

## THE GLASGOW SCHOOL OF ART

### BOARD OF GOVERNORS MEETING: 17 OCTOBER 2023

**Governors:** Ms Ann Priest (Chair), Ms Kristen Bennie, Ms Alicia Bickerstaff, Professor Graham Caie, Ms Jacquie Coyle Dow, Dr Simon Learoyd, Professor Penny Macbeth, Ms Kathy Molloy, Mr Habib Motani, Mr Digger Nutter, Mr Harry Rich, Mr James Sanderson, Dr Graham Sharp, Mr Andrew Sutherland, Mx Ted Tinkler, Mr Tsz Wu.

**Governors attending via video-conference:** Professor Anne Trefethen.

**GSA Attendees:** Ms Rachel Dickson, Mr Alan Horn (for item 2324.19), Professor Irene McAra-McWilliam, Mrs Eleanor Magennis, Mr Andrew Menzies, Mr Scott Parsons, Dr Sarah Smith (GSA Development Manager – for item 2324.19).

**External Attendees:** Mr Santini Basra (Director, Studio Andthen) - for item 2324.19.

**Governance Office:** Ms Emma Williams, Mr Stephen Marshall, Ms Edna Docherty, Mr John Leabody.

**Observing:** Ms Janice Smith (Good Governance Institute).

#### PRELIMINARY BUSINESS

##### 2324.01 WELCOME AND APOLOGIES

The Chair welcomed members and attendees to the meeting, extending a particular welcome to the new members of the Board. In this context, the Board was invited to note the recent election of Ms Jacqui Coyle Dow to the position of Board member elected by GSA's support staff; Mx Ted Tinkler (President of GSA Students' Association), Ms Alicia Bickerstaff (Vice President of GSA Students' Association), Ms Emma Williams (Secretary and Registrar), and Mr Stephen Marshall (Consultant). The Chair also welcomed Ms Janice Smith (Good Governance Institute) who would be observing the meeting as part of the wider Board Effectiveness Review.

Apologies were noted from Mr Thomas Greenough.

##### 2324.02 DECLARATIONS OF INTEREST

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

##### 2324.03 MINUTES FROM THE MEETING OF 15 JUNE 2023 [Paper 1.3]

The minutes from the meeting of 15 June 2023 were **approved**.

##### 2324.04 BOARD ACTION POINTS [Paper 1.4]

The Board noted the updates set out in Paper 1.4.

- .1 The Deputy Director Research & Innovation extended an invitation to Board members who wished to visit the Forres campus, noting that she would confirm optimal dates, but that she

was also happy to accommodate *ad hoc* visits.

[Action: **Deputy Director Research & Innovation**]

- .2 It was noted that an update on the Research Strategy would be provided to the Board of Governors on 12 December 2023.

[Action: **Deputy Director Research & Innovation**]

- .3 In response to concerns previously expressed by members regarding the volume of meetings that had taken place during the 2022/23 session, the Secretary and Registrar reported that this issue would be considered as part of the wider external governance effectiveness review.

- .4 It was noted that the GSA Risk Framework would be submitted to the Board of Governors away-day in February 2024.

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

## **2324.05 REPORT FROM THE CHAIR [Paper 2.1]**

### **.1 Board Recruitment Exercise 2023**

It was noted that the Nominations Committee was now in a position to issue two formal offers - and one offer subject to the candidate's reasonable availability - for the vacant Independent Governor positions. It was noted that there may be potential to consider further offers in due course, and that the Board would be kept informed of progress in this regard.

### **.3 Director's Review**

The Chair thanked members of the Board for their helpful input to the recent Annual Review of the Director.

### **.4 Attendance at Meetings**

- Regular meetings with the GSA Director, as well as with Mr Stephen Marshall (Consultant) and Ms Emma Williams (Secretary and Registrar).
- Regular attendance at GSA Board committee meetings.
- Attended GSASA Freshers' Fair on 20 September 2023.

### **.5 In Memoriam**

On behalf of the Board, the Chair expressed her sincere condolences on the recent passing of Nick Kuenssberg, Simon Patterson and David Leslie. Members noted David's outstanding commitment to GSA, having served as an independent governor for 12 years between 1985 and 1997, the last five as Chair of the Board. It was noted that Simon had succeeded David in 1997: a much-loved Chair, Simon had remained passionate about the School, even after he stepped down in 2003. Members noted that Nick had led an ambitious and committed GSA Board until 2010: rigorous, passionate and supportive of GSA, Nick had been awarded honorary doctorates by The Glasgow School of Art and the University of Glasgow in 2011. The Chair paid tribute to all three men, noting their tremendous contributions to leading an ambitious and committed Board of Governors during their respective tenures.

**2324.06 DIRECTOR'S REVIEW AND OBJECTIVES** [Paper 2.1.1]

In line with the *Scottish Code of Good Governance*, the School conducts a formal documented review of the Director on an annual basis. The Chair thanked governors for their engagement with this year's exercise and for their helpful feedback on the performance of the Director, which had been constructive and thoughtful. It was noted that the feedback had informed the Director's objectives for 2023/24, which had been drafted by the Chair and the Director, and cross-referenced against the GSA Strategic Plan and the broader sectoral environment.

The Board noted the feedback received and **approved** each of the Director's objectives/KPIs for 2023-24.

**2324.07 REPORT FROM THE DIRECTOR** [Paper 2.2]

The Board noted the overview report provided in Paper 2.2, and the Director highlighted the following points:

**.1 New Term**

The School has enjoyed a productive start to the new academic year, with a successful and vibrant Freshers' Fair and Welcome Week for students.

**.2 National Student Survey (NSS)**

The GSA had achieved a score of 73% for 'overall satisfaction' in the recent National Student Survey (NSS), which represented a tremendous institution-wide effort and hard-won achievement in a disruptive year of ongoing strike action.

**.3 Lviv National Academy of Arts**

The GSA had recently welcomed staff from the Lviv National Academy of Arts, whose visit had focused on cultural heritage research development work around archival conservation and recovery funded by Universities UK International. It was noted that the School had been twinned with Lviv National Academy of Arts since October 2022.

**.4 External Landscape**

The Director reported that recent sectoral events (Universities Scotland; Universities UK) had focused on the financial pressures facing HEIs as a result of fee deflation. In relation to the political landscape, there was a sense that Higher Education was not a key area of influence, hence the need for institutions to reiterate the importance of HEIs as economic generators. It was noted that the Director attended a dinner for a group of Scottish HE principals, representing the SSI's and creative industries. The meeting discussed key areas of concern for HE. As a result, a round table on the creative and cultural sectors was muted by the first minister with US staff as one of several deep dives planned.

**.5 Important Visits**

██████████ (the UK Shadow Minister for Higher Education), and ██████████ (Member of the Scottish Parliament and Shadow Minister for Education), visited GSA independent of each other to learn more about work being undertaken by the School.

**.6 Secretary and Registrar**

The Director extended a warm welcome to the School's new Secretary and Registrar, Ms Emma Williams.

### **7. Annual Leave**

In May 2023, the Senior Leadership Group approved the harmonisation of annual leave for all staff across GSA. From October 2023, all staff would receive 35 days (pro rata to hours worked), which addressed the previous disparity in relation to annual leave entitlement. It was noted that approximately 250 staff would receive an increase in annual leave as a result.

### **8. Student Recruitment**

It was noted that the School anticipated a shortfall in international student recruitment numbers this year, particularly in relation to its PGT figures. It was noted that this shortfall appeared to be part of a wider UK sectoral pattern and that other institutions were experiencing similar shortfalls. The School would review its Financial Plan and engage with budget holders to identify opportunities to make in-year savings in order to mitigate the financial impact of the shortfall in the current academic year.

The Board agreed that it was important to understand the context and sectoral issues, and for the Senior Leadership Group to share mitigations and priorities with the Board.

## **2324.08 .1 ANNUAL IMPLEMENTATION PLAN 2022/23 – FINAL PROGRESS REPORT [Paper 2.2.1]**

The Board received Paper 2.2.1, which provided a year-end summary of progress on the Annual Implementation Plan 2022-23, noting the significant progress which had been made. The Director of Strategy and Marketing reported that the Annual implementation Plan for session 2023-24 which was approved at June 23 Board would update on progress at the Business and Estates Committee on 20 November 2023, and thereafter the meeting of the Board of Governors on 12 December 2023. It was anticipated that a final comprehensive set of lead indicators for 2022-23 would be available for the Board away-day on 2 February 2024 to inform strategic discussions.

### **.2 SFC OUTCOME AGREEMENT 2023/24 [Paper 2.2.2]**

The Director of Strategy and Marketing provided the Board with background related to the Scottish Funding Council Outcome Agreement 2023/24, which set out GSA's commitments to the Scottish Funding Council and Scottish Government priorities. The paper also provided a self-evaluation of GSA's achievements against its 2022/23 Outcome Agreement, the latter having been endorsed by the Board of Governors on 15 June 2023.

The Deputy Director Research & Innovation reported that, as part of the School's commitment to playing an appropriate role in the achievement of aims identified in the National Innovation Strategy and Entrepreneurial Campus Blueprint, GSA would scope the formation of a potential Creative Industries innovation initiative linked to Entrepreneurial Campus, working with other key HE and enterprise support partners. Within that context, Board members were invited to contact the Deputy Director Research & Innovation should they wish to discuss any future creative and cultural initiatives.

The Board **approved** GSA's Scottish Funding Council Outcome Agreement for 2023/24.

## **2324.09 REPORT FROM THE DEPUTY DIRECTOR ACADEMIC**

The Deputy Director Academic provided presentations on the following matters:

### **.1 NSS Results and Programme Performance Indicators 2022/23: [Paper 2.3.1]**

Following the outcomes of the National Student Survey (NSS) Phase Two Review, led by the Office for Students (OFS), revisions had been made to all core survey questions and response scales for

the NSS 2023 survey period, with Scottish providers retaining a question on Overall Satisfaction. It was reported that the NSS had taken place between February and May 2023, with GSA achieving an overall response rate of 78%, which represented an increase of 2 pp on the previous session. At an institutional level, GSA had achieved an Overall Satisfaction score of 73.31%, which constituted an 8.66 pp increase on GSA's previous score of 64.65% in 2022. Members noted that GSA's lead indicator for overall student satisfaction was 80% by 2026/27.

It was reported that performance at School and programme level had seen improvement across six programmes, while five programmes had seen a lower level of Overall Satisfaction to varying degrees when compared to 2022. It was further noted that in December 2021, Academic Council had approved a suite of Student Experience Performance Indicators designed to identify high-performing programmes (green), programmes requiring action (amber), and programmes requiring additional support and intervention (red): it was noted that no GSA programmes had an overall rating of red for 2022/23.

## **.2 GSA – League Tables Analysis 2022/23 [Paper 2.3.2]**

The Deputy Director Academic provided an overview of GSA's performance in the main domestic and international league tables. It was noted that the Times Higher Education (THE) league table 2022/23 - which was based on an analysis of the NSS results - had omitted five Scottish HEIs, including GSA, owing to an arbitrary decision to implement a threshold of 1000 student responses as a requirement for inclusion. Given this omission, the Board encouraged the School to utilise its in-house communications to promote the enhancements and positive stories related to this session's NSS results.

In terms of international rankings, it was noted that GSA was listed within the QS World University Rankings by Subject. In 2022, GSA was ranked 11th in the world, 6th in Europe, and 3rd in the UK. The tables published in 2023 showed a slight drop to 12th in the World, while the School's European and UK rankings remained the same.

## **.3 Common Academic Framework – Update [Oral Report]**

It was reported that the Common Academic Framework (CAF) had been developed in direct response to the ELIR recommendations and formed a key part of GSA's Education Strategy. Following consultation with a broad range of senior staff and students from across GSA, the Framework had been designed to create a shared understanding of academic terminologies, common principles and regulations that would underpin GSA's academic provision, thereby establishing a common programme vocabulary to guide the re-design and development of existing and future programmes and courses. It was noted that the overall aim of the Framework was to ensure consistency of student experience and to enhance graduate attributes through the curriculum, ensuring that students had the opportunity to develop creative and academic knowledge, and were equipped to make positive contributions to culture, community and society.

The Deputy Director Academic reported that the various approval steps were currently ongoing, with a view to the amended programmes being launched in September 2024.

The Chair and the wider Board thanked the Deputy Director Academic for her thorough and insightful presentations, which had been positively received by the Board.

## **2324.10 GSA STUDENTS' ASSOCIATION**

### **.1 Report from the President of The GSA Students' Association [Paper 2.4]**

The President of the GSA Students' Association provided an update on recent activities, which included the success of this year's Freshers' Week, which had encompassed over thirty events, and the appointment of a new Executive Manager, Alison Burke, in September 2023.

Other activities included a full review of GSASA's policy and procedural arrangements, and the on-going development of a new Campaigns Committee. The Board was also provided with a brief update in regard to the re-opening of the Vic Café and Bar, noting that a number of events had recently taken place in the Assembly Building, and would continue to do so throughout the academic year. There followed a brief discussion, during which members reflected upon the mechanisms in place at GSA to alleviate student poverty, including the work of the GSASA Funding Committee and the provision of support to students in securing graduate opportunities.

The Chair welcomed the report and encouraged members to visit the GSA Students' Association.

## **2324.11 OCCUPATIONAL HEALTH AND SAFETY REPORTING**

The Director of Estates and Infrastructure presented an overview of Papers 2.5.1 and 2.5.2.

### **.1 Occupational Health and Safety Report 2022/23** [Paper 2.5.1]

The Board **approved** the Occupational Health and Safety Annual Report, which covered the period from 1 October 2022 to 30 September 2023, and provided a summary of the progress made against the 2022/23 Annual Plan.

It was noted that the School had appointed a specialist structural engineer to undertake surveys of all GSA buildings in order to determine whether reinforced autoclaved aerated concrete (RAAC) was present. No evidence of RAAC had been found to date. It was further noted that the School had identified areas on the Garnethill estate which would be surveyed for radon gas under the Health and Safety Executive's criteria. While there was a very low risk (less than 1% chance of buildings being affected), the School's Health and Safety Team had nevertheless arranged to hire monitors from the UK Health Security Agency, noting that the surveys had commenced in September 2023 and would take three months to complete. Once the results were received, a report would be presented to the next available meeting of GSA's Occupational Health and Safety Management Committee.

### **.2 Occupational Health and Safety Plan 2023/24** [Paper 2.5.2]

The Board **approved** the Occupational Health and Safety Plan for the period 1 October 2023 to 30 September 2024.

## **2324.12 REPORT FROM THE SECRETARY AND REGISTRAR** [Paper 2.6]

The Board noted the updates provided in Paper 2.6, in respect of current corporate governance activities. Key items in the report were highlighted by the Secretary and Registrar, which included the current Board recruitment exercise, the external review of the Board of Governors, recent Board-level changes, this year's Register of Interests exercise, and the Secretary and Registrar's appointment as Company Secretary with Companies House. The Board noted the pertinent points therein.

The Secretary and Registrar reported that a revised version of the *Scottish Code of Good HE Governance* had been published earlier this year, which contained minor revisions in light of legislative changes, including the Gender Representation on Public Boards (Scotland) Act 2018, and the Higher Education Governance (Scotland) Act 2016 Act (which came fully into force on 30

December 2020).

Note the student complaint was upheld.

The Board of Governors **approved** the following:

- *Statement of Corporate Governance 2023/24.*
- *Board Committee Remits, Memberships and Procedures for 2023/24.*

As part of GSA's approach to corporate governance, the Board of Governors received annual guidance from GSA's solicitors regarding Directors' Duties and Charity Trustees' Duties applicable to Governors. Members **noted** the guidance, which had been reviewed and updated by GSA's solicitors in August 2023.

### **2324.13 RISK MANAGEMENT**

#### **.1 GSA Institutional Risk Register [Paper 2.7.1]**

The Board **noted** the Institutional Risk Register set out in paper 2.7.1, which had been approved at the Audit and Risk Committee on 18 September 2023.

### **2324.14 REPORT FROM THE DIRECTOR OF FINANCE [Paper 2.8]**

[REDACTED]

The Director of Finance also reported that the School had engaged in constructive talks with the Scottish Funding Council in relation to the presentation of GSA's case to the Scottish government for the early release of post-fire recovery funding of £5m, the latter having originally been awarded to the GSA Development Fund by the UK government in 2014.

It was noted that GSoFA Singapore Pte Ltd had entered liquidation on 1 September 2023. The School was currently working in partnership with business partners to prepare the final management accounts to 31 August 2023 in order to facilitate the submission of tax returns for the Year of Assessment 2023, and prospectively, for 2024, minimising the risk of a tax assessment issue delaying the liquidation.

### **2324.15 MANAGEMENT ACCOUNTS TO 30 JUNE 2023 [Paper 2.8.1]**

The Board noted the management accounts for the year to 30 June 2023. [REDACTED]

### **2324.16 REPORT FROM THE DIRECTOR OF ESTATES AND INFRASTRUCTURE [Paper 2.9]**

The Board noted the updates provided in Paper 2.9. The Director of Estates and Infrastructure provided a brief update on the following:

- .1 The Mackintosh Project had progressed to Phase 2A++. It was noted that the building was

currently drying out under the installed wrap and that the structure was showing signs of the benefit of this.

- .2 Progress had been made with regards to the collation of traditional skills trade organisations and heritage organisations - an exercise which stemmed from the School's ambition to build on the restoration work undertaken following the 2014 fire, which had yielded significant craft skills and had been used to restore the Mackintosh Building. The School planned to augment that work and explore the possibility of creating apprenticeships in the areas of heritage and craft skills.
- .3 It was noted that the Stow Café and Exhibition space had opened on 16 September 2023.
- .4 The School of Fine Art had decanted from the fifth floor of the Stow Building to 200 Renfield Street for the academic year 2023/24 in order to facilitate the works. The Estates team were working with the School of Fine Art regarding their return to the Stow Building in 2024.
- .5 Open Studio has been re-located to 6 Rose Street (first floor) under a three-year building lease.
- .6 Glasgow City Council's *Vision and Plan for the Golden Z* report had been published in August 2023. It was noted that the School's aspiration for visible connection with Sauchiehall Street at the ABC/Jumpin Jaks site – as outlined in GSA's Estates Strategy – was now supported by the *Vision and Plan*, which identified this site as holding repurposing opportunities for meaningful transformation.
- .7 The Director of Estates and Infrastructure reported that she would provide an update on the School's *Environmental and Social Justice Framework* at the December meeting of the Board.

[Action: **Director of Estates and Infrastructure**]

## **2324.17 COMMITTEE REPORTS AND ITEMS FOR APPROVAL/ENDORSEMENT [Paper 4.1]**

The Board **noted** the minutes of the recent cycle of Board committees and the following items for approval/endorsement therein:

### **.1 Audit and Risk Committee, 18 September 2023**

The Board **approved** for publication on the GSA website the proposed Modern Slavery and Human Trafficking Statement, which outlined the steps taken by GSA to ensure that slavery and human trafficking were not taking place in any of its supply chains, or in any other part of its own business, and that this was consistent with the obligation arising from the Modern Slavery Act 2015 Sect 54(1).

### **.2 Business and Estates Committee, 26 September 2023**

The Board **noted** the minutes of the Business and Estates Committee meeting held on 26 September 2023.

### **.3 Health and Safety Committee, 20 September 2023**

The Board **approved** the following:

- *Occupational Health and Safety Policy*
- *Occupational Health and Safety Policy Arrangements*



- *Fire Safety Policy*
- *Fire Safety Arrangements*

#### **.4 Human Resources Committee, 19 September 2023**

The Board **noted** the minutes of the Human Resources Committee meeting held on 19 September 2023.

#### **.5 Museum and Archive Committee, 14 September 2023**

The Board **approved** the following:

- *Archives and Collections Access Policy*

#### **.6 Nominations Committee (held by correspondence)**

The Board **endorsed** the appointment of Ms Kristen Bennie as interim Board Intermediary for the period 1 September 2023 to 31 August 2024.

#### **.7 Remuneration Committee, 30 August and 4 October 2023**

The Board **noted** the following:

- *Remuneration Committee Annual Report to the Board*

### **2324.18 ITEMS APPROVED BY CHAIR'S ACTION**

#### **.1 Annual Report to the SFC on Institution-Led Review** [Paper 5.1]

The Board **endorsed** the Annual Report to the SFC on Institution-Led Review.

### **2324.19 STRATEGIC ITEM**

#### **.1 Development Strategy** [Paper 6.1]

The Board welcomed the Director of Development<sup>1</sup>, who presented an overview of the Development Strategy 2023-27, noting that the objectives detailed in the paper not only aligned with the School's values, but also reflected a considered response to the philanthropic opportunities, priorities and ambitions of the institution. It was further noted that the Strategy represented the culmination of a comprehensive process of stakeholder engagement and analysis undertaken by the Development team in order to review the external funding landscape, as well as GSA's experience since 2010 when the previous Development Strategy (2010-16) had been approved by the Board. Having synthesized the information from the stakeholder engagement process, the team had devised the following four pillars, which had been cross-referenced against GSA's strategic objectives, and which underpinned the Development Strategy 2023-27:

##### **.1 Capital Campaign**

A phased Capital Campaign to support the ambitions of the GSA Estates Strategy and the development of the physical and digital campuses.

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<sup>1</sup> The Director of Development was joined by Dr Sarah Smith (GSA Development Manager), and Mr Santini Basra (Director, Studio Andthen).

*.2 Scholarships and Bursaries*

Ongoing campaigns to enhance student experience, recruitment and diversity via funded scholarships and bursaries.

*.3 Archives, Collections and Exhibitions*

A campaign to strengthen funding to support the care of GSA's Archive and Collection, which was designed to improve cataloguing, enhance physical and intellectual access, and amplify its impact through exhibitions and publications.

*.4 Projects and Partnerships*

A range of diverse projects and partnerships for philanthropic or commercial support, which would emphasise widening access, community engagement, and academic or student-led initiatives.

In order to enact the new Development Strategy, and the anticipated uplift in activity and supporter engagement, the Director and the Director of Development had reviewed the size and composition of the Development Team, which had led them to identify the following baseline requirement, which they viewed as essential to delivering the next phase of Development activity as planned:

- (i) Director of Development
- (ii) Head of Development
- (iii) Development Officer (Trusts and Foundations)
- (iv) Development Administrator (Database and Finance)
- (v) Development Officer (Fundraising and Regular Giving)

The Chair clarified that, in approving the Development Strategy, the Board of Governors were also approving expenditure, and that to implement the Strategy as proposed would require investment in enhanced management and operational capacity, as well as the provision of an annual operational budget. [REDACTED]

The Board **approved** the Development Strategy in principle, subject to further review by the Senior Leadership Group with regards to the affordability of the additional financial expenditure, noting that a phased approach may be required in relation to the latter. A further update would be provided to the December meeting of the Board.

[Action: **Director of Finance**]

The Board warmly thanked Alan Horn and his team for all their efforts to date.

**2324.20 RESERVED BUSINESS**

There was no reserved business.

**2324.21 ANY OTHER BUSINESS**

At the request of the Board, the Director of Development provided a brief update on progress related to GSA's Mackintosh OCIP insurance claim.

**2324.22 FUTURE MEETINGS OF THE BOARD**

- Tuesday 12 December 2023, 11.00am.

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

**2324.23 FORTHCOMING GSA EVENTS** [Paper 11]

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

**Corporate Governance Office**  
**October 2023**