

The Glasgow School of Art

Board of Governors

Board Committees: Remits, Memberships and Procedures for the 2024/25 Academic Year

Below are Remits, Memberships and Procedures for 2024/25 for the following:

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(Note: the Remit and Membership of GSA's Academic Council is contained in a separate document.)

The Glasgow School of Art

Board of Governors

Audit and Risk Committee: Remit, Membership and Procedures 2024/25

The Audit and Risk Committee is responsible for the review of the effectiveness of the School's financial systems, internal control environment, and risk management arrangements, providing appropriate assurance to the Board on these areas.

1. REMIT

General Financial and Internal Controls

- (a) Oversee and ensure the effectiveness of the School's financial and internal control systems:
 - i) Approve new or revised key policies and procedures, including the School's Financial Regulations, and, where appropriate, recommend to the Board for approval.
 - ii) Report to all meetings of the Board of Governors and, in addition, prepare an Audit and Risk Committee Annual Report for consideration by the Board of Governors.
 - iii) Monitor the effectiveness of arrangements for the investigation of questions of financial irregularity or impropriety.

Risk Management

- (b) Oversee the effectiveness of and compliance with the School's Risk Management Framework, whilst overall responsibility for risk management remains the responsibility of the Board:
 - i) Gain assurance as to the adequacy of mechanisms operated by the School for identifying, assessing and managing risk, and regularly reviewing and approving the output of these in the form of the Institutional Risk Register.
 - ii) Review and recommend changes or improvements to the School's risk processes, policies and procedures.
 - iii) Keep under review the School's Business Continuity Planning arrangements to ensure appropriate plans and processes are in place, enabling the School to respond quickly and effectively when impacted by adverse events in order to reduce the impact of interruptions on key activities.
 - iv) Maintain oversight of the School's insurance arrangements.

Internal Audit

- (c) The Committee oversees the function of internal audit which is to ensure that the School has adequate and effective arrangements for risk management and internal control, and the proper arrangements are in place to promote and secure Value for Money.
- (d) Advise the Board on the selection, appointment or re-appointment and remuneration of the internal auditor.
- (e) Advise on the terms of reference of the internal auditor, monitoring and reviewing scope, efficiency and effectiveness.

- (f) Secure and monitor appropriate liaison and co-ordination between the internal and external auditors, and oversee relationship with the external auditor.
- (g) Oversight of the Internal Audit Plan and the progress of the internal auditor. The Internal Audit Plan is recommended to the Board of Governors by the Committee for approval.
- (h) Review the Internal Audit Reports and monitor the implementation of agreed actions via the Internal Audit Tracker.
- (i) Approve the Internal Auditor's Annual Report for onward reporting to the Board.

External Audit

- (j) Advise the Board on the selection, appointment or re-appointment, removal and remuneration of the external auditor.
- (k) Approve the External Audit Plan.
- (l) Consider the School's Annual Report and Financial Statements:
 - i) ensuring adequacy and completeness of Strategic, Directors' and Corporate Governance reports, including:
 - disclosure on the performance of the institution as a whole in relation to its strategic plan KPIs.
 - disclosure of the principal risks and uncertainties.
 - compliance with the Statement of Responsibilities of the Board of Governors for accounting and financial statements.
 - opinion of Internal Auditor on the adequacy and effectiveness of arrangements for risk management, control, governance and arrangements to promote and secure Value for Money.
 - compliance with the Scottish Code of Good Higher Education Governance.
 - appropriateness of the adoption of the going-concern basis of accounting for preparation of the annual financial statements.
 - ii) Independent Auditor's Report to the Board of Governors.
 - iii) External Auditor's Audit Result Report.

Note: A single item meeting of the joint Audit and Risk and Finance and Resources Committee convenes annually to endorse the draft Annual Report and Financial Statements. This provides the Finance and Resources Committee with the opportunity to note the reported Financial Performance and Financial Position. The Audit and Risk Committee then has responsibility for recommending the draft Annual report and Financial Statements to the Board of Governors for approval.

- (m) Consider the objectives and scope of any non-statutory audit work to be undertaken by the External Auditor's firm and advise the Board of any potential conflict of interest.

External Relevant Agencies

- (n) To receive and consider relevant reports from external bodies, including the National Audit Office; Audit Scotland; European Commission; Scottish Funding Council.

2. MEMBERSHIP

a) The Audit and Risk Committee is comprised of:

Core:

- i) Convened by an Independent Governor
- ii) Three additional Independent Governors
- iii) One Staff Governor

In attendance (external):

- iv) Internal Auditor(s)
- v) External Auditor(s)

In attendance (GSA by invitation of the Committee):

- vi) Director
- vii) Secretary and Registrar
- viii) Director of Finance
- ix) Senior Leadership Group Lead on Risk

Secretariat:

- x) Corporate Governance Officer

3. PRIVATE MEETINGS

a) The Committee will hold private meetings at least once each year with both the Internal and External Auditors to discuss any matters that the Committee or the Auditors wish to raise. The Committee will, where appropriate, communicate any issues arising from such meetings to Management.

4. QUORUM

a) A minimum of three Independent Governors, including the Convenor, one of whom shall have recent and relevant audit financial experience.

The Glasgow School of Art

Board of Governors

Finance and Resources Committee: Remit, Membership and Procedures 2024/25

The Finance and Resources Committee is responsible for providing oversight and assurance on the short and long-term financial sustainability and financial resilience of the institution, monitoring income and expenditure, and risks to operating cash and financial sustainability. The Committee has delegated authority from the Board of Governors to monitor performance in the areas of Finance, Estates, and resources and assets in their widest sense.

.1 REMIT

Financial Oversight

- (a) Develop the strategic financial management of the School in response to the Strategic Plan.
- (b) Ensure compliance with the Scottish Funding Council Financial Memorandum and other relevant terms and conditions associated with funding grants and awards.
- (c) Responsible for the monitoring of the School's financial performance and position by considering the regular management accounts, cash flow reports and other financial reports, and report on these to the Board. The Committee will also monitor progress against the remedial actions identified in the reports designed to mitigate adverse variances, as well as progress on previous action plans.
- (d) Note the Financial Performance and Financial Position, as represented in the Annual Report and Financial Statements, to the Board.
- (e) A single item meeting of the joint Audit and Risk and Finance and Resources committees convenes annually to endorse the draft Annual Report and Financial Statements. This provides the Finance and Resources Committee with the opportunity to note the reported Financial Performance and Financial Position. The Audit and Risk Committee then has responsibility for recommending the draft Annual report and Financial Statements to the Board of Governors for approval.

Budget Setting/Monitoring

- (f) Examine the annual budgets, including revisiting and updating the annual GSASA Block Grant, and longer-term financial plans, and recommend their approval to the Board of Governors for onward submission to the SFC.

Resource Oversight

- (g) Consider capital projects and advise the Board on the financial implications of the same.
- (h) Approve the allocation of resources to support the School's strategies and plans.
- (i) Review and oversee the development, maintenance and sustainability of the School's physical and digital estate.
- (j) Consider options for the acquisition, disposal, development, utilisation or best uses of land and buildings within the School's property portfolio and make recommendations to the Board of Governors.
- (k) Consider and make recommendations to the Board on any matter concerning carbon management and sustainability policies which meet organisational objectives as directed by the Board.

Investment Management

- (l) Consider and make recommendations to the Board of Governors on the School's Investment Strategy, Investment Policy, and the appointment of External Investment Managers.
- (m) Set performance targets for those Managers, and meet them at least once per annum to monitor the performance of both investments and Investment Managers.

Companies

- (n) Review and assess the financial operations of all subsidiary and other related parties, including trust funds where appropriate.
- (o) To consider the establishment of related companies/joint ventures prior to consideration by the Board, and to consider progress reports from such companies/ventures.

Risk Management

- (p) Assurance regarding those risks which are relevant to the Finance and Resources Committee, ensuring appropriate escalation of high-scoring risks to the Institutional Risk Register.

Delegated Authority

- (q) Approve on an annual basis the governance arrangements for Transparent Approach to Costing (TRAC).
- (r) Approve on an annual basis the setting of Tuition Fees, as recommended by the Senior Leadership Group, for Rest-of-UK and International Students.
- (s) Approve capital expenditure for operational spend above the threshold as promulgated by the Financial Regulations.

2. MEMBERSHIP

- (a) The Finance and Resources Committee is comprised of

Membership

- (i) Convened by an Independent Governor
- (ii) Chair of the Board of Governors
- (iii) Three additional Independent Governors
- (iv) Director of GSA
- (v) GSASA Student President
- (vi) One Staff Governor

In attendance (GSA) – by invitation of the Committee

- (vii) Director of Estates and Infrastructure (Project Director (Mackintosh))
- (viii) Director of Finance
- (ix) The Secretary and Registrar shall be entitled (but not required) to attend all meetings of the Committee.

In attendance (External) – by invitation of the Committee

- (x) Representative LGT Wealth Management

Secretariat:

(xi) Corporate Governance Office

3 Quorum

3.1 The quorum for a meeting shall be four governors, at least two of whom should be Independent Governors.

**Corporate Governance Office
August 2024**

The Glasgow School of Art

Board of Governors

Governance and Nominations Committee: Remit, Membership and Procedures 2024/25

The Governance and Nominations Committee is responsible for assurance and oversight of the governance arrangements at the School, the conduct and effectiveness of the Board, the appointment of independent members, governor development and the implementation of good governance practice.

1. Remit

General

- (a) Oversee the governance arrangements at the School and provide assurance to the Board of compliance with all key relevant legislation and governance frameworks, including the Scottish Code of Good HE Governance, making recommendations to the Board as appropriate.
- (b) Consider and recommend for Board approval policies relevant to the governance arrangements at the School.
- (c) Maintain an overview of emerging best corporate governance practice across the sector, seeking alignment as appropriate and making all necessary recommendations to the Board in this regard.

Appointments

- (d) Responsible for recruiting, assessing and recommending candidates for Board Independent Governor membership.
- (e) Consider and make recommendations to the Board in respect of the reappointment of existing Independent Governors.
- (f) Consider the matter of succession planning in relation to membership of the Board of Governors.
- (g) Consider and make recommendations to the Board in relation to the potential re-appointment of the Chair of the Board of Governors (under exclusion of the Chair, who should delegate Convenorship of the committee to another member in such circumstances).
- (h) Consider and recommend candidates to the Board for the positions of Vice Chairs(s) of the Board of Governors and Board Intermediary.
- (i) Consider and make recommendations to the Board in relation to the appointment of Convenors and Governors to Board Committees, taking into account their respective remits and required balance of skills, attributes and experience.
- (j) Oversee and make recommendations from time to time in regard to co-option to Committees, as required for specific projects or to enhance the balance of skills of the Board of Governors.
- (k) Ensure that an appropriate fixed period of tenure is specified in respect of any appointments recommended.
- (l) Oversee the preparation and updating of GSA's Guidelines on the appointment or renewal of Independent Governors, which includes the Register of the Balance of Skills, Attributes and Experience.

- (m) Oversee the preparation and approval of GSA's standard letter of appointment of Governors.
- (n) Ensure that, in discharging its responsibilities, it will have due regard to the promotion of equality and diversity including the requirements of the Gender Representation on Public Boards (Scotland) Act 2018.

Board Development

- (o) Ensure best practice is adopted in relation to the appropriate induction and mentoring of new members of the Board of Governors.
- (p) Ensure that appropriate processes are in place to facilitate the ongoing development of all Board members.

Board Effectiveness

- (q) Oversee the regular review of the effectiveness of the Board and its committees and monitor the implementation of resulting recommendations.
- (r) Receive reports on the regular effectiveness reviews of the Academic Council.
- (s) Consider and recommend for Board approval arrangements for the periodic externally facilitated effectiveness review of the Board and Academic Council.

Risk Management

- (t) Assurance regarding those risks which are relevant to the Governance and Nominations Committee, ensuring appropriate escalation of high-scoring risks to the Institutional Risk Register.

2. Membership

- (a) The Governance and Nominations Committee is comprised of:
 - The Chair of the Board of Governors (Convenor)
 - The Vice Chair(s) of the Board of Governors
 - An Independent Governor from each of the Board Committees (Audit and Risk, Finance and Resources, People and Culture, and Remuneration) who may or may not be Convenor of said Committees.
 - The Director of GSA
 - A Staff Governor or Trade Union Governor
 - GSASA Student President
- (b) The Secretary and Registrar or their nominee shall attend all meetings of the Committee.

3 Quorum

- (a) The quorum shall be five members with at least three Independent Governors in attendance.

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People and Culture Committee: Remit, Membership and Procedures 2024/25

The People and Culture Committee is responsible for strategic oversight and seeking assurance, on behalf of the Board of Governors, that the Senior Leadership Group, through the People Strategy, policies and procedures, is effectively fostering and managing a positive culture for the School's staff and students.

1. REMIT

Human Resources and People Strategy

- (a) Consideration of regular reporting from Director of Human Resources on employment-related activities across the five dimensions of the Fair Work Convention: *Effective Voice, Opportunity, Security, Fulfilment, Respect*, a focal point for Scottish Funding Council.
- (b) Review progress of the People Strategy on an annual basis in order to inform the School's forward planning in relation to the seven key pillars which comprise the People Strategy.
- (c) Receive updates on the staff consultative process with the Trade Union Forum, and briefings of legal case summaries (noting that discussion of individuals or casework shall not be competent business).

Driving Culture Change

- (d) Responsible for the scrutiny of key performance indicators as evidenced by the Staff Performance Dashboard, to ensure accountable leadership and delivery.
- (e) Assurance that leadership are responding to the employee voice as evidenced through the staff survey and other feedback mechanisms.
- (f) Strategic oversight of the staff experience and its relationship with the student experience.¹

Policies and Procedures

- (g) Scrutiny of significant new policies and procedures of the employee life-cycle, to meet organisational needs and ensure compliance with employment legislation.

Risk Management

- (h) Assurance regarding People and Culture risks, ensuring appropriate escalation of high-scoring risks to the Institutional Risk Register.

Compliance Matters

- (i) Assurance of compliance with equality, diversity and inclusion arrangements for staff and students, notified of statutory requirement compliance.
- (j) Assurance of compliance with health and safety, wellbeing and safeguarding for staff and students,

¹ The School's Academic Council has oversight of the student experience through its responsibility for academic activity, including the maintenance of GSA's academic standards.

notified of regulatory requirement compliance.

Statement of Assurance

- (k) Approval of the People and Culture Annual Report for onward reporting to the Board:
 - i) People Strategy delivery report for the preceding academic year, and review for future years, to ensure that strategic matters have an appropriate, realistic and achievable synergy with other institutional strategies.
 - ii) Reporting from areas of equality, diversity and inclusion, and workplace health and safety, wellbeing and safeguarding.

2. MEMBERSHIP

- a) The People and Culture Committee is comprised of:

Core:

- i) Convened by an Independent Governor
- ii) Three additional Independent Governor
- iii) Director
- iv) One Trade Union Governor
- v) One Staff Governor
- vi) Student Vice President

In attendance:

- vii) Secretary and Registrar
- viii) Director of Human Resources
- ix) Deputy Director of Human Resources

By invitation:

- x) Equality, Diversity and Inclusion Representative
- xi) Estates and Infrastructure Representative

Secretariat:

- xii) Corporate Governance Officer

3. QUORUM

- a) A minimum of two Independent Governors, and one elected Governor.

Glasgow School of Art

Board of Governors

Remuneration Committee: Remit, Membership and Procedures 2024-25

[extracted from the Remuneration Committee Framework]

2. Principles

2.1 The procedures outlined in this document follow the principles of the Scottish Code of Good Higher Education Governance, the Higher Education Governance (Scotland) Act (2016) and the Equality Act (2010) and aim to ensure:

- A fair and transparent approach to senior staff remuneration that reflects the markets within which GSA operates
- Appropriate and justified levels of remuneration for senior staff based upon use of appropriate comparative information from established independent sources
- Proportionality and consistency of application of decision-making factors

3. Remit

3.1 The work of the Committee will take cognisance of the requirement to represent the public interest, avoiding any inappropriate use of public funds, and will be informed by sufficient relevant information and comparators to reach well informed evidence-based decisions (e.g. the Universities and College Employers Association Senior Staff Remuneration Survey (UCEA SSRS)) and other relevant benchmarking labour market data.

3.2 The decision making of the Committee will also be informed by extant Equal Pay Audit data and take into account the vision of the [Scottish Fair Work Convention](#) in reducing pay inequalities.

3.3 The Committee will be responsible for the following:

- a. determining and reviewing the salaries, benefits, terms and conditions of the Director;
- b. determining and reviewing the salaries, benefits, terms and conditions of the Senior Leadership Group, referenced as 'senior staff';
- c. seeking the views of students and staff in relation to the remuneration of the Director and senior staff. ¹
- d. ensuring decisions regarding remuneration of the Director and senior staff are made within budgetary parameters agreed by the Board of what is affordable and sustainable for the institution;
- e. approving any severance payments for the Director and senior staff;

¹ In addition to the Remuneration Committee membership that includes staff and student Governors, the following action will be taken:

- I. in advance of Remuneration Committee meetings, the Director of HR will seek the views of the Student President to inform submissions;
- II. in advance of Remuneration Committee meetings, the Director of HR will seek the views of Trade Union representatives, in relation to the remuneration of the Director and senior staff to inform submissions. The Director of HR will feed back the Remuneration Committee decision making rationale to the Trade Union Forum.

- f. approving any severance payments of over £75,000;
- g. referring for consultation any severance payment in excess of £100,000 to the Chief Executive of the Scottish Funding Council;
- h. overseeing the development of policies and processes to be used by the Committee and recommending these to the Board for approval;
- i. reporting to the Board on the Committee's decisions in sufficient detail to enable the Board to be satisfied that the decisions the Committee has made have been taken in compliance with its policies.

4. Membership

- 4.1 Remuneration Committee members will have the required expertise to review and determine salaries, terms and conditions and severance payments for the staff within its remit. The Committee membership provides a mechanism to seek the views of students and staff in relation to the remuneration of the Director and senior staff across the School.
- 4.2 All members of the Remuneration Committee shall undergo an annual induction session with the Secretary and Registrar, normally at the start of the academic session, and prior to the first meeting of the Remuneration Committee.
- 4.3 The Remuneration Committee membership is comprised of:
 - a) Convenor (an Independent Governor not present on the Audit and Risk Committee)
 - b) The Chair of the Board of Governors
 - c) The Vice Chair(s) of the Board of Governors
 - d) An additional Independent Governor (optional)
 - e) A Staff Governor
 - f) One Student Governor (The President of the Students' Association)
- 4.4 The Director of the School, the Secretary to the Board, and the Director of Human Resources are not members but attend by invitation and would normally attend all meetings of the Committee, leaving any meetings when any matter which may affect their own circumstances be discussed, and otherwise at the request of the Convenor from time to time. The Convenor of the Remuneration Committee may request the Director of Finance to attend as appropriate.

5. Quorum

- 5.1 Any three members, of which at least two must be Independent Governors, are required for the Remuneration Committee to be quorate.

6. Meetings

- 6.1 It is recognised that whilst it is desirable for the Committee to meet to discuss cases, it may not always be possible to arrange this within an appropriate time scale and therefore approval may be sought by email. In order to ensure security, information will be provided via a password protected file.

7. Risk Management

- 7.1 The Committee is responsible for assurance regarding those risks which are relevant to the Remuneration Committee, ensuring appropriate escalation of high scoring risks to the Institutional Risk Register.

**Corporate Governance Office
August 2024**