governors' Expenses Policy*
- *Board of Governors' Gifts and Hospitality Policy*

- *Public Interest Disclosure (Whistleblowing) Policy*

Business and Estates Committee, 16 May 2023

The Board **noted** that the following items were already approved by the Board by correspondence:

- *Whiskey Bond: Requirement for Additional Suites*
- *Open Studio Relocation*
- *Knockomie House: Student Accommodation 2023/24*
- *Stow Building 5th Floor Decant*

Business and Estates Committee, 30 May 2023

The following items for approval were dealt with elsewhere on the agenda:

- *GSA Strategic Plan 2023 – 2027: Annual Implementation Plan 2023 (agenda item 2.2)*
- *Disposal of Richmond and JD Kelly buildings (agenda item 2.8)*

Business and Estates Committee, 9 June 2023

The Board **approved** the following:

- *Lease on Stables at Altyre*

The following items for approval were dealt with elsewhere on the agenda:

- *Commercial Business Case for the GSA Students' Association (agenda item 2.3)*
- *GSA Financial Plan 2023 – 28 (agenda item 7.3)*

Health and Safety Committee, 24 May 2023

The Board **noted** the following report:

- *Occupational Health and Safety Report*

Nominations Committee, by correspondence:

The Board **noted** that the following matters were approved by the Board by correspondence:

- Mr Marty Herbert: 1 year leave of absence, with effect from 1 September 2023.
- Ms Kate Lampitt Adey: 1 year leave of absence, with effect from 1 September 2023.

Remuneration Committee, 22 May 2023

The Convenor of the Remuneration Committee provided the Board with a brief update in relation to recent matters considered by the Remunerations Committee. This included salary reviews of senior staff, cost of living increases for GSA's Senior Leadership Group, and consideration of the results of the Senior Staff Remuneration Survey 2022, specifically in regard to GSA.

Human Resources Committee, 23 May 2023

The Board **noted** the minutes of the Human Resources Committee meeting held on 23 May 2023.

The Board **noted** the following minutes:

- **Academic Council, 1 March 2023 and 3 May 2023**

2223.66 LEARNING AND TEACHING

.1 *Enhancement Led Institutional Review (ELIR 4) Report* [Paper 5.1]

The Deputy Director Academic provided the Board with a brief summary in regard to the Enhancement Led Institutional Review (ELIR) 4 Follow-up Report, aimed at providing the Quality Assurance Agency (QAA) and the Scottish Funding Council (SFC) with an update on progress on recommendations identified within the review and assurance that GSA continued to meet sectoral expectations for quality and standards.

The Board **approved** the ELIR 4 Follow-up Report and, on behalf of the Board, the Chair thanked the Deputy Director Academic and her team for the considerable work involved.

.2 *Education Strategy 2023 – 2027* [Paper 5.2]

The Board **noted** the Education Strategy 2023 – 2027, set out in Paper 5.2 which outlined GSA's strategic objectives in relation to learning, teaching and the student experience.

2223.67 ITEMS APPROVED BY CHAIR'S ACTION

SFC Outcome Agreement 2022-23 [Paper 6]

The Director of Strategy and Marketing provided a brief overview of the Outcome Agreement 2022 – 2023. It was noted that in response to *Section 5 – Climate Emergency* - good progress had been made in regard to the implementation of GSA's Environmental and Social Justice Framework.

The Chair requested that the Board be kept apprised of the School's progress towards achieving its sustainability goals.

The Board **endorsed** the Outcome Agreement for 2022/23.

2223.68 STRATEGIC ITEMS

.1 *Digital Strategy – Enabling Phase* [Paper 7.1]

The Board **noted** the terms of Paper 7.1 and welcomed the Director of IT to the meeting.

The Director of Estates provided an overview of the vision and principles of the Digital Strategy for 2022-2027, noting that the strategy had been developed by the Digital Strategy Working Group in line with GSA's Strategic Plan 2022 -2027, and in collaboration with key stakeholders across GSA.

The Director of IT reported that the Strategy was currently in its enabling phase to allow for the specific needs of key stakeholders across GSA to be identified. In the meantime, the focus for 2023/24 would be to build upon GSA's existing strong IT Foundations, promote the GSA brand, and work smarter in order to gain efficiencies.

The Board welcomed the Strategy and commended the Director of Estates and the Director of IT on their work in this regard.

The Board **approved** the Digital Strategy.

.2 Development Strategy: Update [Paper 7.2]

The Director of Development provided the Board with an update on progress made in regard to GSA's Development Strategy, setting out the context underpinning the Strategy and the timeline for its development and alignment to the GSA Strategic Plan 2022-27. The Director of Development reported that the Strategy would build upon GSA's successful strategic approach to development and would be crafted from a combination of the priorities of the Strategic Plan, the feedback that had emerged from the stakeholder engagement process, and sectoral intelligence and professional insight on Development in Higher Education. The Development Strategy would also be underpinned by the values of the Strategic Plan and the Development Behaviours of integrity, respect, affection, humility, creativity and longevity.

It was **noted** that a final draft Development Strategy, to be accompanied by a prioritisation matrix, clearly aligned with the Strategic Plan, would be presented to the Board for approval at its October 2023 meeting.

A brief discussion followed, during which members considered resources within the Development Team to facilitate the delivery of the Plan.

The Director of Development undertook to provide members with a copy of his presentation.

[Action: **Director of Development**]

.3 Financial Plan 2023-28 [Paper 7.3]

The Director of Finance provided the Board with a detailed presentation in relation to the draft Financial Plan for the period 2023-28, set out in Paper 7.3. It was noted that the Financial Plan included the budget for the 2023-24 financial year and a proposal for a block grant to the GSA Students' Association of £256k for 2023/24.

Members shared their views on the Financial Plan, particularly with regard to the expectations of growth and the challenges facing GSA in terms of capital expenditure and associated investment needs across the GSA Estate and the need for caution in this regard.

Following discussion, the Director of Finance undertook to confine the Financial Plan for the first three years only (2022/23 – 2024/25), consistent with the minimum requirements of the Scottish Funding Council.

[Action: **Director of Finance**]

The Board commented on the clarity and comprehensiveness provided in the Financial Plan and the Chair thanked the Director of Finance for his considerable work in this regard.

The Board **approved** the Financial Plan 2023-2025, which included the budget for session 2023/24. The Board also **approved** the proposed block grant to the GSA Students' Association of £256k for session 2023/24.

.4 Scenario Planning – Mackintosh Building [Paper 7.4]

The Board **noted** the terms of Paper 7.4.

The Board received a detailed presentation aimed at identifying the different scenarios that might emerge depending on the outcome of the insurance claim in regard to the Mackintosh Building as set out in Paper 7.4. [REDACTED]

The Board welcomed the presentation as an opportunity to gather thoughts on the different options available to GSA and agreed that it would be useful to have a more detailed discussion once the outcome of the insurance claim had been confirmed. Members also reflected on the need to exercise caution in regard to how all available funding should be deployed in respect of the re-instatement of the Mackintosh Building, and other buildings within the GSA Estate, [REDACTED]

2223.69 RESERVED BUSINESS

There was no reserved business.

This item remains as a standing item on each Board Committee agenda.

2223.70 ANY OTHER BUSINESS

The Board was invited to note the new Scottish Code of Good HE Governance (2023)

2223.71 FUTURE MEETINGS OF THE BOARD

- Tuesday 17 October 2023, 11.00am.
- Tuesday 12 December 2023, 11.00 am.
- Friday 2 February 2024 (all day) – Away Day
- Tuesday 26 March 2023, 11.00am.
- Tuesday 18 June 2024, 11.00am.

2223.72 FORTHCOMING GSA EVENTS [Paper 11]

The Board noted the list of forthcoming GSA Events as outlined in Paper 11.