

The Glasgow School of Art

Board of Governors Conventions

September 2020

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THE GLASGOW SCHOOL OF ART

BOARD CONVENTIONS

1. Introduction

1.1 It is fundamentally important for the effective functioning of the Board that the information provided to the Board is of the requisite quality and detail, and is provided in sufficient time to allow the Board to properly consider and scrutinise items of business put before it. These board conventions are aimed at ensuring the Board receives information in a structured, transparent format to enable the Board to focus clearly on the pertinent issues and exercise the level of scrutiny required.

2. Agenda Setting

2.1 The standard structure for the Board agenda will normally be as follows:

1. Introduction and Report from the Chair
2. Report from the Director
3. Report from the President of the GSA Students' Association
4. Report from the Director of Finance
5. Report from the Strategic Director of Estates
6. Oral Reports from Board committee Convenors (and minutes from committee meetings)
7. Report from the Registrar and Secretary

2.2 Any items outwith this structure must be approved by the Director and the Chair of the Board and therefore notified three weeks in advance, i.e. prior to the initial agenda approval meeting between the Director, Registrar and Secretary, and the Assistant Secretary to the Board. The final Board agenda will be approved by the Chair.

2.3 Each agenda item (for the Board and Board committees) should be identified by one of the descriptors set out below. Senior Officers will be invited to confirm, at the point of submitting their paper, which of the descriptors is appropriate:

- **To note;**
- **To discuss;**
- **To approve;**
- **To endorse** (after the fact).

2.4 In addition to the committee minutes, and to enable all Governors to remain apprised of other aspects of the governance framework in which they are not directly involved, each committee Convenor will be invited to provide the Board with a brief oral report, with a particular focus on risk should they so wish.

2.5 At the final Board (or Board committee) meeting of the session, members shall be invited to reflect on the inclusion of standing agenda items to ensure that they have a clear purpose and justification, and enable any adjustments to be made to the agenda in the following session.

- 2.6 Should the business of a particular committee meeting require the attendance of the Chair (at a meeting they would not normally attend) this shall be discussed between the Convenor of the meeting, the Registrar and Secretary, and the Chair of the Board.
- 2.7 Each Board and Board committee meeting should be opened with a general statement from the Chair or Convenor (as appropriate) to ascertain whether all members have had sufficient time to scrutinise all papers provided. Where any member does not consider they have had sufficient time to consider any item of business, the Board shall consider whether to hold this item over for further consideration or remit it to a Board committee. This is added as an agenda item to all Board and Board committee agendas.

3. Information Provided to the Board

- 3.1 It is essential that the information provided to the Board is of a high quality. Papers and presentations are for the purpose of informing the Board at a strategic level. As such, papers must be appropriately focused. Operational details are not required other than regarding issues, for example, raised through an audit or as part of an Annual Report required by the Board.
- 3.2 The Board of Governors, in terms of The Scottish Code of Good HE Governance, is required to satisfy itself that GSA operates with high levels of social responsibility. All policies and actions must be ethical and sustainable, taking into consideration their impact on the environment, on the wellbeing of its students and workforce, including health and safety issues and fair working practices, and on other communities, whether local or more distant. Senior Officers presenting papers to the Board of Governors for consideration should be mindful of this requirement and, therefore, ensure that appropriate assurance is provided to the Board in respect of these matters.
- 3.3 In order to support effective, focussed attention on developments, particularly in long-standing on-going projects and programmes, where the contents of Board or Board committee papers are updated, revisions or amendments should be clearly set out in the coversheet or early in the paper.
- 3.4 Senior Officers should remain mindful of the need to make clear in their reports to the Board (and its Board committees) any developments or challenges since the previous meeting, so that members may more easily monitor progress.
- 3.5 Board Papers will normally be no longer than four pages unless they are a summary of a series of papers (hyperlinked within the relevant Senior Officer's report) in which case they should be no longer than eight pages and include an executive summary. This enables a balance to be maintained between transparency and ensuring that members are provided with assurance and to enable appropriate oversight of matters pertaining to the Board.
- 3.6 Papers should normally come to the Board after full consideration by a Board committee or by the Senior Leadership Group.
- 3.7 Each paper submitted to the Board (and its Board committees) should be accompanied by a completed coversheet briefly addressing the following items:
- which committee the paper has been submitted to;

- the author of the paper;
- the title of the paper;
- a short summary of the paper;
- recommendations for action;
- a short summary of history of discussions so far;
- key items or risks relevant to the proposal;
- clarification as to any resource implications;
- clarification as to Equality Impact Assessment implications;
- clarification as to any legal and regulatory considerations;
- reference to any exemptions under Part 2 of the Freedom of Information (Scotland) Act 2002;
- next steps and relevant timescales.

3.8 Where the paper contains proposals for approval, the paper should also clarify why approval is sought; how approval should be given and the advantages/disadvantages of giving approval.

3.9 Where the paper contains proposals for endorsement, the paper should clarify why approval is being sought retrospectively; and the advantages/disadvantages of giving approval.

3.10 The Board must only be asked to approve matters of substance. Ideally, matters will have been discussed and recommended via Board sub-committees or the Senior Leadership Group. This should be noted in any papers provided to the Board. The Board must not be asked to approve matters based on oral presentations except with prior approval from both the Director and the Chair.

3.11 At each Board meeting the Director will set out the items that require a Board decision, therefore the Director must be briefed in advance of preparing their own presentation.

4. Board and Board Committee Paper Submission Deadlines

4.1 The agenda and papers for each Board (or Board committee) meeting shall be provided to the Chair and/or Convenor to review in advance of their wider circulation to the Board (or Board committee).

4.2 Senior Officers shall ensure that their papers, approved by the Director, are submitted in line with the schedule circulated by the Corporate Governance Office in advance of the academic session. The schedule has been set with reference to section 4.1 above and to allow Board papers to be released ten days in advance of meetings. Senior Officers are invited to note section 3.5 above in this regard.

4.3 Papers for all Board committees are circulated a week in advance of the scheduled meeting. Convenors of these Board committees are free to require that papers are sent out earlier than a week in advance.

4.4 Tabled papers should only be provided in exceptional circumstances and with prior approval from both the Director and the Chair.

5. Publication Scheme

- 5.1 GSA publishes its Board papers in alignment with the Scottish Code of Good HE Governance (2017), compliance with which is a requirement of Scottish Funding Council funding. Redaction will ordinarily comply with Freedom of Information legislation rather than the Code guidance. This is a stricter test and will mean greater transparency.
- 5.2 Senior Officers should be mindful of the School's publication scheme for Board agendas, papers and minutes. Senior Officers must identify in the coversheet of the paper any confidential or sensitive content in any document submitted to the Board, and explain the nature and extent of that confidentiality, with reference to any exemptions under Part 2 of the Freedom of Information (Scotland) Act 2002.
- 5.3 Senior Officers should indicate in the coversheet which of three following categories applies:
1. That the paper may be released in full;
 2. That the paper is restricted in full, citing the appropriate exemption. This would be rare and would normally apply to finance-related matters;
 3. That the paper is partially redacted, citing the appropriate exemption which should be applied to the redacted section.
- 5.4 Where the coversheet indicates that the paper shall be partially redacted, it is the responsibility of the Senior Officer to provide a second copy of the paper to the Corporate Governance Office indicating which sections should be redacted. This should happen in parallel with the timescales set out in Section 4 above.

Dr Craig Williamson
Registrar and Secretary

21 September 2020