

THE GLASGOW SCHOOL OF ART

BOARD OF GOVERNORS MEETING: 24 OCTOBER 2024

Governors: Ms Ann Priest (Chair), Dr Kate Lampitt Adey, Ms Kristen Bennie, Ms Alicia Bickerstaff, Professor Graham Caie, Mx Rachel Dennis, Ms Jacquie Coyle Dow, Mr Thomas Greenough, Professor Stephen Hodder, Mr Craig Laurie, Dr Simon Learoyd, Professor Penny Macbeth, Mr Digger Nutter, Mr Harry Rich, Mr James Sanderson, Professor Adrienne Scullion, Professor Andrea Siodmok, Dr Graham Sharp, Mr Andrew Sutherland, Professor Anne Trefethen.

GSA Attendees: Professor Rachel Dickson, Professor Irene McAra-McWilliam, Mrs Eleanor Magennis (for items), Mr Andrew Menzies, Mr Scott Parsons (for items), Mr Alistair Storey, Ms Emma Williams, Ms Janet Allison (Academic Registrar - for item 2425.12), Ms Claire Hope (Head of Recruitment and International - for item 2425.10), Mr Alan Horn (for item 2425.16).

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

2425.01 WELCOME AND APOLOGIES

The Chair welcomed members and attendees, extending a particular welcome to the new GSASA sabbatical officers (Ms Bickerstaff and Mx Dennis); to Dr Kate Lampitt Adey, resuming her role as Independent Governor following a recent leave of absence; and to Mr Alistair Storey, the Interim Director of Finance.

The Chair thanked Dr Marty Herbert, who demitted as an Independent Governor on 15 June 2024, paying tribute to his wise and generous contributions to the work of the Board.

Apologies were noted from Mr Tsz Wu.

2425.02 DECLARATIONS OF INTEREST

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

2425.03 PREVIOUS MINUTES [Papers BOG2425-OCT-001/BOG2425-OCT-002]

The minutes from the meeting of 18 June 2024 were **approved**.

The minutes from the meeting of 21 August 2024 were **approved**.

2425.04 BOARD ACTION POINTS [Paper BOG2425-OCT-003]

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

In relation to the Board Committee Remits 2024-25 (Action 2324.93): It was reported that governance arrangements in relation to the Mackintosh project remained in progress and that an update on this matter would be presented to the Board in due course. The Secretary and Registrar would also consider the most effective means by which health and safety compliance was reported to the Senior Leadership Group and subsequent assurance provided to the People and Culture Committee, noting the latter's oversight for workplace

health and safety issues within the new committee structure.

2425.05 REPORT FROM THE CHAIR

The Chair extended her gratitude to members of the Governance Effectiveness Working Group for their contribution to the restructure of the board committees and associated remits, noting that the proposed convenorships and memberships were listed under item 2425.21.03 for approval.

The Chair's Report incorporated the following points:

- Welcomed expressions of interest in the vacant position of Vice-Chair of the Board.
- Thanked members for their participation in the recent 360-Degree Review exercise, the results of which would help to inform collective and personal development plans.
- Thanked Professor Stephen Hodder and Mr James Sanderson for their input on the Strategic Outline Business Case Addendum.
- Reported that she had met with representatives from Aspen People, who were managing the Independent Governor recruitment exercise. Members would receive the link to the advert, which they were invited to share with relevant networks to raise awareness and encourage applications.
- Contributed to the annual Director's Review exercise, the outcomes from which would be reported to the Board.
- Attended a meeting of the Committee of Scottish Chairs (CSC) regarding HEI fees and funding, with representatives from the Scottish Funding Council also in attendance.
- Held individual meetings with board members, including a meeting with the sabbatical officers to discuss the Students' Association.
- Attended the first cycle of board committee meetings.
- Attended the School's summer graduation ceremony.
- Met with chairs from other UK universities, which had proved helpful.

2425.06 REPORT FROM THE DIRECTOR [Paper BOG2425-OCT-004]

The Director highlighted the key matters within her Report. It was noted that the recent Senior Leadership Group away-day had served to refocus the need for strategic agility with a sharper lens on delivery at this crucial three-year point in the Strategic Plan.

2425.07 REPORT FROM THE PRESIDENT OF THE STUDENTS' ASSOCIATION [Paper BOG2425-OCT-005]

The President of the Students' Association highlighted the following key aspects in their report:

- The restructure of the Students' Association team had seen the recruitment of a Charity Director and ongoing work to recruit a new Finance Officer.
- The recent election of a new cohort of GSASA Liberation Officers, with responsibility for representing the voices of marginalised students and leading political advocacy on campus.
- The GSASA was working towards reshaping its strategic direction and focus through a greater emphasis on student representation and support, advocacy spaces and community-building, rather than commercial events and activities.
- Following the previous Board meeting, a request made by the GSASA for additional funding towards the GSA-GSASA Block Grant for session 2024-25 had been approved: it was noted that the additional funding would support GSASA staff wages, as well as student representation and societies, administrative and insurance costs, and building

and operational support.

- Negotiations between the GSA and Dundee University Students' Union in relation to the management of the Vic Bar and Assembly Building remained ongoing.

2425.08 GSA PORTFOLIO REVIEW UPDATE AND NSS RESULTS AND ACTIONS [Paper BOG2425-OCT-006]

The Deputy Director (Academic) provided the following overview:

1. GSA Portfolio Review

It was noted that the report and recommendations from the GSA Portfolio Review had formed the basis for subsequent discussions between the Deputy Director (Academic) and the Heads of Schools, with the latter asked to present their plans and ambitions, which had resulted in a review of portfolio efficiency and several new programme proposals. It was also confirmed that the first cross-GSA programme [Graduate Diploma in Art, Design and Creative Practice] would launch in AY 2026-27, with further proposals for low-residence GSA-wide programmes anticipated to follow in due course. The GSA would ensure that the design and implementation of new courses were paced appropriately, with all programme changes monitored via a new five-year academic plan and reported to the SLG Planning Sub Group.

It was further noted that there was an appetite to review the programme approval process to remove inefficiencies and thereby potentially reduce the time taken from initial academic concept to programme launch. Academic Council to be invited to review the programme approval process.

[Action: **Secretary and Registrar**]

2. NSS Results and Actions

Members were advised that the results of the National Student Survey (NSS) for academic session 2023-24 had been disappointing, with overall satisfaction having dipped from 73.31% in 2023 to 58.10% in 2024. The Deputy Director (Academic) provided an update on actions taken in response to those results, noting that programme leaders for red-rated programmes had been asked to complete an additional NSS Action Plan to ensure the implementation of early interventions with a view to improving the student experience from the beginning of AY 2024/25. Those action plans would be shared at the Learning and Teaching Group meeting in November and subsequently incorporated into the annual programme monitoring and quality enhancement processes to enable the tracking of progress and impact.

The Deputy Director (Academic) would work with the Director of Human Resources to explore leadership development options to support programme leaders. Good Practice guidance had also been issued to each school, while a briefing session would be delivered to students this session; there would also be an increased institutional focus on Survey Season 2024, and an analysis of the Student Experience Survey results.

The Chair emphasised that the National Student Survey was critical to the GSA's position as a world-leading art school and welcomed the targeted actions outlined in the presentation to address fundamental points and build improvements in student experience, as well as support for programme leaders.

2425.09 LEAGUE TABLE ANALYSIS [Paper BOG2425-OCT-007]

The Board **noted** the paper, which provided an analysis of the GSA's rankings in the Complete University Guide 2025, the Guardian University Guide 2025, and the QS World Rankings 2024.

2425.10 RECRUITMENT AND ENROLMENT, FINANCIAL FORECASTS, PLANNED GROWTH [Paper BOG2425-OCT-008]

The Director of Strategy and Marketing provided an overview of the recruitment and enrolment cycle for AY 2024-25, with comparison data provided via a ten-year timeline covering *applications received* during the period 2014-24, complemented by separate four-year timelines covering *applications received* and *offers and enrolment* for the period 2024-24. Notwithstanding the increasingly challenging and competitive environment in which the GSA was now operating, the current cycle had seen a twofold increase in applications compared to 2014 (and a 24% increase since 2020). It was further noted that the introduction of new GSA PGT programmes between 2014 and 2018 had resulted in a significant growth in student numbers, and that the further expansion of the GSA's academic offering over the next period would be key to achieving sustainable growth.

Ahead of the enrolment deadline of 31 October 2024, there continued to be some flux in relation to final student numbers and associated tuition fees. While it was anticipated that there would be a modest shortfall in tuition-fee income this year related to a modest under-recruitment in student numbers against the GSA's own ambitious tuition-fee growth targets as set out in the Strategic Plan, the School had taken major strides towards meeting those targets by achieving a £5.5m increase in student tuition fee income from that achieved in the previous year.

The following points were noted:

- International student recruitment, which had reached an all-time high in AY 2022-23, was now declining across the UK.
- The GSA had held firm to its ambitious high-growth recruitment targets for AY 2024-25. The GSA's performance in the current climate was impressive and compared favourably with the rest of the sector.
- The GSA had significantly increased the number of offers made for entry in AY 2024-2025.
- Greater clarity on the financial outturn for AY 2024-25 would emerge following the enrolment deadline on 31 October 2024: an update on this would be provided at the December meeting of the Board.
- End-of-cycle reviews would begin in November across all four schools. The Head of Recruitment and International would work closely with the schools on the development of recruitment and conversion plans that were more specific and nuanced.
- The importance of credible projections, noting the relationship between the GSA's ambitious targets, income, and expenditure. The GSA should consider whether to set achievable targets and set expenditure against those.
- The importance of ensuring the quality of the student experience as the GSA seeks to increase its postgraduate offer.

The Chair praised the Director of Strategy and Marketing and his team on achieving such a positive outcome, with the latter acknowledging that the achievement had been a truly collaborative effort extending across schools and professional services.

2425.11 QUALITY ASSURANCE UPDATE [Paper BOG2425-OCT-009]

The Academic Registrar provided a brief presentation on the Tertiary Quality Enhancement Framework (TQEF), the new peer-review quality assurance process for Scotland's universities and colleges which has been co-created by the Scottish Funding Council in consultation with HEIs, student and quality agency partners. It was noted that the TQEF operated on a six-year cycle, the first of which would run from AY 2024-25 to 2030-31.

It was further noted that the 2024 edition of the *UK Quality Code for Higher Education* had launched in June 2024: the GSA would undertake a full mapping exercise to the new Code during 2024-25.

2425.12 ACADEMIC COUNCIL SUMMARY REPORT OF MEETING HELD ON 16 OCTOBER 2024
[Paper BOG2425-OCT-010]

The Board **noted** the Summary Report of the Academic Council meeting held on 16 October 2024.

The Board **approved** the Academic Council Remit and Membership 2024-25.

2425.13 REPORT FROM THE DIRECTOR OF ESTATES AND INFRASTRUCTURE [Paper BOG2425-OCT-011]

The Director of Estates and Infrastructure highlighted the key points contained within her report. It was noted that a detailed presentation on the draft Mackintosh SOBC Addendum, led by the architectural consultants, would be provided at the December meeting of the Board.

2425.14 ESTATES STRATEGY UPDATE [Paper BOG2425-OCT-012]

The Board **noted** the GSA's high-level approach to a lean use of the campus as highlighted in the Estates Strategy.

2425.15 MACKINTOSH INSURANCE UPDATE [Paper BOG2425-OCT-013]

The Director of Development highlighted progress in relation to the GSA's Owner Controlled Insurance Program (OCIP) and associated legal actions. It was reported that extensive work had been undertaken between the GSA's insurance brokers and colleagues in Finance and Estates to gather the elements of data and information necessary to quantify the Statement of Claim. It was further noted that the GSA's legal advisers had proposed an alternative timetable for the next stage of the arbitration process, however this had yet to be agreed by the insurers.

2425.16 REPORT FROM THE DIRECTOR OF FINANCE [Paper BOG2425-OCT-014]

The Board **noted** the paper, which provided an overview of the following key finance issues:

- The dissolution of the GSA's subsidiary in Singapore.
- The Scottish Funding Council had recently established a strategic-level group which would serve as a monthly forum for the SFC and universities to discuss and review the university teaching funding allocation methodology.
- The outcome of the recent national collective pay negotiations.

The Chair thanked the Director of Finance for his efforts in overseeing the dissolution of the School's Singapore operation.

2425.17 ENDOWMENT INVESTMENT POLICY [Paper BOG2425-OCT-015]

The Director of Finance summarised the context for the proposal. Informed by the outcomes of the 'listening stream' engagement exercises with staff, students and governors in November 2023, the Business and Estates Committee, at its meeting on 28 May 2024, had reached a consensus that the GSA's zero tolerance approach to fossil fuels and armaments not only held fast but should be extended to issues of social justice. Consequently, GSA's investment managers (LGT) had proposed three additional MSCI screens, which would be achieved through the application of industry-standard ESG (environmental, social and corporate governance) screening methods; this would see the GSA exclude investment in entities that derived *any* revenue from fossil fuels, armaments, child labour, high-interest rate lending, or where there existed controversies arising from, or related to, a firm's supply chain¹. Further, the GSA would continue to avoid investment in companies which derived more than 5% of their revenue from tobacco, gambling, or adult entertainment. It was anticipated that the above exclusions, if approved, would reduce the GSA's portfolio income from 2.94% to 2.66%, the impact of which LGT would seek to mitigate via the reinvestment of capital.

One member expressed the view that, while the proposed inclusion of additional social justice screens represented a positive step in the right direction, there was a desire amongst the student body for the policy to go further, specifically in relation to divestment from companies affiliated with Israel: a point emphasised in the leaflet from the GSA Palestine Solidarity Society. The Board noted that the GSA would respond to student concerns on this issue in a consistent manner that was in line with the sector and also consonant with current legislation and internationally recognised sanctions. The Student President offered to help coordinate a meeting between student groups and senior officers to discuss this issue. It was suggested that staff and students were kept fully informed on the outcome of the new Endowment Investment Policy and thereafter progress with the implementation of associated changes to the investment portfolio.

The Director of Finance clarified that the GSA's Endowment Investment Policy related to endowments held by the GSA, which comprised a range of 'Funds' received for various purposes, however the majority were designed to support the awarding of scholarships and prizes.

The Board of Governors **approved** the following:

- That the current Endowment Investment Policy be updated to reflect the adoption of a revised screening criteria, while a wider review of the remainder of the policy continued.
- That the Investment Managers be instructed to implement the changes, consistent with the provisions within the current policy for transition, within one year of the approval of the updated Endowment Investment Policy, subject to market conditions.

¹ GSA's current Endowment Investment Policy aims to avoid investment in companies with significant revenue (over 5%) arising from those restrictions listed.

2425.18 MANAGEMENT ACCOUNTS TO 31 JULY 2024 [Paper BOG2425-OCT-016]

The Board received a report on the Management Accounts to 31 July 2024, which showed a shortfall in student recruitment and tuition fee income for AY 2023-24, which had been mitigated by the in-year management of expenditure.

2425.19 RISK AND BOARD ASSURANCE FRAMEWORK [Paper BOG2425-OCT-017]

The Board **endorsed** the Institutional Risk Register. It was noted that the format of the Institutional Risk Register had been amended for session 2024-25, based on feedback received from the Board and last session's internal audit exercise: amendments included a change to the scoring scale to allow for greater nuance and to ensure that individual risk profiles were appropriately stated; and the inclusion of consequential lead indicators which may be impacted by identified risks. It was noted that work was progressing on developing a revised and more nuanced approach to risk reporting based on a Board Assurance Framework model.

2425.20 REPORT FROM THE SECRETARY AND REGISTRAR [Paper BOG2425-OCT-018]

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

The Board **noted** the guidance provided by the GSA's solicitors with respect to the *Directors' Duties and Charity Trustees' Duties applicable to Governors*, which included a change of wording in respect to the potential applicability of charity trustee duties to the most senior members of the GSA's Senior Leadership Group.

The Board **approved** the Statement of Corporate Governance 2024-25.

2425.21 COMMITTEE REPORTS

.1 AUDIT AND RISK COMMITTEE [Paper BOG2425-OCT-019]

The Board **noted** the minutes of the Audit and Risk Committee meeting held on 16 September 2024.

The Board **approved** for publication on the GSA website the proposed *Modern Slavery and Human Trafficking Statement*, which outlined the steps taken by the GSA to ensure that slavery and human trafficking were not taking place in any of its supply chains, or in any other part of its own business, consistent with the obligation arising from the Modern Slavery Act 2015 Sect 54(1).

.2 FINANCE AND RESOURCES COMMITTEE [Paper BOG2425-OCT-020]

The Board **noted**:

- The minutes of the Business and Estates Committee meeting held on 28 May 2024.
- The minutes of the Finance and Resources Committee meeting held on 23 September 2024.

The Convenor reported that the establishment of the Finance and Resources Committee presented an opportunity to reset the Committee based on the learnings from the

Governance Effectiveness Review.

.3 GOVERNANCE AND NOMINATIONS COMMITTEE [Paper BOG2425-OCT-021]

The Board **noted** the minutes of the Governance and Nominations Committee meeting held on 12 September 2024.

The Board **approved** the following:

- The Board Committee Convenorships and Memberships for session 2024-25.
- The appointment of Dr Kate Lampitt Adey as Board Intermediary.

.4 PEOPLE AND CULTURE COMMITTEE [Paper BOG2425-OCT-022]

The Board **noted** the minutes of the People and Culture Committee meeting held on 17 September 2024.

.5 REMUNERATION COMMITTEE [Paper BOG2425-OCT-023]

The Board **noted** the minutes of the Remuneration Committee meeting held on 11 September 2024.

The Board **noted** the Annual Remuneration Committee Report to the Board of Governors 2023-24.

The Board **approved** the Senior Pay Policy (Principles).

Not having attended the Remuneration Committee meeting of 11 September 2024, when the Senior Pay Policy had been recommended to the Board for approval, it was formally noted that the Student President and Vice President withheld their approval.

2425.22 ANY OTHER BUSINESS

The Chair thanked members and reiterated the importance of the Board acknowledging the strength of student feelings in relation to the GSA's ethical investment strategy.

2425.23 FUTURE MEETING OF THE BOARD

- Tuesday 10 December 2024 at 10am.

2425.24 FORTHCOMING GSA EVENTS OF INTEREST TO GOVERNORS [Paper BOG2425-OCT-024]

The Board **noted** the list of forthcoming GSA Events due to take place between October 2024 and October 2025.

Mr John Leabody
Corporate Governance Office
12 November 2024