

BOARD EFFECTIVENESS FRAMEWORK

March 2026

Policy control

Date approved	26 March 2026
Approving Bodies	Governance and Nominations Committee, Board of Governors
Implementation Date	26 March 2026
Supersedes	October 2021 Board Effectiveness Review and Governance Framework Development Policy
Supporting policy	Not applicable
Review date	See Departmental Review Schedule
Author	Corporate Governance Office
Date of Impact assessment	January 2025
Benchmarking	<p>Glasgow Caledonian University, Royal Conservatoire of Scotland, University of St Andrews, Abertay University, University of Stirling, Queen's University Belfast, Plymouth Marjon University, University of Chichester</p> <ul style="list-style-type: none"> • Scottish Code of Good HE Governance 2023 • AdvanceHE Governance Effectiveness Framework • CUC Higher Education Code of Governance

GLASGOW SCHOOL OF ART
BOARD EFFECTIVENESS FRAMEWORK

1. INTRODUCTION

1.1 In accordance with GSA's Statement of Corporate Governance, and in line with the expectations of the Scottish Code of Good Higher Education Governance (2023), GSA monitors and evaluates the effectiveness of its Board of Governors. This is a continuous process carried out as follows:

- **Internal annual review (detailed in [section 2](#)):**

An internal annual review of the Board's effectiveness, comprised of three distinct elements and processes.

These reviews are reported upon appropriately, both internally and publicly. Where a review identifies appropriate revisions and improvements in practice and procedures, these are documented, actioned, and reported upon.

- **Five-yearly external review (detailed in [section 9](#)):**

A major externally facilitated five-yearly review of the effectiveness of the Board, its committees and Academic Council, (to be brought forward in the occurrence of any period of exceptional change or upheaval).

2. INTERNAL ANNUAL REVIEW OF EFFECTIVENESS

2.1 The internal review of effectiveness is as standard conducted annually (and at least every two years) and is comprised of three elements, as follows:

- i) **Review of the Chair's Effectiveness Exercise (set out in [section 3](#)):**

This exercise is conducted by the Board Intermediary and focusses on the Chair's performance, as informed by feedback from members of the Board.

- ii) **Board of Governor Members Contribution Exercise (set out in [section 4](#)):**

The Chair undertakes a review with each member of the Board. These meetings provide an opportunity for Governors to reflect on their contribution to the Board and to identify any training requirements.

- iii) **Board and Board Committee Effectiveness Exercises (set out in [section 5-6](#)):**

Governors (including the Chair) will have the opportunity to reflect on:

- a) Board Effectiveness
- b) Board Committee Effectiveness

3. REVIEW OF THE CHAIR'S EFFECTIVENESS

- 3.1 A review shall be conducted by the Board Intermediary of the Chair's performance, providing Governors with the opportunity to provide feedback privately to the Intermediary.
- 3.2 The review process will include consideration of the following elements to gain the Board's view of:
 - a. the effectiveness of the Chair in relation to each aspect of the Chair's role identified in provisions 71 to 75 (inclusive) of the Scottish Code of Good Higher Education Governance (2023) and in accordance with the ethical and behavioural standards set out in the Nine Principles of Public Life in Scotland;
 - b. the Chair's contribution to the work of the Board (and any committees the Chair sits on);
 - c. the relationship between the Chair and the Senior Leadership team of the School;
 - d. any other relevant or material governance matters which have arisen during the preceding year.
- 3.3 Thereafter, a review discussion shall be led by the Board Intermediary with the full Board, without the Chair in attendance.
- 3.4 In conjunction with the above review process, the Board Intermediary will conduct a review with the Chair, which will include consideration of the following elements:
 - a. the Chair's view of the effectiveness of the Board as a whole (and the effectiveness of any committees the Chair sits on);
 - b. the Chair's view of their contribution to the work of the Board (and any committees the Chair sits on) and performance of the role of Chair during the year;
 - c. identification of any training priorities or continuing professional development needs including consideration of the need for additional training in matters of equality and diversity;
 - d. any other relevant or material governance matters which have arisen during the preceding year.
- 3.5 Following completion of the review process, the Intermediary will identify: any points to be followed up with the Chair; any training requirements for referral to the Secretary and Registrar; and any points for wider consideration by either the Governance and Nominations Committee or the Board, or to be factored in to the wider review of Board effectiveness.

4. BOARD OF GOVERNOR MEMBERS CONTRIBUTIONS EXERCISE

- 4.1 A consultation shall be conducted with each Governor (excluding the Chair) of the contributions of Governors to the Board and to any Board committees on which they sit. In each year, a minimum of half of the Governors shall participate in a review. In line with the Code, Student Governor reviews are undertaken at an appropriate time in order to maximise its usefulness during their limited term of office.

- 4.2 Reviews shall be conducted by the Chair, (or Vice-Chairs with the Chair retaining ultimate responsibility). Each Vice Chair's review shall be conducted with the Chair.
- 4.3 The review process will include consideration of the following elements, relevant to the review year:
- a. the Governor's view of their contribution to the work of the Board and any committees the Governor sits on;
 - b. identification of any barriers to participating fully in the work of the Board and any committees the Governors sits on;
 - c. identification of any training priorities or continuing professional development needs including consideration of the need for additional training in matters of equality and diversity;
 - d. any other relevant or material governance matters which have arisen during the preceding year.
- 4.4 Following completion of the reviews being conducted in each year, the Chair, with appropriate input from the Vice Chairs, will collate the reviews and identify any points to be followed up with individual Governors, any training requirements for referral to the Secretary and Registrar, any points for wider consideration by either the Governance and Nominations Committee or the Board, or to be factored in to the wider review of Board effectiveness.

5. BOARD EFFECTIVENESS EXERCISE

- 5.1 The annual Board Effectiveness Exercise will take the form of a survey led by the Secretary and Registrar, with oversight by the Governance and Nominations Committee.
- 5.2 The Corporate Governance Office will undertake regular benchmarking exercises to ensure that the statements within the Board Effectiveness Survey continue to align with sectoral guidelines and best practice.
- 5.3 The Board Effectiveness Survey will be made available electronically, and hard copies provided where requested.
- 5.4 The Board Effectiveness Survey will invite Governors to consider and respond to statements regarding the following aspects of their experience as members of the Board of Governors:
- Role of the Board of Governors
 - Membership, Roles and Responsibilities
 - Meeting Conduct
 - Performance Monitoring and Measurements
 - Risk Management
 - Governance Arrangements

6. BOARD COMMITTEE EFFECTIVENESS EXERCISE

- 6.1 **The Board Committee Effectiveness Exercises** will be led by the respective committee Convenors and considered by the respective committees as a discursive agenda item. The

feedback gained from each committee will be recommended to the Governance and Nominations Committee, which will have oversight of this exercise.

6.2 The analysis of the Board of Governors Effectiveness and the Board Committee Effectiveness Exercises will be considered by the Governance and Nominations Committee and any proposals for reflection or change recommended to the Board of Governors.

7. MONITORING AND REPORTING

7.1 An overarching report, which provides a detailed overview of the outcomes from each of the above elements, including any areas for development and enhancement, will be submitted by the Secretary and Registrar to the Board of Governors, on the recommendation of the Governance and Nominations Committee.

7.2 Any recommendations made in the course of the above exercise shall be taken forward as appropriate and update reports submitted to the Board of Governors.

8. TIMELINE

8.1 The approximate timeline for the Internal Annual Review Process shall be as follows:

- i. Review of the Chair’s Effectiveness: to start in March/April
- ii. Governor Contribution Exercises: to start in April/May
- iii. Board Committee Effectiveness Exercises: to take place during the May Committee Cycle
- iii. Board Effectiveness Survey: to run after the final Board meeting of the session.
- iv. Corporate Governance Office to compile findings: August-October
- v. GNC to consider outcomes of all exercises: November
- vi. Overarching report to the Board on the recommendation of GNC: December

Chair Effectiveness	Governor Contribution	Committee Effectiveness	Board Effectiveness	CGO prepare report	Outcome report to GNC	Report to Board
---------------------	-----------------------	-------------------------	---------------------	--------------------	-----------------------	-----------------

Jan	Feb	March	April	May	June	July	Aug	Sept	Oct	Nov	Dec

9. FIVE-YEARLY EXTERNAL REVIEW OF EFFECTIVENESS

9.1 The review in respect of the Board of Governors and its committees shall be organised and coordinated by the Secretary and Registrar, with proposals from the Secretary and Registrar on the

detail and delivery of the exercise to be recommended to the Board via the Governance and Nominations Committee.

- 9.2 The review in respect of the Academic Council shall be organised and co-ordinated by the Academic Registrar in consultation with the Secretary and Registrar and other senior officers as appropriate, with proposals from the Secretary and Registrar on the detail and delivery of the exercise to be recommended to the Board via the Governance and Nominations Committee.
- 9.3 GSA should always seek to tender the external review processes to ensure transparency and independence in respect of externality. The Board shall commit to reasonable expenditure to ensure full and independent review(s).
- 9.4 Such tenders shall be reviewed and selected by the Secretary and Registrar, the Convenor of the Audit and Risk Committee (or, if unavailable, another member of the Audit and Risk Committee), one other independent Governor and the Head of Procurement.
- 9.5 The external reviewer will carry out assessment activities which may include elements such as 360-degree peer development exercises, surveys, and interviews with individual Board members and senior leadership.
- 9.6 Following receipt of the outcome report from the external review of effectiveness, a Board Effectiveness Working Group may be formed to prioritise the key recommendations from the report to establish actions to be progressed via the Governance Effectiveness Action Plan.
- 9.7 Where appropriate, the Board Effectiveness Working Group may make recommendations to the Board and Board Committees for approval followed by rapid implementation.

Corporate Governance Office
March 2026