

## THE GLASGOW SCHOOL OF ART

### BOARD OF GOVERNORS MEETING: 12 DECEMBER 2023

**Governors:** Ms Ann Priest (Chair), Ms Kristen Bennie [until item 2324.37.02], Ms Alicia Bickerstaff, Professor Graham Caie, Mr Thomas Greenough, Professor Stephen Hodder [from item 2324.25], Mr Craig Laurie, Dr Simon Learoyd, Professor Penny Macbeth, Mr Habib Motani [until item 2324.32.04], Mr Digger Nutter, Mr Harry Rich [until item 2324.37.03], Mr James Sanderson, Dr Graham Sharp, Mr Andrew Sutherland, Mx Ted Tinkler, Ms Anne Trefethen [until item 2324.37.03].

**Governors attending via video-conference:** Professor Andrea Siodmok [from item 2324.32.03].

**GSA Attendees:** Ms Rachel Dickson, Mr Andrew Disbury [for item 2324.32.03], Mr Alan Horn [for item 2324.35.02], Ms Eleanor Magennis, Ms Irene McAra-McWilliam, Mr Scott Parsons [for items 2324.24 to 2324.32.04, and also for item 2324.38], Mr Andrew Menzies.

**Governance Office:** Ms Emma Williams, Mr John Leabody, Ms Kirsteen Faulds.

### PRELIMINARY BUSINESS

#### 2324.24 BOARD APPOINTMENTS

It was noted that, following a thorough and transparent process, the Nominations Committee Sub-Group had approved the appointment of the following nominees as Independent Governors:

- Professor Stephen Hodder
- Professor Adrienne Scullion
- Professor Andrea Siodmok

The Board **ratified** the above appointments, noting that approval would be made retrospectively, with effect from 1 December 2023.

#### 2324.25 WELCOME AND APOLOGIES

The Chair welcomed members, in particular the new Independent Governors: Professor Stephen Hodder, Professor Andrea Siodmok, and (*in absentia*) Professor Adrienne Scullion. The Chair also welcomed Mr Craig Laurie, the new Trade Union Governor (Professional Support).

On behalf of the Board, the Chair thanked Ms Kathy Molloy - former Trade Union Governor (Professional Support), who demitted on 30 November 2023 - for her valuable input, engagement and dedication.

Apologies were noted from Ms Jacquie Coyle Dow, Mr Stephen Marshall, Professor Adrienne Scullion, and Mr Tsz Wu.

#### 2324.26 DECLARATIONS OF INTEREST

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

#### **2324.27 MINUTES FROM THE MEETING OF 17 OCTOBER 2023 [Paper 3.1]**

The minutes from the meeting of 17 October 2023 were **approved**, subject to corrections highlighted by the Director in relation to her update to the October meeting of the Board. It was further noted that the Secretary and Registrar had confirmed at the October meeting that the student complaint had been upheld and that this would be reflected in the file copy of the minutes.

#### **2324.28 BOARD ACTION POINTS [Paper 4.1]**

The Board **noted** the updates set out in Paper 4.1.

#### **2324.29 REPORT FROM THE CHAIR**

The Chair extended a warm welcome to new members, thanked them for their willingness to serve on the Board, and looked forward to drawing on their extensive professional experience and knowledge. It was noted that the new Independent Governors would be mentored in the early stages of their tenures. The Chair also extended her sincere gratitude to Ms Kathy Molloy, who had demitted as Trade Union Governor (Professional Support) on 30 November 2023. Finally, the Chair thanked the Director and senior staff for their work during a very busy period as the School strove to transform its creative education.

With regards to the External Review of the Board of Governors, the Chair reported that the Good Governance Institute (GGI) had observed the following meetings:

- Board of Governors, 17 October 2023
- Audit and Risk Committee, 18 September 2023
- Business and Estates Committee, 26 September 2023

The Chair thanked Board members who had made themselves available for interview with the GGI as part of the review process.

The Chair welcomed the update on the School's Internationalisation Strategy, which would be considered under item 2324.38.01. The Chair also welcomed the launch of the 'Phase 0' website, which would see significant improvements to GSA's external website, especially in terms of visualisation and accessibility, noting that Phase '0' was part of the longer-term redevelopment of the School's external digital estate.

The Chair reported that she had attended the following recent Board committee meetings:

- Audit and Risk Committee, 13 November 2023
- Business and Estates Committee, 20 November 2023
- Joint Audit and Risk Committee and Business and Estates Committee, 22 November 2023

The Chair reported that she had met with GSA representatives during her recent visit to Beijing.

#### **2324.30 MIDDLE EAST CRISIS RESPONSE**

It was noted that the Board remained greatly concerned by the conflict in the Middle East. The Director reported that the School had published e-bulletins on 13 and 27 October regarding the conflict, expressing its profound sympathy for those suffering as a result of these tragic events, and signposting resources and support to students and staff. It was further noted that, on 25 October, the GSASA had published an open letter on behalf of a group of GSA students - signed by current students, staff, and alumni - which had called on the Director, the Deputy Director Academic and

the Board to take a public stance in support of Palestine. It was noted that a link to the open letter had been circulated to the Board of Governors on 7 November 2023; an electronic copy of the letter containing the full list of signatories had subsequently been sent to the Director, Deputy Director Academic, and Secretary & Registrar, on 1 December 2023, with an accompanying request that it be forwarded to the Board of Governors: this request was actioned on 4 December 2023.

The Director and the Deputy Director Academic had met with the Student President and Vice President - as had the Chair and the Secretary and Registrar - in order to understand the GSASA's concerns regarding the School's position of institutional neutrality. In response to the GSASA's assertion that silence on the issue of Palestine was not a politically neutral position, the Director and the Deputy Director Academic had conveyed the institution's responsibility to support all communities across GSA, and to relay concerns it had received from students and staff about the content of the open letter.

The Board recognised the complex and upsetting nature of the conflict, which had been reflected in the divergent messages received by the Director and the Student President from students and staff in response to the open letter and the School's position of institutional neutrality, respectively. The Director reiterated that the GSA was a diverse and inclusive community, with a clear commitment to freedom of speech, where debate and discussion was supported, within the limits of the law, and that views and opinions must be expressed with civility and respect.

The Board acknowledged, and confirmed that they were satisfied with, the approach taken by the School on this issue. The Board also recognised the strength of feeling which had been expressed in the open letter and acknowledged the points made by the Student President. It was formally noted that the Student President disagreed with the position taken by the School.

#### **2324.31 BOARD COMMITTEE MEMBERSHIP [Paper 7]**

Further to item 2324.24, the Board was invited to consider the following recommendations which related to the retrospective appointment of the new independent governors to the following Board Committees, with effect from 1 December 2023:

- Professor Adrienne Scullion to serve on the Audit and Risk Committee from session 2023/24.
- Professor Stephen Hodder and Professor Andrea Siodmok to serve on the Business and Estates Committee from session 2023/24.

The Board **ratified** the above recommendations.

#### **2324.32 REPORT FROM THE DIRECTOR**

##### **.1 UPDATE FROM THE DIRECTOR [Paper 8.1]**

The Board welcomed the update from the Director, and noted the following:

- The GSA Winter Graduation, which had taken place on 21 November 2023, had gone very well.
- The School was currently hosting *Early Eardley: Selected Works 1940- 1950* in the Reid Gallery: this was the first modern exhibition of Eardley's early work, featuring life drawings made while she was a GSA student in the 1940s.
- The Director emphasised the complex environment within which all Higher Education Institutions were currently operating, noting that this brought a range of challenging political and economic issues which were reflected in the refreshed Risk Register and

subsequent papers.

- The School was currently undertaking detailed work on the sequencing and refreshed cost profile in relation to the Mackintosh rebuild and the School's insurance position.
- The Director had recently spent time at GSA's Highlands campus, where she had the opportunity to meet the Laird, Sir Alastair Cumming; this was ahead of the detailed planning work that would be take place next semester in relation to the School of Innovation and Technology and Rural Lab.
- The Director's visit to Forres had coincided with a collaboration between GSA and the University of Lapland on an in-situ project to create a Lavoo. The Director had also met with students and staff from the School of Architecture who were situating their field work in Forres as part of independent study week.
- The GSA's updated website (Phase '0') had launched on 7 December 2023; it was noted that the School had moved to a new software platform (Webflow), and that the change was part of the longer-term redevelopment of the School's external digital presence.
- The Senior Leadership Group were working on a paper regarding legacy cultures, which would be considered at the Board away-day in February 2024.
- The Director has been elected as chair of the Universities UK Specialist Institutions' Forum.
- The Board noted that Glasgow Credit Union (GCU) had hosted two introductory Financial Wellbeing sessions for GSA staff in September and October 2023. It was noted that GSA's Human Resources had not promoted membership of GCU, but had merely signposted the sessions to staff.
- The Director highlighted the recent success of GSA students, as well as the many networks, trusts and professional projects that GSA Development were currently working on.
- The Director welcomed the new Head of Fine Art, Mr Martin Newth, who would join the School in February 2024.
- The Director made important points regarding the progress of the People Strategy.
- The Director noted the work of the finance team, who were looking to mitigate a shortfall in international student recruitment with savings in-year whilst also ensuring that strategic imperatives were not compromised. It was noted that the team had just completed a comprehensive exercise with all schools and services in order to work through potential savings; it was noted that GSA would also look to bid into SFC loan funds where appropriate in order to ease spend on key maintenance items.

## **.2 PORTFOLIO REVIEW UPDATE**

The Deputy Director Academic presented an update on the Portfolio Review.

It was noted that GSA's academic portfolio would grow to become more strategic, coherent and flexible, taking a regenerative approach led by the Strategic Plan. The review would focus on growing current programme offering, identifying gaps, duplications, progression routes and online provision, and reaching a wider range of students. By exploring pathways and alternative modes of delivery and structures, a third space would be established, alongside the studio, aided by collaborative provision and driven by enhancement. This data-driven approach, led externally by SUMS Consulting, would be a collective endeavour to evaluate application rates, enrolments, progression, student experience, attainment, graduate outcomes and competitor analysis. Initial outcome work was underway, with areas for growth and development for sessions 2024/25 and 2025/26 having been identified.

The Board welcomed the review and the regenerative approach described, and recognised the reputation of SUMS Consulting, which was a higher education consultancy organisation that provided both strategic and operational management support. The Board discussed the relationship to the Internationalisation and Research strategies, and how the resulting data would

determine the nature of demand while better understanding competitor institutions. Consideration was given to managing the anticipated growth in a structured way by ensuring the correct number of students at the point of launch. It was further noted that implementation would be phased carefully to minimise undue risks in the post-ELIR environment, and that a progress update would be presented at the February Away Day on 2 February 2024, in advance of the final version of the report which would be submitted to the Board of Governors meeting on 26 March 2024.

### **.3 STUDENT RECRUITMENT DATA AND TRENDS UNDERPINNING SUSTAINABILITY [Paper 8.3]**

The Board considered the presentation on student recruitment, which highlighted GSA's historic recruitment and enrolment performance, planned future growth, and end-of-cycle recruitment and enrolment actions. Members were also referred to the data in the paper, which provided an overview of student recruitment across applications, intake targets and actual enrolments for the period 2017-18 to 2022-2023.

#### *1. Applications and Offers*

It was noted that, overall, applications had risen by 76% between 2017/18 and 2023/24. However, while Overseas and RUK applications had increased, Home applications overall had decreased, principally reflecting the UK's withdrawal from the European Union and the subsequent reclassification of EU students as overseas students, with the former now subject to international student tuition fees.

#### *2. Actual Enrolments*

It was noted that, between 2017/18 and 2023/24, the GSA had seen a 45% overall increase in enrolments. However, while PGT and PGR enrolments had increased, but that there had been a decrease in UG enrolments; and while Home and Overseas enrolments had increased, and RUK enrolments had decreased. It was noted that attention would be focused on targeting UG enrolment through securing more students in articulation and guaranteed progression routes.

#### *3. Applications to Meet Enrolment Growth*

The Director of Strategy and Marketing stressed the importance to the School of meeting its income growth targets, which would be realised by reviewing course fees, understanding demand, and identifying areas for growth across the current programme portfolio, with the GSA capitalising on new and interdisciplinary opportunities.

The Board emphasised the need to focus on securing appropriate student enrolment growth in line with the School's strategic aims, including sustainability. It was noted that the School would adopt a comprehensive approach to enrolment which aligned the Education, Recruitment and Internationalisation strategies in order to identify appropriate programme investment, while also ensuring that the GSA continued to uphold its reputation for academic specialism.

### **2324.33 INTERNATIONALISATION STRATEGY [Paper 14.1]**

*[Secretary's Note: It was agreed that consideration of the Internationalisation Strategy would be brought forward on the agenda.]*

The Head of International Academic Development presented the Internationalisation Strategy for discussion. It was noted that the Strategy aimed to unlock global opportunities aligned to the School's Strategic Plan and core Education and Research strategies, striving for internationalisation as a lead indicator of quality across the following foci:

- Focus 1: International Community of Learners: would build on GSA's global articulation

and guaranteed progression partners, while maintaining quality assurance.

- Focus 2: International Leadership and Partnership: would recognise that GSA did not have degree-awarding powers to deliver Transnational Education, however would seek to expand its global postgraduate research offering.
- Focus 3: Sustainable International Community: would recognise GSA's worldwide global exchange partners and opportunities for student travel.

The Chair thanked the Head of International Academic Development, and invited the Board to provide feedback on the contents on the draft Internationalisation Strategy, further to which the Board recommended that the following points be included in the final version:

- Risks/risk management per country;
- Alternative future scenarios;
- Review of institutional peers;
- GSA's attractiveness as an HEI provider, and what international markets GSA was targeting;
- Infrastructure consideration for influx of students in light of notable issues at Altyre campus (the Altyre campus was not in fact referenced in this draft and thus required attention);
- Competitor analysis to allow for balance and judgement;
- Geopolitical and economic situation of the markets GSA was operating in and how that might affect recruitment in those areas to determine viability and short/longer term prospects.
  - Specific information was required on exchange areas: size of markets; anticipated impact of numbers;
  - Need for reassurance that GSA would target key markets via the inclusion of desired country profiles;
- Costings to study in partner countries compared with studying at home to understand economics of internationalisation for students;
- UK's own geopolitical considerations regarding immigration/VISA requirements;
- Ethical criteria applied to partner and potential partner institutions;
- Utilisation of GSA staff as ambassadors;
- Specific and additional support for international students as the population grows.

The Board requested that the Internationalisation Strategy be revised to incorporate the aforementioned points, and that a revised document and action plan be brought to the March meeting of the Board of Governors.

[Action: **Head of International Academic Development**]

#### **2324.34 GSA STRATEGIC PLAN: ANNUAL IMPLEMENTATION PLAN 2023/24** [Paper 8.4]

The Director of Strategy and Marketing provided a progress update on the Annual Implementation Plan for session 2023-24, which had been approved at the Board meeting of 15 June 2023. It was noted that the objectives detailed in the Annual Implementation Plan were aligned to the three strands which underpinned the School's Strategic Plan, namely the Education Strategy, Research Strategy, and creating a sustainable independent art school.

It was noted that a major strategic scoping and review exercise was currently being undertaken to meet the objective of transforming GSA's creative education to deliver excellence, and that all four School-level research strategies had now been approved. With regards to the third objective (creating a sustainable independent art school), it was noted that the People Strategy - which had been approved by the Board in March 2023 - was progressing well, and that a number of refreshed

HR policies designed to underpin organisational culture had recently been approved (Dignity at Work and Study Policy; Grievance Policy; Disciplinary Policy; Absence Policy). In addition, the Senior Leadership Group had approved the harmonisation of annual leave entitlement in May 2023, which would see all GSA staff receive 35 days (pro rata to hours worked): this addressed a previous disparity whereby staff on Grades 1 to 5 had received 30 days' annual leave.

Finally, it was noted that those actions related to GSA's estate were covered under the report from the Director of Estates and Infrastructure [see item 2324.36].

## **2324.35 GSA STUDENTS' ASSOCIATION**

### **9.1 REPORT FROM THE PRESIDENT OF THE GSA STUDENTS' ASSOCIATION [Paper 9.1]**

The President of the GSA Students' Association highlighted the following points:

It was noted that SRC committees had been active, student society numbers had grown, and new societies had been established. Discussions were taking place with the Senior Leadership Group in relation to supporting the time commitment of Sabbaticals across GSA committees.

It was noted that, further to the circulation of the Open Letter, the Student Sabbaticals had met with the Chair and GSA senior officers to discuss the content and tone of the letter (as per item 2324.30). The Student President reported that they had felt intimidated by the language used during the course of these meetings, in response to which the Director emphasised that senior officers had considered the meetings thoughtfully in advance to ensure that discussion, while open and frank, was underpinned by civility and respect at all times, and therefore had been disappointed to discover that the Sabbatical Officers had felt intimidated by language used, which had not been intended. The Board acknowledged the complex and upsetting nature of this difficult and emotive issue, and thanked the President for all the hard work detailed in their report.

It was noted that the Sabbaticals had undertaken a productive visit to Forres in November 2023, where they had facilitated a forum aimed at strengthening student engagement, noting that it would be valuable for those students based in Forres to visit Glasgow to further those conversations. It was noted that the Vic "Warm Space" had opened with the support of SLG and Estates; this had increased the visibility of the building, while also increasing pressure for the Vic bar to reopen. It was noted that the new GSASA CEO had assessed the commercial activity options and that a new business plan would be drawn up, with the overall aim of re-opening the Vic for Freshers' Week 2024/25.

The Board congratulated the President on the broad range of activities undertaken by the GSASA.

## **2324.36 RISK MANAGEMENT**

### **GSA INSTITUTIONAL RISK REGISTER 2023/24 – QUARTERLY REVIEW [Paper 10]**

The Board **noted** the most recent iteration of the Institutional Risk Register, set out in Paper 10, which had been approved at the Audit and Risk Committee on 13 November 2023. It was noted that the Board sub-committees also received a copy of the Register on a quarterly basis in order to consider those risks relevant to their respective areas.

The Director of Strategy and Marketing reported that, overall, GSA's risk profile remained the same with no new risks added. However, in view of the challenges currently facing the UK Higher Education sector, the School had increased post-mitigations in relation to the HE Funding Environment, HE Operating Environment, and Student Recruitment.

It was noted that the Board would look at the School's risk appetite at the away-day in February, and that printed copies of the Risk Register would be made available for that session.

[Action: **Director of Strategy and Marketing/Senior Policy Officer**]

## **2324.37 MACKINTOSH**

### **.1 MACKINTOSH REINSTATEMENT UPDATE [Paper 11.1]**

The Board considered Paper 11.1, which outlined the rationale for reviewing the 2021 Strategic Outline Business Case, noting that the recommendations contained therein had been considered by the Business and Estates Committee on 20 November 2023.

The Director of Estates and Infrastructure outlined the rationale for the proposal, noting that, since the Strategic Outline Business Case was approved by the Board on 17 June 2021, a number of factors had changed, most notably the financial landscape, its impact on building costs, and the ongoing insurance position; further to these considerations, the School - via the Project Board Mackintosh - had reviewed the projected costs of the project and the potential impact of delays, before concluding that the Strategic Outline Business Case should be revisited.

The Board **approved** the proposals outlined in the paper, including the proposal to review the 2021 Business Case in order to take account of the current situation. It was noted that an update paper outlining how the review was to be undertaken would be brought to the next meeting of the Board.

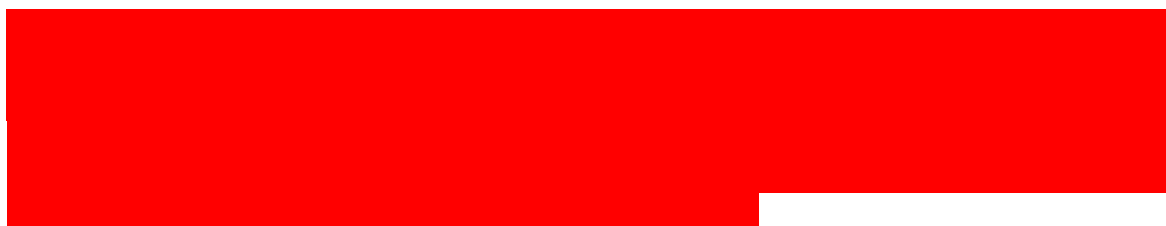
[Action: **Director of Estates and Infrastructure**]

### **.2 MACKINTOSH BUILDING COSTS, BUDGETING AND INSURANCE (Paper 11.2)**

The Director of Development provided an update on progress made with regard to the insurance claim and Mackintosh-related expenditure, noting that the School continued to work with a team of specialist insurance and legal advisors to progress the insurance claim in relation to both the establishment of cover and quantification of the claim. The Chair thanked the Director of Development for providing such a comprehensive update on the insurance position.

## **2324.38 UPDATE FROM THE DIRECTOR OF ESTATES AND INFRASTRUCTURE [Paper 12]**

The Board **noted** the update provided in Paper 12. The Director of Estates and Infrastructure highlighted the following key points contained therein.



The Director of Estates and Infrastructure reported that, following an introductory meeting with representatives from Vita Student on 13 September 2023, there had been positive exchanges between the School and the Group. It was noted that Vita Group was the preferred buyer, subject to planning, for the O2/Jumpin Jaks site: an area of significance in the context of GSA's Estates Strategy.





## 2324.39 FINANCE MATTERS

### .1 REPORT FROM THE DIRECTOR OF FINANCE [Paper 13.1]

The Board noted the report provided in Paper 13.1. The Director of Finance drew attention to the recent budget case submitted to the Scottish Government by Universities Scotland for Financial Year 2024/25 and the key messages arising from the submission. It was reported that, following recent concerns expressed by members, Universities Scotland had worked with the Scottish Funding Council to scope a data request designed to identify the broad scale of below-target recruitment of international students for academic year 2023/24, noting that the early headline figures from the SFC's data collection indicated that the largest declines were from South Asia and West Africa, particularly India and Nigeria.

The Director of Finance provided a brief update on the James Withers Independent Review of the Skills Delivery Landscape, which had been published in June 2023, noting that, in his evidence to the Scottish Parliament's Education Committee on 15 November 2023, Withers had been effusive about the college sector and its role in delivering skills for Scotland, while emphasising the need for parity of esteem with regards to different routes through education and training. The Director of Finance also drew the Board's attention to a series of resources published by the SFC which detailed how their funding supported university research and how that translated into socio-economic benefits for Scotland.

### .2 GSA ANNUAL REPORT AND FINANCIAL STATEMENTS TO 31 JULY 2023 [Paper 13.2]

The Director of Finance provided a detailed overview of each of the sections that comprised the Annual Report and Financial Statements, providing context and explanation as appropriate. It was noted that the publication fulfilled the reporting requirements of the Scottish Funding Council, the Scottish Code of Good HE Governance, and the Companies Act. It was further noted that extensive feedback had been received at the Joint Audit and Risk Committee and Business and Estates Committee on 22 November 2023, and that this had been incorporated into the final version of the Annual Report presented to the Board for approval.

In its scrutiny of the financial statement, the Board noted that the Group had attempted to narrow down institutional operating costs, noting that: the comprehensive income for the year was £13.9m; the comprehensive income expenditure group surplus was £2.2m; total income had reached £47.1m, which excluded £3.5m accrued in insurance receipts. It was noted that the Audit Results Report document had been reviewed and noted at the joint meeting of the Audit and Risk and Business and Estates committees, and was included in the Annual Report for information.

With regards to the Director's Report, the School's Board Membership would be updated to include the three new Independent Governors and the new Trade Union Governor (Professional Support Staff). It was further noted that, during the current year, a revised 2023 Scottish Code of Good HE Governance had been published: in line with the expectations of the Scottish Funding Council, GSA continued to comply with the 2017 version of the Code during session 2022/23, and would adopt the revised 2023 Code during session 2023/24.

The Board **approved** the Annual Report and Financial Statements for the year to 31 July 2023 and recommended their acceptance by the Annual General Meeting of GSA (Limited Company).

The Chair thanked the Director of Finance and his team for the considerable work undertaken in relation to this important exercise.

### **.3 GSA INCOME AND EXPENDITURE: 2021/22 – 2027/28** [Paper 13.3]

The Board **noted** Paper 13.3, which detailed GSA's underlying income and expenditure for the period 2021/22 to 2027/28. The Director of Finance reported that the School was examining ways of mitigating the shortfall in international student recruitment by engaging with budget-holders across GSA to identify potential in-year savings, while ensuring that these did not adversely impact the student experience or compromise GSA's strategic imperatives. In terms of the latter, it was noted that the School had been able to protect capital monies set aside in the current year to progress the Digital Strategy. It was further noted that the School's ambition to grow its operating surplus to 4% by 2028 was a Key Performance Indicator.

## **2324.40 STRATEGIC ITEM**

### **.1 RESEARCH STRATEGY - UPDATE**

The Deputy Director Research and Innovation presented an update on GSA's Research Strategy, outlining its key aims and highlighting that the School was working hard to meeting its lead indicators. It was noted that the four School-level research strategies had been approved. Further points covered within the presentation included the need to participate with partners, both within and outwith the GSA; the Research Excellence Framework 2028, which had now been delayed until 2029; the work of the School of Innovation and Technology; using virtual media to enable the School's Research and Education strategies to interact as a means of enabling the School to collaborate with international partners; and the importance of creating an interdisciplinary ecosystem.

The Chair thanked the Deputy Director Research and Innovation for her informative presentation.

## **2324.41 GOVERNANCE MATTERS**

### **15.1 REPORT FROM THE SECRETARY AND REGISTRAR** [Paper 15.1]

The Board welcomed the updates in respect of current corporate governance activities. Key items highlighted by the Secretary and Registrar included the recent appointment of Independent Governors; the appointment and reappointment of the Trade Union Governors; the School's response to the ongoing situation in the Middle East; the Interim Report from the Audit and Risk Committee to the Board of Governors; and the Board away-day on 2 February 2024.

With regards to the Five-Yearly External Review of the Board of Governors, it was reported that the Good Governance Institute (GGI) had made good progress, and it was anticipated that the final report - containing developmental recommendations and an outline implementation plan - would be completed in January 2024, with a feedback session expected to take place in February 2024.

The Board noted the *Annual Report from the Data Protection Officer*, the *Annual Report on Scottish Public Ombudsman Complaints*, and the *Annual Report on Freedom of Information Requests*, all of which were hyperlinked within the report. It was noted that the School had refreshed its Data

Protection training in response to post-Brexit data protection legislation and regulations.

In relation to the student complaint, the Secretary and Registrar reported that good progress had been made on reaching an agreeable settlement, and that, further to the settlement being finalised, an update on the outcome of the investigation would be provided to the Board in due course along with a copy of the lessons learned.

## **2324.42 COMMITTEE REPORTS**

### **.1 AUDIT AND RISK COMMITTEE – 13 NOVEMBER 2023**

The Board noted the minutes of the Audit and Risk Committee meeting held on 13 November 2023, and **approved** the following item:

- *Draft Interim Audit and Risk Committee Report to the Board, 1 March 2023 – 31 July 2023*

It was noted that the full report, containing the annual survey results, would be submitted to the Board of Governors on 26 March 2024. It was further noted that, henceforth, the annual reporting cycle would revert to encompassing the period from 1 August to 31 July, with future Draft Annual Reports to the Board being presented to the Audit and Risk Committee at its November meeting each year.

### **.2 BUSINESS AND ESTATES COMMITTEE – 20 NOVEMBER 2023**

The Board noted the minutes of the Business and Estates Committee meeting held on 20 October 2023, and **approved** the following items:

- *Reid Building: Fire Alarm Rectification*
- *Resident Rents for 2024/25: Continuation of the Nomination Agreement with IQ Student Accommodation, Elgin Place, Glasgow for session 2024/25*

### **.3 JOINT AUDIT AND RISK COMMITTEE AND BUSINESS AND ESTATES COMMITTEE – 22 NOVEMBER 2023**

The Board **noted** the minutes of the joint meeting of the Audit and Risk and Business and Estates committees held on 22 November 2023. It was further noted that the following item had been considered and approved by the Board of Governors under item 2324:37.02:

- *The GSA Annual Report and Financial Statements to 31 July 2023*

### **.4 HEALTH AND SAFETY COMMITTEE – 15 NOVEMBER 2023**

The Board **noted** the minutes of the Health and Safety Committee meeting held on 15 November 2023, and the Occupational Health and Safety Report for the period 19 August to 30 August 2023.

### **.5 HUMAN RESOURCES COMMITTEE – 14 NOVEMBER 2023**

The Board **noted** the minutes of the Human Resources Committee meeting held on 14 November 2023.

### **.6 MUSEUM AND ARCHIVE COMMITTEE – 9 NOVEMBER 2023**

The Board noted the minutes of the Museum and Archive Committee meeting held on 9 November 2023.

#### **.7 NOMINATIONS COMMITTEE**

The Board **recommended** the following endorsements for appointments to the Board with effect from 1 December 2023:

- *Professor Adrienne Scullion be appointed as a member of the Audit and Risk Committee*
- *Professor Stephen Hodder and Professor Andrea Siodmok be appointed as members of the Business and Estates Committee*

#### **.8 REMUNERATION COMMITTEE – 30 AUGUST AND 4 OCTOBER 2023**

The Board **noted** the minutes of the Remuneration Committee meetings held on 30 August 2023 and 4 October 2023.

It was noted that members of the Board (excluding the Director) had received unredacted versions of both sets of minutes. Noting that the August minutes included the outcome of the Director's Review, the Director had received a redacted version of those minutes. It was noted that GSA senior officers who attended Board had received neither set of minutes.

#### **2324.43 ACADEMIC COUNCIL MATTERS**

The Director addressed the undernoted items:

##### **.1 AMENDMENTS TO ACADEMIC COUNCIL ELECTION RULES – ACADEMIC STAFF [Paper 16.1]**

The Board **approved** the Amendment to Academic Council Election Rules – Academic Staff.

##### **.2 ACADEMIC COUNCIL REMIT AND MEMBERSHIP 2023-24 [Paper 16.2]**

The Board **approved** the Academic Council Remit and Membership 2023-24.

It was noted that Board members were welcome to observe Academic Council, however they should contact the Secretary and Registrar in advance if interested in doing so.

##### **.3 ACADEMIC COUNCIL MINUTES FROM MEETING OF 18 OCTOBER 2023**

The Board **noted** the minutes of the Academic Council meeting held on 18 October 2023, which included the *Final Update on Actions from the SFC Assessment of Procedures*.

##### **.4 ACADEMIC COUNCIL EFFECTIVENESS – ANNUAL SURVEY RESULTS 2022-23**

The Board **noted** the *Academic Council Effectiveness – Annual Survey Results 2022-23*.

#### **2324.44 RESERVED BUSINESS**

There was no reserved business.

#### **2324.45 ANY OTHER BUSINESS**

None.

**2324.46 FUTURE MEETINGS OF THE BOARD**

- Friday 2 February 2024 (Board away-day).
- Tuesday 26 March 2024, 11.00am.
- Tuesday 18 June 2024, 10.00am.

**2324.47 FORTHCOMING GSA EVENTS OF INTEREST TO GOVENORS [Paper 17]**

The Board noted the list of forthcoming GSA Events as outlined in Paper 17.

**Corporate Governance Office**

**December 2023**