

THE GLASGOW SCHOOL OF ART

BOARD OF GOVERNORS MEETING: 27 MARCH 2023

Governors attending in person:

Ms Ann Priest (Chair), Ms Kristen Bennie, Professor Graham Caie, Mr Thomas Greenough, Dr Marty Herbert (for items 2223.33–2223.44), Ms Josephine Ko, Dr Kate Lampitt Adey, Dr Simon Learoyd, Mr Habib Motani, Professor Penny Macbeth, Mr Digger Nutter, Mr Rory O’Neill, Mr Harry Rich, Mr Graham Sharp, Mr Andrew Sutherland, Professor Anne Trefethen.

Governors attending via video-conference:

Mr James Sanderson.

GSA Attendees:

Mrs Eleanor Magennis (for items 2223.33–2223.43), Professor Irene McAra-McWilliam, Ms Morag McElhinney (for item 2223.46.1), Mr Andrew Menzies (for item 2223.33 – 2223.46), Mr Scott Parsons (for items 2223.33- 2223.43).

Governance Office: Mr Stephen Marshall, Ms Edna Docherty, Ms Pauline Eadie, Mr John Leabody.

PRELIMINARY BUSINESS

2223.33 WELCOME AND APOLOGIES

The Chair welcomed members to the meeting. Apologies were noted from Ms Kathy Molloy and Mr Tsz Wu.

It was noted that Ms Marianne McInnes had demitted as Staff Governor on 26 January 2023. On behalf of the Board, the Chair extended her thanks to Marianne for her positive and supportive contribution to the work of the Board and wished her well for the future.

2223.34 DECLARATIONS OF INTEREST

The following professional relationships were noted for the record: GSASA and QAA Scotland (Mr O’Neill), Graven (Dr Herbert and Mr Sutherland), Page\Park (Mr Sutherland).

2223.35 MINUTES FROM THE MEETING OF 12 DECEMBER 2022 [Paper 1.3]

The minutes from the meeting of 12 December 2022 were **approved**.

2223.36 BOARD ACTION POINTS [Paper 1.4]

The Board noted the updates contained in Paper 1.4.

2223.37 REPORT FROM THE CHAIR

.1 Meetings

The Chair reported that she continued to meet with the Director and the Interim Secretary to the Board on a regular basis, and that she had also attended the recent cycle of Board Committee meetings. It was further noted that the Chair had scheduled individual meetings with governors as part of the annual Governor Contribution Exercise.

.2 Committee of Scottish Chairs

The Chair reported that she had recently attended a meeting of the Committee of Scottish Chairs, where the final draft of the Scottish Code of Good HE Governance 2022 had been approved. Key issues considered at the meeting had included: HE funding; Purpose and Principles in relation to schools/colleges; and the outcome of the Independent Skills Review. The Chair also reported that she had been appointed Vice Chair of the Committee of Scottish Chairs on a short-term basis.

.3 Scottish Funding Council

The Chair reported that the SFC had confirmed that the outcome of discussions regarding funded places would be announced on 23 March 2023. Higher Education institutions were also encouraged to engage with the SFC in order to gain insight into how the sector could influence the Scottish Government in relation to its ability to contribute to economic wellbeing.

.4 Celebration of Scottish Culture - Reception

It was noted that the Chair, alongside the Director, had attended a reception hosted by the Prime Minister at Downing Street on 25 January to celebrate Scottish culture.

2223.38 REPORT FROM THE DIRECTOR [Paper 2.2]

The Board noted the update provided in Paper 2.2. The Director highlighted key aspects, which included an update on progress made in relation to the Strategic Plan; the measures which had been put in place to address the cost of living crisis; collective pay negotiations and industrial action; financial planning and sustainability, including attendance at a PricewaterhouseCoopers (PwC) workshop; the improved student experience survey results and staff and student success. The Board welcomed that, in February 2023, GSA had implemented the real living wage for GSA staff who earned less than the real living wage annual salary, and noted that further work was underway in regard to GSA becoming a living wage accredited employer.

It was noted that the School had met with each of the architect-led design teams following the identification of a technical error in the scoring matrix used in the original Mackintosh procurement process which had led to the process being closed. The meetings had provided helpful feedback on the process which would be reflected upon when re-designing the new procurement process.

The Director reported that the GSA had been successful in a joint funding bid with Lviv National Academy of Arts (LNAA) in respect of the conservation of archives in Ukraine as part of the Universities UK (UUK) UK-Ukraine Twinning Initiative.

The Director also highlighted recent staff and student successes, and it was noted that the Incorporation of Goldsmiths' City of Edinburgh 2022 Outstanding Student Award went to Caius Bearder (Silversmithing and Jewellery 2021), current artist in residence at GSA. The Director undertook to provide members with the web-link to this ceremony.

[Action: **Director**]

Members noted that the free breakfast initiative would be reviewed following its conclusion at the end of the current academic semester.

2223.39 REPORT FROM THE PRESIDENT OF GSA'S STUDENTS' ASSOCIATION [Paper 2.3]

The President of the Students' Association highlighted GSASA's recent events and activities.

It was noted that nominations for this year's GSA student-led Teaching Awards had now opened. The Teaching Awards were a collaborative initiative between GSASA and GSA designed to recognise and highlight the work of staff and students in the sphere of Learning, Teaching and Student Experience.

The GSASA had initiated a Student Partnership Project Fund designed to support project work across the institution in each of the key areas of the Student Partnership Agreement, namely: Sustainable Creative Practice, Post-Pandemic Studio Practice, and The Equitable Art School.

With regards to the annual student representative elections, the GSASA had decided to remove the term 'Events Convenor' from all role descriptions. It was noted that the revised remits would focus more on student activity and welfare, as well as governance responsibilities and key relationships.

2223.40 REPORT FROM THE DIRECTOR OF FINANCE [Paper 2.4]

The Board noted the update provided in Paper 2.4. The Director of Finance drew attention to the updates on insurance arrangements and progress made in relation to the closure of GSA Singapore Pte Ltd. [REDACTED]

In terms of the draft 2023-24 Scottish Government Budget, it was noted that the overall university funding package would increase by a total of 1.11% in cash terms in the aggregate of SFC resource and capital. The SFC would announce the funding allocation for session 2023-24 towards the end of March 2023.

The Director of Finance also highlighted the SFC's recent announcement on the funding allocation for the provision of mental health counsellors for the remainder of session 2022-23, in which the SFC had made clear that this would be the final year of a four-year commitment. It was noted that GSA would explore the implications of this funding loss as it worked on the construction of future budgets over the coming weeks.

The Board noted that, following the conclusion of sector-wide national pay negotiations, GSA had implemented the 2023-24 pay award in March 2023, which would see an uplift of between 5% and 8% for all staff based on salary spine points as detailed in the paper. In order to address cost-of-living pressures at an early juncture, GSA had implemented the pay award in March, backdated to 1 February 2023. It was also confirmed that the 2023-24 pay award would increase on a *pro rata* basis for part-time staff.

The Director of Finance confirmed that the annual accounts had been authorised by the External Auditors on 18 January 2023 and thereafter published on the GSA website, submitted to the Scottish Funding Council, and lodged with both Companies House and Office of the Scottish Charities Regulator.

It was noted that GSA would work with its new investment manager, abrdn, on a forthcoming Listening Stream exercise designed to obtain the views of stakeholders – including staff,

governors and students – which would ultimately inform the evolution of GSA’s Investment Policy Statement.

2223.41 REPORT FROM THE DIRECTOR OF ESTATES [Paper 2.5]

The Director of Estates provided the Board with an overview of the current position on developments within the GSA estate and progress made since the previous meeting.

.1 Mackintosh Building Reinstatement

Phase 2A works (the initial clearance and stabilisation phase), had now been completed and the next stage of the project (Phase 2A+ Enabling Works) had commenced, which would see the installation of a temporary roof to allow the building to dry out and work undertaken to reinstate the internal structure. This would then enable Phase 2a++ to commence which would involve further internal work to be undertaken in advance of commencement of Phase 2B when funding permits.

[REDACTED]

.3 Stow Project

Work was ongoing in regard to the Stow Project, funded through loan funding provided by the Scottish Funding Council. It was reported that this project was split into two projects: Contract 1, in respect of Annex Redevelopment, which would provide a café/exhibition space; and Contract 2, in respect of the main works relating to the replacement of the 5th floor, removal of the galbestos and replacement with improved insulation cladding. It was anticipated that work would complete in the second quarter of 2024.

[REDACTED]

.5 Asset Disposal: Richmond and JD Kelly Buildings

Further to the marketing of the JD Kelly and Richmond buildings by Avison Young in early January 2023, twenty-four expressions of interest had been received to date, with a closing date of 24 March 2023 established for sale. The School continued to keep the Scottish Funding Council apprised of progress.

.6 McLellan Galleries

GSA had engaged its legal advisers to draft a formal Renunciation letter to Glasgow City Council (GCC), clarifying that the Licence was coming to an end on a fixed date with no ongoing obligations by either party. It was noted that the McLellan Galleries had ceased to be occupied by GSA staff and students on 3 February 2023.

.7 Altyre Campus, Forres

The year-on-year expansion of student numbers at Altyre had led GSA to commission Savills Property Surveyors to ascertain and review accommodation possibilities for this expansion to

Confirmed by the Chair

support a five-year Business Case for growth. Savills had produced a detailed report on the available options to address the two identified requirements of academic and student accommodation to meet the growth plan. This report had been reviewed by the Deputy Director Research and Innovation, Head of the School of Innovation, Operations Director at Altyre and the Senior Estates team. The action resulting from this was to further develop the options applying a high-level SWOT analysis to examine the financial implications along with the timeline for delivery. The outcome of this assessment would run in parallel with the development of the business case being led by the Deputy Director Research and Innovation.



Noting that it would be useful for Board members to visit the Altyre Campus at an appropriate time next session, the Deputy Director Research and Innovation would provide members with a note of potential dates in this regard.

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

2223.42 REPORT FROM THE INTERIM SECRETARY TO THE BOARD [Paper 2.6]

The Board welcomed and noted the updates provided in Paper 2.6, in respect of current corporate governance activities. Key items in the report were highlighted by the Interim Secretary to the Board which included updates with regard to the forthcoming Independent Governor Recruitment Exercise, the Annual Internal Review of the Board of Governors, the Five-Yearly External Review of the Board of Governors and other Corporate Governance Developments. It was noted that the Board and Board Committee Schedule for 2023-24 was currently under development and would be circulated to members in due course.

2223.43 GSA INSTITUTIONAL RISK REGISTER [Paper 2.7]

The Board noted the most recent iteration of the Institutional Risk Register, set out in Paper 2.7, which had been approved by the Audit and Risk Committee on 27 February 2023.

It was noted that, following feedback received via this year's Audit and Risk Committee Effectiveness Survey, the risk appetite in the Risk Framework had been highlighted to ensure that GSA's residual risk target aligned its approach to risk as both an opportunity and a threat.

The Board noted that two new risks had been added in relation to Mackintosh Procurement and Philanthropic Development, and that the Risk Register now included a column detailing the Indicative Target Date for each risk.

2223.44 GSA EQUALITY OUTCOMES PROGRESS AND MAINSTREAMING REPORT, APRIL 2023 [Paper 3.1]

The Head of Student Support and Development provided an overview of GSA's Equality Outcome Progress and Mainstreaming Report for the period 30 April 2021 - 30 April 2023. It was noted that an additional section had been included in the report in response to the new National Equality Outcomes published by the Scottish Funding Council and Equality Human Rights Commission (EHRC) in January 2023.

Members reflected upon GSA's duty of care and the challenges facing the HE sector in implementing the relevant safeguarding processes. It was also noted that work was ongoing with regards to Digital Accessibility, and the development of both the Recruitment and International

Strategies in regard to equality issues.

The Committee welcomed the report and acknowledged the considerable work involved. It was proposed that future reports include an executive summary highlighting the key points and progress made with regards to achieving GSA's equality outcomes and mainstreaming equality across the various functions of the School.

The Board **approved** the GSA Equality Outcomes Progress and Mainstreaming Report.

2223.45 COMMITTEE REPORTS AND ITEMS FOR APPROVAL/RATIFICATION [Paper 5]

The Board noted the minutes of the recent cycle of Board committees and **approved** the following recommendations:

Audit and Risk Committee, 27 February 2023 and 14 March 2023:

- *Audit and Risk Committee Annual Report to the Board of Governors*
- *Appointment of BDO as Internal Auditor by way of direct award from the APUC Audit Framework*

Business and Estates Committee, 27 February 2023 and 6 March 2023:

- *Draft Board Minute Extract – Authorisation of abrdn Investment Management Signatories*

Nominations Committee, 10 March 2023:

Approved:

- *Guidelines on the Criteria for Appointment and Renewal of Independent Governors*
- *Board of Governors Equality and Diversity Statement*

Ratified:

- *Nominations and Appointment of Independent Governors – Recommendations*

Health and Safety Committee, 1 March 2023:

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

Human Resources Committee, 1 March 2023:

- *GSA Equality Outcomes Progress and Mainstreaming Report 2023 (see 2223.44)*
- *GSA People Strategy (see 2223.46.1)*

Remuneration Committee, 2 March 2023:

- *Remuneration Committee Framework*

2223.46 STRATEGIC ITEMS

.1 People Strategy [Paper 6.1]

The Director of Human Resources provided an overview of the People Strategy to the Board of Governors, with the discussion focused primarily on the delivery of the Strategy. The ambition behind the Strategy was to instil a culture of shared ownership and understanding across the institution, and the Director of Human Resources encouraged governors to contribute by sharing relevant experience from their own fields of expertise.

Members noted that the People Strategy was founded on the following eight pillars:

- Ethical Leadership across the GSA
- A Career Framework
- Workforce Planning
- Nurturing Talent and Capability
- Employee Experience
- Pay and Reward
- New Ways of Working
- HR Function: Efficient, Enabling and Trusted

The actions which underpinned each pillar were explored in more detail. Members noted that the first year of the People Strategy would focus on building the foundations that would help embed ethical leadership and consolidate robust people practices, policy, workflows and data. Thereafter, the focus would be on the development and implementation of people interventions including the career framework, leadership development, and workforce planning.

The Chair thanked the Director of Human Resources for her informative presentation. Noting the ambition to develop and implement annual awards for staff, nominated by colleagues, the Chair indicated that the Board would be happy to attend and provide support as required.

Members **approved** the People Strategy and commended the Director of Human Resources on the work undertaken to date.

.2 Research Strategy

The Deputy Director Research and Innovation provided an update on GSA's Research Strategy, highlighting its key aims of creating place-based partnerships, achieving long-term regional assets, and increasing research intensity. Members also noted current initiatives at the Highland Campus, including a Health and Wellbeing initiative for staff and students in collaboration with Moray Leisure Centre, and *Sheilin-Bough*, a collaborative project between GSA and the University of Lapland which aimed to develop inter-cultural understanding of the key issues facing inhabitants in the Arctic and the north.

It was noted that the owners of the Altyre Estate had offered to become a test-bed for GSA's research activity, for example in relation to regenerative farming, which had the potential to provide the GSA Highland Campus with a unique selling point. It was further noted that initial discussions on future projects were also underway with Creative Economy, South of Scotland Enterprise, and Dumfries and Galloway College.

Members reflected on the importance of developing a research culture in regard to the next Research Excellence Framework exercise.

With regards to the involvement of industry in the development of the new School, Ms Bennie, Vice Chair of the Board, undertook to liaise with the Deputy Director of Research and Innovation to explore further opportunities in this regard.

The Chair thanked the Deputy Director Research and Innovation for her informative presentation.
[Action: **Vice Chair of the Board/Deputy Director of Research and Innovation**]

The Deputy Director undertook to share her presentation with members of the Board.
[Action: **Deputy Director Research and Innovation**]

[The Chair of the Board and members of the Senior Leadership Group were not in attendance for the following discussion.]

The Board Intermediary confirmed that all governors had been invited to participate in the annual review of the Chair's effectiveness exercise, and that she had ultimately engaged with thirteen members of the Board during March 2023. In the course of the discussions, it was noted that the Chair had only been in post since June 2022 and therefore any points raised in the course of these meetings had been considered within that context.

The Board Intermediary shared some of the key aspects that had been raised during these discussions, highlighting that many members had expressed their appreciation to the Chair for the stability her appointment had brought, as well as her vision, and in particular her focus on inclusivity and diversity, strategy and criticality.

The Board Intermediary confirmed that detailed feedback from her conversations with Board members would be provided to the Chair, and that a copy of the summary report would be lodged with GSA's Interim Secretary to the Board.

2223.48 RESERVED BUSINESS

There was no reserved business.

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

2223.49 ANY OTHER BUSINESS

The President of the GSA Student Association reported that this would be his last meeting of the Board. On behalf of the Board, the Chair thanked the President for his considerable input to both the Board and improving the GSA Student Experience, and wished him well for the future.

2223.50 FUTURE MEETING OF THE BOARD

- Thursday 15 June 2023, 11.00am.

**Corporate Governance Office
March 2023**