

THE GLASGOW SCHOOL OF ART

BOARD OF GOVERNORS MEETING: 26 MARCH 2024

Governors: Ms Ann Priest (Chair), Ms Kristen Bennie, Ms Alicia Bickerstaff [until item 2324.50], Professor Graham Caie, Ms Jackie Coyle Dow, Mr Thomas Greenough, Professor Stephen Hodder, Mr Craig Laurie, Dr Simon Learoyd, Professor Penny Macbeth, Mr Digger Nutter, Professor Adrienne Scullion, Dr Graham Sharp, Mr Andrew Sutherland and Mx Ted Tinkler.

Governors attending via video-conference:

Professor Andrea Siodmok, Professor Anne Trefethen, Mr Tsz Wu.

GSA Attendees: Ms Rachel Dickson, Ms Julie Grant (for item 2324.65.4), Ms Eleanor Magennis, Ms Morag McElhinney (for item 2324.65.4), Mr Andrew Menzies, Mr Scott Parsons and Ms Emma Williams.

Governance Office: Ms Pauline Eadie and Ms Kirsteen Faulds.

2324.48 WELCOME AND APOLOGIES

The Chair welcomed members and attendees to the meeting.

Apologies were noted from Professor Irene McAra-McWilliam, Mr Habib Motani, Mr Harry Rich and Mr James Sanderson.

2324.49 DECLARATIONS OF INTEREST

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

2324.50 MINUTES FROM THE MEETING OF 12 DECEMBER 2023 [Paper BOG2324-MAR-001]

The minutes from the meeting of 12 December 2023 were **approved** subject to clarification of one matter. Following representations from the Student Governors, it was agreed that the terms of sections 2324.30 and 2324.35 of the minutes would be revisited to ensure that they accurately reflected the discussions at the December 2023 meeting in respect of the Middle East Crisis Response.

The Secretary and Registrar agreed:

- to re-visit these sections of the minutes in conjunction with the Student Governors;
- to consider the issue of active decision making and consent at meetings, particularly where contentious matters were under discussion;
- to reflect on the continued use of oral reports at meetings given that written reports provided members with the best opportunity of advance consideration.

[Action: **Secretary and Registrar**]

2324.51 BOARD ACTION POINTS [Paper BOG2324-MAR-002]

The Board **noted** the updates set out in the Board Action Points. Governors also noted that the Institutional Risk Register would be considered in conjunction with the development of the GSA Board Assurance Framework.

2324.52 GOVERNANCE EFFECTIVENESS REVIEW: GOOD GOVERNANCE INSTITUTE REPORT AND RECOMMENDATIONS – NEXT STEPS [Paper BOG2324-MAR-003]

The Board **approved** the minutes from the Extraordinary Meeting of the Board of Governors on 19 March 2024 which had been held to discuss the Good Governance Institute Governance Effectiveness Review final report and recommendations.

2324.53 REPORT FROM THE CHAIR

The Chair reported that the outline findings of the Good Governance Institute Governance Effectiveness Review had been shared with the Scottish Funding Council who were supportive of the approach adopted and thanks were extended to members for their contributions to this important and valuable exercise.

Members noted that the minutes and notes from the Board Away Day and evening event held in February 2024 would be circulated shortly and members were invited to suggest suitable topics and areas for discussion at future meetings. The Board was directed to the helpful feedback which had been obtained following the event as detailed in Paper BOG2324-MAR-004 and any further feedback would be welcomed.

The Chair expressed her hope that the agenda item on financial sustainability and the funding environment, to be considered later in the meeting, would provide an opportunity for useful discussion in the current economic and political environment.

The Chair reported that she had recently attended a number of useful meetings and sessions which included:

- A meeting of the Scottish Chairs of Nominations Committees which involved discussion on diversity, the challenges of recruitment, unconscious bias, Board apprentice schemes, succession planning at Board and senior leadership group level and Committee terms of reference.
- An Advance HE: Leading the Board session which included discussion of the key risks facing higher education. The slides from the session would be circulated.

[Action: **Chair of the Board**]

Regular meetings continued with the Director and Secretary and Registrar, with the focus of late being on the Governance Effectiveness Review and internal school matters. A number of external meetings had also taken place with various parties, which included the Good Governance Institute, Korn Ferry, the Scottish Funding Council and CMS.

The Chair encouraged review of the Higher Education Policy Institute (HEPI) and Advance HE reporting which would help provide useful context for members.

2324.54 REPORT FROM THE DIRECTOR [Paper BOG2324-MAR-005]

The Director highlighted key matters within her Report which was **noted** by members.

2324.55 GSA ANNUAL IMPLEMENTATION PLAN 2023-2024 MID-YEAR PROGRESS REPORT [Paper BOG2324-MAR-006]

The Director of Strategy and Marketing presented the mid-year Progress Report on the GSA Annual Implementation Plan 2023-24. Members welcomed this update and noted the progress as detailed in the Report.

Members advised that they would benefit from the report being slightly more nuanced to allow them to understand the 'degree' of progression specified and the identification of any matters which may be at risk of not progressing. It was agreed that the Report would be shared with the Good Governance Institute, as part of their ongoing Assurance Audit work, to support the GSA in considering the most suitable method of presenting the information to the Board to provide the correct level of assurance.

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

2324.56 REPORT FROM THE DEPUTY DIRECTOR ACADEMIC [Paper BOG2324-MAR-007]

The Board **noted** the terms of the paper from the Deputy Director Academic which provided updates in respect of the GSA Portfolio Review, the Common Academic Framework and QESR: Quality Enhancement and Standards Review.

.1 GSA Portfolio Review

The Deputy Director Academic reported that SUMS UK, the external consultants appointed to undertake the GSA Portfolio Review, had very recently issued their report, the main findings of which were outlined to members. It was noted that these highlighted several opportunities to strengthen the existing offer and support growth. Members looked forward to a further update once the report had been more fully digested and to being kept informed of developments.

.2 Common Academic Framework

An update was provided which highlighted the significant progress which had been made in respect of the Common Academic Framework with thanks extended to all involved and to the Academic Quality Office for their excellent management of the process.

.3 QESR: Quality Enhancement and Standards Review

An update was provided to members who noted that the GSA's QESR would take place on 10 June 2024. It was reported that planning was underway and on track and thanks were extended to Jill Brown, Senior Policy Officer in the Academic Quality Office and to Mark Charters, the Head of Learning and Teaching, who have been the key GSA contacts for this process.

Special thanks were also extended to Caroline Turnbull from QAA Scotland for her constructive and critical support.

[**Secretary's Note:** The slide presentation utilised by the Deputy Director Academic in her update had been shared with members following the meeting.]

2324.57 REPORT FROM THE PRESIDENT OF THE STUDENTS' ASSOCIATION [Paper BOG2324-MAR-008]

The Report from the President of the Students' Association was **noted** by members who welcomed the update on current activities and future plans.

The Student President reported on an increase in the number of students who had approached the Students' Association in respect of issues around disability support. It was agreed that further information in this regard would be provided to the Director.

[Action: **President of the Students' Association**]

The Student President also reported that they were preparing a paper on divestment which they would be happy to share in connection with the current review of the GSA Investment Policy.

2324.58 GSA INSTITUTIONAL RISK REGISTER 2023/24 - QUARTERLY REVIEW [Paper BOG2324-MAR-009]

Members considered and **noted** the most recent iteration of the Institutional Risk Register.

The Chair highlighted the comments in the Audit and Risk Committee minutes from 26 February 2024 in respect of the high risk of ransomware to the Higher Education sector and the recommendation that more explicit consideration be given to the risks and mitigations surrounding Cyber Security. The Director of Strategy and Marketing undertook to liaise with the Director of IT and the Director of Estates and Infrastructure in this regard.

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

It was also agreed that future versions of the applicable Board coversheet would reflect the deliberations of the various committees who had considered the Institutional Risk Register during the applicable Board cycle.

[Action: **Secretary and Registrar**]

2324.59 MACKINTOSH REINSTATEMENT: STRATEGIC OUTLINE BUSINESS CASE ADDENDUM [Paper BOG2324-MAR-010]

The Director of Estates and Infrastructure presented a paper which outlined the proposed plan for developing the addendum to the approved 2021 Strategic Outline Business Case. After discussion and, on the recommendation of the Business and Estates Committee, members **approved**:

- The scope for the addendum to the 2021 approved Strategic Outline Business Case.

- The overall approach to carry out the work.
- The indicative fees required to deliver the required output, estimated ██████████

The Director of Estates and Infrastructure agreed to ensure that the 'academic need' was encapsulated clearly in the critical success factors detailed in the paper.

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

2324.60 **REPORT FROM THE DIRECTOR OF ESTATES AND INFRASTRUCTURE** [Paper BOG2324-MAR-011]

Members **noted** the Report from the Director of Estates and Infrastructure and **approved** the suggested course of action detailed therein in respect of the Knockomie House Student Accommodation in Forres. Members noted that a full paper would be presented to the May 2024 meeting of the Business and Estates Committee and the June 2024 Board of Governors' meeting in this regard.

The possibility of re-opening the footpath in front of the Reid Building was raised alongside consideration of an 'open doors' day type event to celebrate the recent completion of the work at the Stow and Reid Buildings. The Director of Estates and Infrastructure agreed to consider these suggestions at an appropriate point subject to health and safety considerations.

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

2324.61 **REPORT FROM THE DIRECTOR OF FINANCE** [BOG2324-MAR-012]

The Director of Finance highlighted key matters within his Report which was **noted** by members.

2324.62 **INTERNATIONALISATION STRATEGY 2024 -2028** [Paper BOG2324-MAR-013]

Members welcomed the Internationalisation Strategy 2024-2028 which was presented to the Board for approval by the Director of Strategy and Marketing. It was noted that the current version had been updated to incorporate the feedback provided by members and colleagues following the December 2023 Board.

Members noted that the Internationalisation Strategy would be underpinned and supported by:

- Annual Internationalisation Actions Plans, which would be aligned to the Education and Research Annual Plans. It was agreed that the Action Plans for 2023-24 and 2024-2025 would be shared with members following the meeting.

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

- Regional and Country Group Strategies, which would provide focussed information on targets, approaches and activities being deployed and resources required.

Following discussion, members were pleased to **approve** the Internationalisation Strategy 2024-2028 and thanks were extended to the Director of Strategy and Marketing and Head of International Academic Development for their work in this regard.

Members looked forward to receiving further updates in due course on the Regional and Country Group Strategies and indicated that they would also welcome sight of appropriate KPIs and consideration of the inclusion of reference to digital outreach work.

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

[**Secretary's note:** The slide presentation utilised by the Director of Strategy and Marketing during his presentation had been shared with members following the meeting.]

2324.63 FINANCIAL SUSTAINABILITY DISCUSSION

The Director of Finance facilitated a helpful and informative discussion around financial sustainability utilising the PWC UK Higher Education Financial Sustainability Report dated January 2024, commissioned by Universities UK (UUK), as a basis for the discussion.

Members discussed the financial challenges facing the sector and were invited to consider how best to respond with reference to a number of transformational themes. It was acknowledged that there was no 'silver bullet' available but that transformation from a position of strength would allow institutions to make meaningful changes in a measured and controlled way, thereby mitigating the risks.

Discussions encapsulated many matters which were already under review at the GSA and included consideration of the expansion of international or postgraduate markets; course portfolio review; the leveraging of digital technology to mitigate costs and the embedding of a cost-conscious culture without impacting on quality.

The Chair thanked the Director of Finance for leading the discussion. Members were encouraged to continue to reflect on the matters discussed and to liaise further with the Director of Finance on relevant matters as appropriate.

The Chair also highlighted the recent Policy Note issued by LE London Economics 'Examination of Higher Education Fees and Funding in Scotland' which may be of interest to members.

[**Secretary's note:** the slide presentation utilised by the Director of Finance during the session had been shared with members following the meeting]

2324.64 REPORT FROM THE SECRETARY AND REGISTRAR [Paper BOG2324-MAR-014]

The Secretary and Registrar highlighted the main elements in her Report which was **noted** by members.

Members also noted that the Board of Governors Equality Monitoring Report 2024 would be published on GSA's website by the end of April 2024.

In addition, members **approved** the draft Action Plan in Appendix 1 of the Report which had been prepared in response to the lessons learned and associated recommendations drawn from the complaint investigation.

2324.65 COMMITTEE REPORTS

.1 AUDIT AND RISK COMMITTEE [Paper BOG2324-MAR-15]

The Board **noted** the minutes of the Audit and Risk Committee meeting held on 26 February 2024, and **approved** the following item:

- Revised Financial Regulations. Members noted that following a routine review of the Financial Regulations 2021, the intention to review/benchmark delegated financial authority and procurement thresholds had been established and that the Audit and Risk Committee, at its meeting of 13 November 2023, had agreed proposals for a revised framework for financial authority and procurement thresholds. The revised framework established a change in the threshold at which the Business and Estates Committee's authority would be sought. The GSA had aligned this threshold with the Scottish Government's threshold for Higher Value Regulated Procurement of supplies and services, effective 1 January 2024, which value was updated every two years.

.2 BUSINESS AND ESTATES COMMITTEE [Paper BOG2324-MAR-16]

The Board **noted** the minutes of the Business and Estates Committee meeting held on 4 March 2024. The Chair reported that the section related to the Knockomie House Student Accommodation was erroneous and therefore subject to amendment. It was noted that the Business and Estates Committee had not requested the inclusion of a business case in support of the Knockomie proposal, but rather a contextualised statement that provided an indication of the long-term planning for residential accommodation at Altyre as part of a holistic business case designed to capitalise on these opportunities. It was noted that the revised minutes would be reviewed at the May 2024 meeting of the Business and Estates Committee.

[Action: **Secretary and Registrar**]

The Chair reported that LGT Wealth Management would attend the May 2024 meeting of the Business and Estates Committee to update members on the outcome of the listening exercises held in connection with the review of the GSA's Investment Policy.

Members also **approved** the following items:

- Carbon Reduction Plan 2023-2037
- Storage Agreement for Mackintosh Archive Materials as outlined in the paper from the Director of Estates and Infrastructure dated 26 March 2024.

.3 HEALTH AND SAFETY COMMITTEE [Paper BOG2324-MAR-17]

The Board **noted** the minutes of the Health and Safety Committee meeting held on 28 February 2024 and the Occupational Health and Safety Report for the period 1 October

2023 to 31 January 2024.

.4 HUMAN RESOURCES COMMITTEE [Paper BOG2324-MAR-18]

The Director of Human Resources and the Head of Student Support and Development attended for this item.

The Board **noted** the minutes of the Human Resources Committee meeting held on 27 February 2024 and the Annual Staff Equality Monitoring Report 2023.

Members also **approved** for publication the following item:

- Student Equality Monitoring Report 2022 -2023

The Secretary and Registrar agreed to consider whether in future the Student Equality Monitoring Report should be submitted to the Academic Council.

[Action: **Secretary and Registrar**]

.5 MUSEUM AND ARCHIVE COMMITTEE

The Convenor of the Museum and Archive Committee reported that the minutes from the meeting held on 22 February 2024 would be circulated to the June 2024 meeting of the Board.

.6 NOMINATIONS COMMITTEE [Paper BOG2324-MAR-20]

The Board **noted** the minutes of the Nominations Committee meeting held on 13 March 2024.

Members were also pleased to **approve** the following Independent Governor re-appointments to the Board of Governors and to the respective committees outlined in the paper to the Board dated 26 March 2024:

- Dr Kate Lampitt Adey
- Professor Graham Caie
- Dr Simon Learoyd
- Mr Harry Rich
- Professor Anne Trefethen

.7 REMUNERATION COMMITTEE

The Convenor of the Remuneration Committee reported that the February 2024 meeting of the committee had been rescheduled and would now take place in May 2024. The minutes of that meeting would be presented to the June 2024 Board meeting.

2324.66 ACADEMIC COUNCIL MATTERS [Paper BOG2324-MAR-22]

The Director addressed the undernoted items:

.1 MINUTES OF THE ACADEMIC COUNCIL MEETING 6 DECEMBER 2023

The Board **noted** the minutes from the Academic Council meeting held on 6 December 2023.

.2 MINUTES OF THE ACADEMIC COUNCIL MEETING 6 MARCH 2024

Members **noted** that the minutes from the Academic Council meeting held on 6 March 2024 would be presented to the meeting of the Board to be held on 18 June 2024.

.3 GSA ANNUAL REPORT TO SENATE 2022-23

The Board **noted** the GSA's Annual Report to the Senate of the University of Glasgow on Academic Session 2022-23, which highlighted the extensive and significant work undertaken by the School during this period.

2324.67 RESERVED BUSINESS

There was no reserved business.

2324.68 ANY OTHER BUSINESS

None.

2324.69 FUTURE MEETINGS OF THE BOARD

- Tuesday 18 June 2024 at 10am.

2324.70 FORTHCOMING GSA EVENTS OF INTEREST TO GOVERNORS

[Paper BOG2324-MAR-23]

The Board **noted** the list of forthcoming GSA Events due to take place between March and November 2024.