

BOARD OF GOVERNORS DESCRIPTION OF ROLE AND RESPONSIBILITIES

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THE GLASGOW SCHOOL OF ART

BOARD OF GOVERNORS DESCRIPTION OF ROLE AND RESPONSIBILITIES

1. Introduction

- 1.1 This document summarises the role, responsibilities and expectations of a member of the Board of Governors of the Glasgow School of Art (GSA or 'the School'), in order to briefly describe the role of a Governor to those responsible for making appointments to or overseeing elections to the Board of Governors of the School.
- 1.2 GSA is a Higher Education Institution (HEI) forming part of the Higher Education sector in Scotland and funded by the Scottish Funding Council (SFC). Together, the School's Governors form the Board of Governors which is the governing body of the School. The Board has overall responsibility for the running of the School and the achievement of its aims.
- 1.3 As a Scottish HEI, the School must comply with the Scottish Code of Good Higher Education Governance, which identifies the following as the key purpose of the governing body of an HEI:

"The governing body must take responsibility for ensuring the effective management of the Institution, planning the Institution's strategic direction and future development and advancing its mission. The governing body has ultimate responsibility for all the affairs of the Institution and must ensure that there are appropriate arrangements for financial management. It must satisfy itself that the Institution is compliant with all relevant legal and regulatory obligations and operates with high levels of social responsibility."

Governors will be expected to use their own experience, skills and expertise to materially contribute to this purpose.

- 1.4 This document is a summary only. A fuller description of the School's corporate governance arrangements and the role of the Board of Governors within those arrangements is available in the School's Statement of Corporate Governance which can be found on GSA's website.

2. Board of Governors: Statement of Primary Responsibilities

- 2.1 The Board of Governors has identified that the Board has the primary responsibilities listed below. All Governors will be expected to make a material contribution to ensuring that the Board fulfils these responsibilities.
 - a) To ensure the effective management of the School and to play a key role in the development, approval and review of the mission and strategic vision of the School.
 - b) To be the principal financial and business authority of the School.
 - c) To safeguard the reputation and values of the School.
 - d) To ensure the quality of institutional educational provision uphold and to ensure the defence of academic freedom.
 - e) To make such provision as appropriate for the general welfare of students, in consultation with the Academic Council.
 - f) To ensure that systems and policies are in place for meeting all of the School's legal and regulatory obligations.

- g) To oversee and monitor the development and implementation of the School's Strategic Plan.
- h) To appoint a Chair of the Board of Governors, one or more Vice Chairs, and Independent Governors.
- i) To appoint the Director and Principal of the School and the Secretary to the Board.
- j) To advise on the appointment of the Deputy Directors of the School, and the Chief Financial Officer.
- k) To ensure the establishment and monitoring of systems of control and accountability, including financial and operating controls and risk management framework.
- l) To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the School.
- m) To establish processes to monitor and evaluate the performance and effectiveness of the Board of Governors.
- n) To conduct its business in accordance with best practice in higher education corporate governance and with accepted standards of ethics and behaviour in public life.
- o) To determine and review the remuneration of those senior staff members whose salaries are not included within national pay scales.
- p) To form, and receive regular reports from, committees to consider major areas of activity.
- q) To support and enable the effective functioning of the Students' Association.
- r) To satisfy itself that the School operates with high levels of social responsibility.
- s) To take all final decisions on matters of major concern to the School.

3. Commitment to Principles of Public Life in Scotland

- 3.1 Although the School is not a public body, the Code identifies that Governors are expected to adhere to the Nine Principles of Public Life in Scotland. These are:

Duty

Governors have a duty to uphold the law and act in accordance with the law and the public trust placed in them. They have a duty to act in the interests of the public body of which they are a member and in accordance with the core functions and duties of that body.

Selflessness

Governors should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.

Integrity

Governors should not place themselves under any financial or other obligation to any individuals or organisations that might reasonably be thought to influence them in the performance of their duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, Governors should make choices solely on merit.

Accountability and Stewardship

Governors are accountable for their decisions and actions to the public. They have a duty to consider

issues on their merits, taking account of the views of others and must ensure that the School uses its resources prudently and in accordance with the law.

Openness

Governors should be as open as possible about all their decisions and the actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Governors have a duty to act honestly and to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Governors should promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of the School in conducting public business.

Respect

Governors must respect fellow members of the Board and employees of the School and the role they play, treating them with courtesy at all times. Similarly, they must respect members of the public when performing duties as a member of their public body.

4. Collective Responsibility

- 4.1 All members of the Board of Governors are collectively responsible and accountable for the decisions of the Board. The Board shall exercise its responsibilities in a corporate manner, i.e. decisions should be taken collectively by all of the members acting as a body.
- 4.2 All members of the Board of Governors assume the same responsibilities as part of the Board (apart from the additional responsibilities that attend particular offices including the role of Chair and Director and Principal), and share responsibility for the decisions of the Board. Once appointed, all members, irrespective of the route by which they were appointed, shall be considered full members of the Board and are expected and entitled to participate fully in all of the business of the Board of Governors, unless a clear conflict of interest is identified.
- 4.3 While Board members must provide constructive challenge and robust discussion is encouraged, ultimately all Governors share responsibility for all decisions and actions of the Board. If a Governor fundamentally disagrees with any decision taken of the Board, they may request that their disagreement be minuted, but this does not detract from the principle of collective responsibility. If any Governor considers that they cannot accept and support a decision of the Board, a Governor may choose to resign.
- 4.4 Having delegated authority to other committees, bodies or individuals to act on its behalf, the Board of Governors is nevertheless still ultimately accountable and assumes collective responsibility for the actions taken under such delegation.

5. Key regulatory/compliance obligations

5.1 Charitable Status

The School has charitable status and therefore has obligations under the Charities and Trustee Investment (Scotland) Act 2005, including responsibility for making annual returns to the Office of the Scottish Charity Regulator (OSCR). The Governors and potentially the most senior members of the School's Senior Leadership Group are the Charity Trustees, and therefore have duties and responsibilities to act in the best interests of the School and to ensure that its assets are

safeguarded and applied to pursue its charitable purposes.

5.2 Scottish Further & Higher Education Funding Council (SFC)

GSA receives a significant proportion of its income in the form of grants from the SFC, and is therefore also bound by the conditions of the SFC Financial Memorandum. The Memorandum sets out a series of conditions which GSA must comply with as conditions of receiving the Scottish Government funding provided by the SFC. The Governors have responsibility for ensuring that the School complies with these obligations.

5.3 The Scottish Code of Good Higher Education Governance (the Code)

The Code sets out a detailed set of fundamental principles, accompanied by more detailed requirements, expectations and standards which HEIs are expected to adhere to. Governors have a key role as members of the governing body of the School to demonstrate high standards of corporate governance and to set the tone for governance throughout the institution.

6. **Composition of the Board of Governors and Period of Office**

6.1 The Board of Governors consists of a total membership of not less than eighteen and not more than twenty-five members.

- (i) A majority of the Governors must be independent members, i.e. members who are not employed by the School. In appointing Governors, the Governance and Nominations Committee must ensure that the balance of skills and experience among independent Governors is sufficient to enable the Board to meet its primary responsibilities and to ensure stakeholder confidence. A register showing the balance of skills, attributes and experience required across the Board's membership is utilised in the recruitment of Governors.

The Board must also demonstrate leadership in promoting and facilitating equality and diversity, and has a responsibility to ensure that in its own composition due and proper account is taken of aiming for a balance across all protected characteristics recognised under the Equality Act 2010. The Board must also comply with the obligations contained in the Gender Representation on Public Boards (Scotland) Act 2018. The Board's Equality, Diversity and Inclusion Statement can be found on GSA's website.

- (ii) The Chair of the Board of Governors.
- (iii) The Director and Principal of the School as a governor ex officio.
- (iv) Two Staff Governors appointed by being elected by the staff of the School from among their own number, one of whom shall be elected by the academic staff of the School and the other by the support staff of the School in accordance with rules approved by the Board of Governors. The Staff Governor elected by the academic staff shall, as a result of the appointment, become a member of the Academic Council.
- (v) Two Trade Union Governors appointed in accordance with rules approved by the Board of Governors as follows:
 - one by being nominated by a trade union from among the academic staff of the School who are members of a branch of a trade union that has a connection with the School; and
 - one by being nominated by a trade union from among the support staff of the School who are members of a branch of a trade union that has a connection with the School.

- (vi) Two Student Governors appointed by being nominated by the Students' Association of the School from among the students of the School in accordance with rules approved by the Board of Governors.

6.2 Appointment and Period of Office of Governors and the Chair of the Board of Governors

- (i) The Chair of the Board of Governors shall hold office for an initial term not exceeding four years and may be reappointed for one further consecutive period of up to four years.
- (ii) Any Governor ex-officio shall hold office as a Governor for the duration of their tenure in the role by virtue of which this person is a Governor, and will automatically cease to hold office as a Governor on leaving such role.
- (iii) Independent Governors shall normally be appointed for an initial period not exceeding three years and any governor appointed (and being eligible) may be further appointed, subject to satisfactory performance, (on the recommendation of the Governance and Nominations Committee) on expiry of the term of office for up to two further periods of up to three years.
- (iv) Staff Governors and Trade Union Governors shall hold office for an initial term not exceeding three years and may be reappointed for up to two further periods of up to three years.
- (v) Student Governors shall hold office for an initial term not exceeding one year and may be reappointed for one further period of up to one year.
- (vi) A person shall not be appointed as a governor where the term of office, if aggregated with any previous terms of office, would cause that person to serve for more than nine years as a governor. Any term of office as an ex-officio Governor shall not be included in the aggregate term of office. Such limits on periods of office should also be observed by those constituencies which appoint or elect members to the governing body.

7. Meetings of the Board of Governors

- 7.1 Governors are expected to prepare for and attend regular meetings of the Board of Governors. Papers for consideration and discussion at meetings will ordinarily be circulated not less than seven days in advance of meetings.
- 7.2 The Board shall normally meet a minimum of four times per annum and these meetings shall normally be within academic terms, with the first meeting being held in October and the last meeting at the end of June in the following year.
- 7.3 Members must attend meetings of the Board regularly and actively participate in its proceedings.
- 7.4 Members should not confine their contributions to matters that appear relevant to their background or the particular constituency that appointed or elected them.
- 7.5 Members should not act individually or as representatives of a constituency or in informal groupings. No member may be bound, when speaking or voting, by mandates given to them by others, or drawn from an electoral platform.
- 7.6 Members of the governing body must take care not to become involved in the day-to-day executive management of the School, excepting those who are employed by or are students of the School, and in these cases only to the extent that they have executive responsibilities in the course of their employment or their activities as students or trade union representatives.

8. Conflict of Interest

- 8.1 Governors shall be required to complete a declaration of interests and provide updates as required to the School's Register of Interests. The Register shall be made available for reference at every meeting of the Board.
- 8.2 A Governor who has a financial, family or other interest in any matter under discussion, at any meeting of the Board or one of its committees at which they are present, must, as soon as practicable, disclose the fact of this interest to the meeting.
- 8.3 Where a member of the governing body has declared a conflict of interest with respect to a given matter, the member in question must withdraw from participation in relevant business.
- 8.4 A member of the Board of Governors is not considered to have a financial, family or other interest in matters under discussion merely because they are a member of staff or a student of the Institution.

9. Committees

- 9.1 The Board of Governors operates a committee structure whereby responsibility for certain areas of business or detailed scrutiny of particular aspects of the Board's remit is delegated to a smaller group of Governors. The School currently operates the following committees: Audit and Risk Committee; Finance and Resources Committee; Governance and Nominations Committee; People and Culture Committee; and Remuneration Committee.
- 9.2 Governors may be asked to serve on a committee in an area in which they have particular experience, expertise or interest. Appointment to committees is the responsibility of the Governance and Nominations Committee.