

**THE GLASGOW SCHOOL OF ART**

**BOARD OF GOVERNORS MEETING: 18 JUNE 2024**

**Governors:** Ms Ann Priest (Chair), Ms Kristen Bennie [For items 2324.71 to 2324.82.03, and 2324.85.04 to 2324.90], Ms Alicia Bickerstaff, Professor Graham Caie, Ms Jacquie Coyle Dow, Professor Stephen Hodder, Mr Craig Laurie, Dr Simon Learoyd, Professor Penny Macbeth, Mr Digger Nutter, Dr Graham Sharp, Mr Andrew Sutherland, Mx Ted Tinkler, Ms Anne Trefethen, Mr Tsz Wu.

**Governors attending via video-conference:** Mr Thomas Greenough, Mr James Sanderson, Professor Adrienne Scullion [joined at 2324.82].

**GSA Attendees:** Professor Rachel Dickson, Mr Alan Horn [for item 2324.82.05], Mrs Eleanor Magennis, Professor Sarah Smith [for item 2324.79], Mr Andrew Menzies, Mr Scott Parsons [for item 2324.83], Ms Morag McElhinney [for item 2324.78]

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

**PRELIMINARY BUSINESS**

**2324.71 WELCOME AND APOLOGIES**

The Chair welcomed members. On behalf of the Board, the Chair extended her gratitude to Mr Habib Motani for his valuable input, engagement and dedication throughout his tenure as Independent Governor, Vice Chair of the Board, and Convenor of the Business and Estates Committee.

Apologies were noted from Professor Irene McAra-McWilliam, Mr Harry Rich, and Professor Andrea Siodmok.

**2324.72 DECLARATIONS OF INTEREST**

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

**2324.73 PREVIOUS MEETING MINUTES**

The Board **approved** the following:

**.1 Minutes from the Meeting Of 12 December 2023** [BOG2324-JUN-001]

**.2 Minutes from the Meeting Of 2 February 2024** [BOG2324-JUN-002]

**.3 Minutes from the Meeting Of 26 March 2024** [BOG2324-JUN-003]

**2324.74 BOARD ACTION POINTS** [BOG2324-JUN-004]

The Board **noted** the updates set out in the Board Action Points.

In relation to Action 2324.60, it was reported that the footpath in front of the Reid Building would re-open during the late summer/early autumn period, once the clear glass had been finalised, however it would close again once work had resumed on the Mackintosh Building.

**2324.75 GOVERNANCE EFFECTIVENESS REVIEW: PROPOSAL TO RESTRUCTURE THE GSA'S BOARD COMMITTEES [BOG2324-JUN-005]**

The Board considered the paper, which outlined the proposed transition to a leaner board committee structure from AY 2024/25 in order to ensure structural proportionality and efficiency reflective of the GSA's size and requirements. It was noted that the proposed restructure - which aligned with the recommendation contained in the report by the Good Governance Institute - was partly designed to reflect the conceptual distinction between governance and management by clarifying those areas of responsibility which required Board engagement and those which resided exclusively with the executive: it was foreseen that preserving this distinction would be achieved by tightening the respective remits, thereby ensuring greater precision and clarity with regards to the roles and responsibilities of each individual committee. There was broad agreement that the remit of the Business and Estates Committee, in particular, should be refined in order to militate against it becoming overly executive or replicating the Board's responsibilities.

Subject to the Board's endorsement, detailed work would be undertaken over the summer by the Corporate Governance Office, in consultation with the Governance Effectiveness Working Group, to develop and refine the board committee remits and terms of reference, which would thereafter be presented to the Board of Governors for approval.

The Board **endorsed** in principle the proposal to remodel the board committee structure, recommending that the Governance Effectiveness Working Group give further consideration to the following:

- The inclusion of a board committee focused on the GSA's People, Students and Culture.
- That the Business and Estates Committee maintain appropriate strategic focus to enable it to address issues related to the Mackintosh project as they developed.
- The position of Academic Council in relation to the Board of Governors and further consideration of the most effective way of ensuring key academic matters were brought to the Board's attention, whilst also examining how the two committees connected to make decisions.
- Potential mechanisms for ensuring Board oversight on issues related to accreditation, accession and deaccession, should the Museum and Archive Committee be discontinued.

[Action: **Secretary and Registrar**]

**2324.76 REPORT FROM THE CHAIR**

The Chair reported on an exciting period for the School, highlighting the numerous student exhibitions she had attended recently, which had served as a reminder of the significance and quality of the GSA's output. The Chair thanked the Director of Strategy and Marketing for keeping the Board updated on recent media interest in the GSA, noting that there had been helpful responses to recent engagement undertaken by the Director and the executive team with journalists, stakeholders and MSPs.

The Chair thanked those governors on the Governance Effectiveness Working Group, noting that the latter had been tasked with laying the foundations for the development of a Board Assurance Framework and Action Plan to address the recommendations contained in the report by the Good

Governance Institute.

The Chair provided the following update:

- Attended online and in-person meetings with the Good Governance Institute regarding the Board Assurance Framework and in preparation for the 360-degree review process.
- Received the report from Korn Ferry on the Review of Senior Roles, which had been co-commissioned by the Chair and the Director.
- The Chair extended her thanks to Mr Harry Rich for acting as Interim Convenor of the Business and Estates Committee, and to Dr Graham Sharp for acting as Interim Convenor of the Museum and Archive Committee.
- The process to appoint new independent governors would begin soon. The Chair would also invite interest in the Vice Chair position.
- Attended the GSA's People Awards, the GSA Director's Preview and Reception, and the Degree Show.
- Attended the Audit and Risk Committee, Business and Estates Committee, Human Resources Committee, and Remuneration Committee.
- Attended the Advance HE Governance in Scotland event.
- Continued to meet regularly with the Director and the Secretary and Registrar. The Chair had also met with the Director of Human Resources, with the Secretary and Registrar, in order to discuss the appropriate recording of risks around staff and succession.

**2324.77 REPORT FROM THE DIRECTOR [BOG2324-JUN-006]**

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

**2324.78 STAFF SURVEY 2024: UPDATE [BOG2324-JUN-007]**

The Director of Human Resources provided an overview of the 2024 staff survey results and the key themes which had emerged. Noting that the survey had launched in February 2024, all staff had subsequently been provided with access to the results dashboards. The following key measures had been reviewed:

- Participation. It was noted that 52% of staff had completed the survey. (This statistic broadly correlated with that of the Senior Leadership Group, 57% of whom had completed the survey.)
- Engagement. This section of the survey covered the emotional commitment of staff and how they felt about the GSA. It was noted that 64% of respondents had answered positively.
- Survey follow-up. This section covered the institution's ability to take on board, and act upon, feedback received. It was noted that 32% of respondents had answered positively.
- Dignity and Respect. This section covered workplace culture. It was noted that 68% of respondents had answered positively.

The Director of Human Resources advanced an analysis of certain recurring themes which had arisen from the survey, namely: community; teamwork; ensuring that staff had purposeful work which utilised their skills and abilities; recognising staff and creating an environment where they felt valued; improving the connection between staff and senior leadership; and enhancing communication flow. It was noted that, having shared the survey results with staff, a series of focus groups would take place over the summer to provide colleagues with an opportunity to share their reflections and agree actions to encourage collective responsibility.

Members welcomed the recent GSA People 2024 event, which had recognised the contribution of staff and celebrated the exceptional contribution of colleagues and teams across the institution.

The Chair thanked the Director of Human Resources for her informative presentation.

**2324.79 RESEARCH STRATEGY – UPDATE [BOG2324-JUN-008]**

The Head of Research provided an update on the Research Strategy, including the work undertaken to align the Strategy with the requirements of REF2029. It was further noted that, during AY 2023-24, the Research team had supported GSA's four academic schools to develop their individual research strategies and identify lead indicators which collectively met institution-level indicators. The GSA's core research infrastructure had also been strengthened via the recruitment of three key roles aimed at developing capacity and supporting the delivery of the Research Strategy: work undertaken in support of the latter included revision to the internal Research Development Fund (RDF) schemes, including the introduction of a seed fund to stimulate ideas, and the introduction of research leave for Early Career Researchers.

The Head of Research provided an update on progress against each of the six REF workstreams and also summarised activity with regards to research grant applications and funded projects, noting that twenty funding proposals in the current academic year had been successful, which approximated to £1.3m in research income.

The Chair thanked the Head of Research for her presentation.

**2324.80 REPORT FROM THE PRESIDENT OF THE GSA STUDENTS' ASSOCIATION [BOG2324-JUN-009]**

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 that the GSASA had submitted a paper on the annual GSA-GSASA Block Grant. [See item 2324.82.02].

The Chair thanked the Student President for their outstanding engagement during their tenure, and in particular for their excellent work to reactivate the Vic Building, which represented a substantial achievement.

**2324.81 REPORT FROM THE DIRECTOR OF ESTATES AND INFRASTRUCTURE [BOG2324-JUN-010]**

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

**2324.82 FINANCE MATTERS**

**.1 REPORT FROM THE DIRECTOR OF FINANCE [BOG2324-JUN-011]**

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

**.2 GSA FINANCIAL PLAN 2024 [BOG2324-JUN-012]**

The Director of Finance delivered a detailed presentation on the proposed Financial Plan for the period 2023/24 to 2025/26, which included the budget for the forthcoming financial year, as well as a proposal for a block grant of £324k to the GSA Students' Association.

Noting that the current economic, market and political environment remained a challenging one for the Higher Education sector, the Financial Plan proposed a budget for FY 2024/25 that would

Confirmed by the Chair  
return a modest surplus (c.1.252k), which had been achieved by setting ambitious international student recruitment targets and the careful husbanding of expenditure budgets. In relation to the former, the executive believed that there was a demonstrable latent demand for GSA courses: as a result, student recruitment targets had been developed through an iterative and consultative process which took account of previous years' plans, latest performance and recruitment trends, and specific opportunities and ambitions; consequently, the School sought to increase the number of offers made to applicants and fortify its conversion and clearing efforts, thereby maintaining its longer-term student population growth trajectory. Current intelligence suggested that this approach was yielding positive results, with offer targets exceeding projections, and firm replies and deposits higher than this time last year. It was foreseen that the GSA's ambitious recruitment targets would be supported via the development of new programmes, and also by offering new study routes and modes of delivery, including distance and low-residency programmes and courses.

Members noted the breakdown of annual tuition fee income by fee category over each year of the forward plan, projected to reach £35,731k by 2025/26. The Director of Finance also summarised those areas in the Financial Plan which covered research income, investment income, staff costs and employer pension contributions, capital investment plans, GSA residencies, and other operating expenditure. With regards to the proposed GSASA Block Grant, it was noted that there was a gap of £9k, which would be corrected in the final version of the Financial Plan.

[Action: **Director of Finance**]

It was noted that, having suspended the preliminary reinstatement works on the Mackintosh Building, the Financial Plan also reflected the assumption that interim insurance payments would match the GSA's ongoing commitments to secure, stabilise and wrap the building ahead of the recommencement of the building reinstatement.

Subject to minor adjustment, the Board **approved** the Financial Plan.

The Chair thanked the Director of Finance for his detailed presentation.

### **.3 MANAGEMENT ACCOUNTS TO 30 APRIL 2024 [BOG2324-JUN-013]**

The Board **noted** the Management Accounts to April 2024.

### **.4 LISTENING EXERCISES ON GSA'S ETHICAL INVESTMENT POLICY – UPDATE ON OUTCOMES [BOG2324-JUN-014]**

The Director of Finance contextualised the paper, which reflected sentiment expressed at the recent Business and Estates Committee regarding the School's approach to ethical and responsible investment. Members noted that feedback gathered from stakeholders during two recent Listening Stream events, as well as a detailed position paper submitted by the Student President recommending additions to the School's Ethical and Endowment Investment Management Policy, had formed the basis for that discussion.

The Director of Finance outlined the themes which had emerged in the course of that discussion, which had broadly focused on issues related to Fossil Fuels and Social Justice. Noting the School's zero-tolerance approach on these issues - evidenced by its previous commitment in March 2022 to divest from funds with exposure to fossil fuel extraction or armaments - the Business and Estates Committee had discussed the practicality of including additional ethical screens which reflected the granular sentiment that had emerged from the listening stream exercise and the GSASA proposal. The point was restated: namely, that the GSA's commitment to ethical and responsible

Confirmed by the Chair investment was unequivocal and absolute, and therefore any revision to the extant policy would simply make that commitment explicit by incorporating the additional exclusionary screening criteria cited in the paper.

It was noted that LGT Management would undertake further analysis and modelling of the GSA's current investment portfolio, further to which the Director of Finance would work with LGT to produce a refreshed draft of the Ethical and Endowment Investment Management Policy that reflected the wider range of ethical screening detailed in the paper. Members noted the caveat, that changes to the Investment Policy may result in changes to investment returns, and that this would be for the Board of Governors to consider and ultimately decide.

It was foreseen that the draft policy would be submitted to the Business and Estates Committee for review on 23 September 2024, and thereafter to the Board of Governors on 24 October 2024 for consideration/approval. In the interim, updates on the progress would be communicated to staff and students via regular bulletins.

[Action: **Director of Finance**]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**2324.83 GSA INSTITUTIONAL RISK REGISTER 2023/24 – QUARTERLY REVIEW [BOG2324-JUN-016]**

The Director of Strategy and Marketing provided an update on the Institutional Risk Register, noting that it would be reviewed in the context of the Board Assurance Framework prior to the next Board meeting.

It was noted that three new risks had been identified:

- Risk G: Team Structures: With strategic mitigations to develop systems in order to avoid single points of failure; building wellbeing and staff resilience through the Employee Assistance Programme; process mapping and systems improvement.
- Risk P: Carbon Reduction Plan: related to the GSA's net-zero commitments.
- Risk Q: Risk of Major Incident on Campus.

It was noted that Risk Q was viewed as a safety and security issue, hence why the Director of Estates and Infrastructure - whose team had responsibility for health and safety on campus - was listed as the primary risk owner. While safety remained a collective responsibility, the triangular relationship between the Health and Safety, Communications and Security teams was the principal matrix for mitigation.

It was noted that Risk C, 'Quality Enhancement and Standards Review' (QESR), had been included under Part A owing to its importance. The next iteration of the Risk Register would see the removal of the QESR, however the salient recommendations arising from the review would be included.

#### **2324.84 REPORT FROM THE SECRETARY AND REGISTRAR [BOG2324-JUN-017]**

The Secretary and Registrar highlighted the main elements in her Report. It was noted that, in line with the Scottish Code of Good HE Governance, the GSA would publish an executive summary of the Good Governance Institute's report on the GSA website over the summer.

The Secretary and Registrar invited members to inform the Corporate Governance Office should they wish to attend future Academic Council meetings in order to observe.

It was noted that the *Advance HE Governance Conference 2024: Transformation in HE - Governing with Humanity*, would take place on 4 December 2024. Governors were invited to contact the Corporate Governance Office for further information or to book a place.

#### **2324.85 COMMITTEE REPORTS**

##### **.1 AUDIT AND RISK COMMITTEE – 20 MAY 2024 [BOG2324-JUN-018]**

The Board **noted** the minutes of the Audit and Risk Committee meeting held on 20 May 2024.

Members also **approved** the following items:

- Business Continuity and Major Incident Response Plan
- Gifts, Hospitality, Material Benefits or Services Policy for the Board of Governors
- Financial Regulations (Gifts, Hospitality Material Benefits of Services)<sup>1</sup>
- Board of Governors Equality, Diversity and Inclusion Statement
- Register of Interests Policy
- Publication of Board Agendas, Papers and Minutes<sup>2</sup>

##### **.2 BUSINESS AND ESTATES COMMITTEE – 28 MAY 2024 [BOG2324-JUN-019]**

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<sup>1</sup> In order to correspond with the amendment to the School's *Gifts Hospitality, Material Benefits or Services Policy for the Board of Governors*, sections 11.1 – 11.6 of the *Financial Regulations (Receiving Gifts or Hospitality)* had been updated to reflect the broader definition.

<sup>2</sup> Henceforward, in line with sectoral practice, only Board agendas and minutes would be published, with Board papers available on request.

The Board **noted** the extract of the unconfirmed minutes of the Business and Estates Committee meeting held on 28 May 2024.

Members **approved** the following items:

- Project Development Board (Mackintosh): Terms of Reference, Remit and Membership
- Knockomie House Student Accommodation Lease

It was **noted** that the following proposal had been approved by the Board by correspondence on 3 June 2024:

- 65 West Regent Street Lease

### **.3 HEALTH AND SAFETY COMMITTEE – 22 MAY 2024 [BOG2324-JUN-020]**

The Board **noted** the minutes of the Health and Safety Committee meeting held on 22 May 2024, and the Occupational Health and Safety Committee Report.

### **.4 HUMAN RESOURCES COMMITTEE – 21 MAY 2024 [BOG2324-JUN-021]**

The Board **noted** the minutes of the Human Resources Committee meeting held on 21 May 2024.

### **.5 MUSEUM AND ARCHIVE COMMITTEE – 22 FEBRUARY 2024 AND 16 MAY 2024 [BOG2324-JUN-022]**

The Board **noted** the minutes of the Museum and Archive Committee meetings held on 22 February 2024 and 16 May 2024.

Members also **approved** the following item:

- Archives and Collections Loan for Exhibition Policy

### **.6 NOMINATIONS COMMITTEE [BOG2324-JUN-023]**

The Board **noted** that the appointment of Mr Harry Rich as Interim Convenor of the Business and Estates Committee for the May 2024 Committee cycle had been approved by the Board by correspondence.

### **.7 REMUNERATION COMMITTEE – 3 JUNE 2024 [BOG2324-JUN-024]**

The Board **noted** the minutes of the Remuneration Committee meetings held on 3 June 2024.

## **2324.86 ACADEMIC COUNCIL MATTERS**

### **.1 ACADEMIC COUNCIL MINUTES FROM MEETINGS OF 6 MARCH 2024 AND 1 MAY 2024 [BOG2324-JUN-025]**

The Board **noted** the minutes of the Academic Council meetings held on 6 March 2024 and 1 May 2024.

## **2324.87 RESERVED BUSINESS**



There was no reserved business.

**2324.88 ANY OTHER BUSINESS**

The Chair thanked the Student President for their tremendous contribution and work as GSA Student President during their tenure and wished them well for the future.

**2324.89 FUTURE MEETINGS OF THE BOARD**

Thursday 24<sup>th</sup> October 2024  
Tuesday 10 December 2025  
Friday 7 February 2025 – Away Day  
Tuesday 25 March 2025  
Tuesday 17 June 2025

**2324.90 FORTHCOMING GSA EVENTS OF INTEREST TO GOVENORS [BOG2324-JUN-026]**

The Board **noted** the list of forthcoming GSA Events as outlined in Paper BOG2324-JUN-026.

**Corporate Governance Office  
June 2024**