

THE GLASGOW SCHOOL OF ART

BOARD OF GOVERNORS

STATEMENT OF CORPORATE GOVERNANCE 2022/23

Approved by the Board of Governors, 17 October 2022

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1. Introduction

1.1 Status as an HEI

The Glasgow School of Art (GSA or 'the School') is a Higher Education Institution (HEI). It forms part of the Higher Education sector in Scotland as recognised by the Further and Higher Education (Scotland) Act 1992 and, for funding purposes, by the Scottish Funding Council (SFC). While the constitutional arrangements for Scottish and UK HEIs vary according to the age and types of institution, they all share fundamental characteristics, namely that they are:

- legally independent corporate institutions;
- bodies with charitable status;
- accountable through a governing body which carries ultimate responsibility for all aspects of the institution.

1.2 GSA Order of Council

As an HEI, some aspects of the School's governance arrangements are defined by the Privy Council through an Order of Council (a Scottish Statutory Instrument), derived from the Further and Higher Education (Scotland) Act 1992. This Order was last amended in 2020 and specifies, among other things, the composition of the Board of Governors, including the appointment of the Chair and Vice-Chair(s) and periods of office.

1.3 Company Law Compliance

The School is also a Company Limited by Guarantee and is therefore subject to certain provisions of the Companies Act and the filing regime operated by Companies House. The School provides annual returns and accounts to Companies House, and maintains a register of Directors. As a Company, the School's constitutional and governing documents also include Articles of Association. This document was last updated in 2020. The Governors of GSA are also the Directors (and Members) for the purposes of company law.

1.4 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 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.

1.5 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. In addition to specific financial conditions, notably those relating to audit and risk the Memorandum also requires HEIs to have appropriate and effective governance arrangements in place, and in particular to comply with the Scottish Code of Good HE Governance.

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

The Code was updated in 2017 and is a compliance requirement for all Scottish HEIs. 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. The Code does however recognise that not all HEIs are the same, and adopts a “comply or explain” basis which acknowledges that where an HEI does not comply with a non-mandatory element of the Code, this is acceptable where the HEI can demonstrate how it adheres to the relevant fundamental principle in an alternative way.

1.7 Purpose of the Statement of Corporate Governance

The School’s Statement of Corporate Governance seeks to comply with the Code, while also complying with the various requirements arising from the School’s status (as mentioned above) as an HEI subject to Statute, a Company Limited by Guarantee, a charity, and a body receiving funds from the Scottish Funding Council.

1.8 Commitment to Principles of Public Life in Scotland

As Governors of the School, the Governors must adhere to the Nine Principles of Public Life in Scotland (albeit that the School is not a public body). 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.

2. Board of Governors: Statement of Primary Responsibilities

The Board of Governors has the following primary responsibilities:

2.1 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.

The Board's responsibilities include:

- providing input into, approving, and monitoring the School's long-term strategic plans (academic and business);
- approving the ethos, major investment decisions, risk assessment, and academic and financial sustainability;
- oversight of the School's autonomy, academic freedom and the appropriate participation in decision-making of key constituents, including staff and students.

The Board of Governors shall enable the School to achieve and develop its mission and primary objectives of learning and teaching and research and has ultimate responsibility for all the affairs of the School.

2.2 To be the principal financial and business authority of the School.

The Board must ensure that proper books of account are kept; scrutinize and approve of annual budgets, financial statements and accounts; overseeing borrowing; ensuring adherence to the SFC's Financial Memorandum; approving the creation (and monitoring) of subsidiary bodies; and have overall responsibility for safeguarding the School's assets.

The Board shall ensure that there are clear policies in place on a range of systems including treasury management, investment management, risk management, debt management and grants and contracts and shall ensure that such policies are periodically reviewed. The School's Financial Regulations are available on request.

2.3 To safeguard the reputation and values of the School.

The Board must be cognisant of the importance of maintaining and enhancing the School's reputation within the Scottish, UK and international context.

2.4 To ensure the quality of institutional educational provision uphold and to ensure the defence of academic freedom

To appoint, and receive reports from, the Academic Council and adherence to externally- defined academic quality assurance standards and to foster a suitable environment whereby knowledge may be advanced and the potential of learners fulfilled. The Board of Governors has responsibility for the effectiveness of the Academic Council.

2.5 To make such provision as appropriate for the general welfare of students, in consultation with the Academic Council.

2.6 To ensure that systems and policies are in place for meeting all of the School's legal and regulatory obligations.

The Board has ultimate responsibility for ensuring that the School operates in accordance with the law and complies with all relevant regulatory obligations. This includes those relating to health and safety, the observance of good practice in equality and diversity, the requirements of company law, the governing instruments of the School, charity law, GDPR and data protection, Freedom of Information, and Modern Slavery. The Board shall regularly review such systems and policies.

2.7 To oversee and monitor the development and implementation of the School's Strategic Plan.

The Board must have input into the School's strategic planning process, and must review and scrutinize the plan presented by the Director. The Board must be satisfied that the plan sets out appropriate arrangements for engaging with the public and the wider communities served by the School and also to ensure that it approves an annual plan presented by the Director that identifies those aspects of the strategic plan being implemented in the year in question.

2.8 To appoint a Chair of the Board of Governors, one or more Vice Chairs, and Independent Governors.

Detailed provision on this aspect of the Board's role is set out in section 3 below and must be in accordance with its governing instruments and rules.

2.9 To appoint the Director of the School and the Secretary to the Board.

The Director is the Chief Executive of the School (see detailed provision in section 5 overleaf).

A selection committee, which shall be approved by the Board of Governors, shall undertake the appointment. Membership of the selection committee which shall include independent members, at least one elected staff or trade union member, and a student member of the Board and adequate representation from the academic community shall undertake the appointment. The Committee will make a recommendation to all members of the governing body who shall be consulted on the appointment. The appointment process shall be informed by sector best practice guidance, such as from the Committee of University Chairs and Universities UK.

The Board shall ensure that suitable arrangements are put in place for monitoring the performance of the Director (see 4.10).

The role of Secretary is presently undertaken by the Registrar and Secretary. The Board must ensure that, if the person appointed has managerial responsibilities in the School, there is an appropriate separation in the lines of accountability. The removal of the Secretary to the Board shall be a decision of the Board of Governors as a whole.

2.10 To advise on the appointment of the Deputy Directors of the School, and the Director of Finance and Resources.

Given the importance of these roles within the School's management structure, it is appropriate that the Board is involved in the appointment process. The Board should be represented on the appointment panel constituted to make appointments to these roles.

2.11 To ensure the establishment and monitoring of systems of control and accountability, including financial and operating controls and risk management framework.

The School has an agreed Risk Management Framework which sets out how risk is identified, assessed and reported. The School's approach to internal control is through management reports to the Board and its committees, and specifically includes an Audit and Risk Committee which receives reports from appointed, independent, auditors.

Financial regulations, delegations and authorities shall be reviewed annually through assurance provided by the School's Senior Leadership Group to the Audit and Risk Committee, and shall be subject to full review and reporting on effectiveness no less frequently than once every 3 years, commissioned by the Audit and Risk Committee with reporting to the Board.

The Board must ensure that the School puts in place appropriate and effective procedures for handling internal grievances, 'whistleblowing' complaints, conflicts of interest, and any issues relating to inappropriate gifts or hospitality (as outlined in the Bribery Act).

2.12 To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the School.

This should include measurement against the plans and approved Key Performance Indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions. The Board of Governors must satisfy itself that it has discharged its responsibilities through its annual review of the School's overall performance, which forms the core of the Annual Report.

2.13 To establish processes to monitor and evaluate the performance and effectiveness of the Board of Governors.

The Board of Governors must be self-reflective. This is a continuous process but should include a major externally-facilitated review at least every five years of the effectiveness of the Board, its committees and Academic Council. This five-yearly review shall be conducted in accordance with the Scottish Code of Good HE Governance and shall include assessment of the Board's effectiveness in relation to both this Statement of Corporate Governance and to the Scottish Code of Good HE Governance. There will also be interim internal annual reviews of the Board's effectiveness. These reviews shall be reported upon appropriately both within and out with the School. Where a review identifies appropriate revisions and improvements in practice and procedures, these should be documented, actioned, and measured.

2.14 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.

Members shall exercise their responsibilities in the interests of the School rather than as representatives of specific constituencies. The Board shall also have due regard to the interests of all stakeholders, including the wider public.

2.15 To determine and review the remuneration of those senior staff members whose salaries are not included within national pay scales.

This function is delegated to the Remuneration Committee, which must operate in accordance with the requirements set out in the Code. The Board of Governors shall discuss and approve the policies and processes used by the Remuneration Committee, which shall report fully to the Board following their meetings to allow the Board to ensure compliance with said policies.

2.16 To form, and receive regular reports from, committees to consider major areas of activity.

The Board shall form such committees as the Board considers appropriate from time to time, but shall have the following permanent committees which will all be chaired by Independent Governors:

- Audit and Risk Committee
- Business and Estates Committee
- Health and Safety Committee
- Human Resources Committee
- Interim and Urgent Business Committee¹
- Museum and Archive Committee
- Nominations Committee
- Remuneration Committee

Committee remits can be found at <http://www.gsa.ac.uk/about-gsa/key-information/governance/>

The Board will also review and approve annually a document detailing the remits and membership of Board committees. Committees must not exceed their terms of reference and shall be so advised by the Secretary to the governing body. Committees must distinguish between issues on which they are empowered to take decisions, and issues that they must refer to the governing body for decision. In the event that there is any doubt as to authority on decision-making, the Chair of the Board or Convenors of any of the Board Committees must consult with the Registrar and Secretary as Secretary to the Board. Where a committee is acting under delegated powers it should submit regular written reports to the governing body on decisions that it has taken on the governing body's behalf.

The Board will review and approve annually a Schedule of Reservations that is annexed to the Statement of Corporate Governance at Schedule 1 detailing a list of matters that are reserved to the Board.

¹ This Committee is currently in abeyance.

2.17 To support and enable the effective functioning of the Students' Association.

The Board of Governors must satisfy itself that the Association is properly resourced and supported to function as an effective and autonomous organisation. The School shall take reasonable steps to ensure that the Students' Association operates in a fair and democratic manner and is accountable for its finances.

2.18 To satisfy itself that the School operates with high levels of social responsibility.

The Board will ensure that the School's policies and actions are 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. Officers presenting papers to the Board of Governors for consideration must ensure that appropriate assurance is provided to the Board in respect of these matters.

2.19 To take all final decisions on matters of major concern to the School.

3. Composition of the Board of Governors and Appointment of Governors and Senior Board Officers

3.1 Composition of the Board of Governors

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

(i) Independent Governors

A majority of the Governors must be independent members, i.e. members who are not students of or employed by the School. The Board of Governors shall appoint between ten to seventeen Independent Governors from time to time in accordance with its rules and procedures.

The balance of skills and experience among Independent Governors shall be 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, including attributes and goals (having due regard to applicable law) relating to equality and diversity, has been prepared and is utilised in the recruitment of Governors and is available at <http://www.gsa.ac.uk/about-gsa/key-information/governance>

The following categories, against which appointments are informed, are included in the register: education, creative economies, estates, business, legal, finance, local/central government or public sector, third sector/charity and community and public engagement.

When an Independent Governor demits office or the School seeks to appoint a new Governor, the Nominations Committee or a sub group thereof shall review the balance of skills in the membership of the Board against the register of the balance of skills, attributes and experience. This shall inform the appointment process.

The Nominations Committee or a sub group thereof shall also recognise the Board's responsibility to demonstrate leadership in promoting and facilitating equality and diversity, and will ensure that where changes occur in the Board's composition, due and proper account is taken of aiming for a balance across all protected characteristics recognised under the Equality Act 2010.

The Board shall also be mindful of the requirements of the Gender Representation on Public Boards (Scotland) Act 2018.

Upon the appointment of a new Independent Governor the Board shall receive an updated report from the Registrar and Secretary as Secretary to the Board on the balance of equality and diversity within the Board membership.

The School shall as a matter of course enter into a letter of appointment with all new Governors confirming their terms of appointment, subject to variations between Independent Governors and Staff, Student and Trade Union Governors. The standard form letter of appointment issued by the School can be found at <http://www.gsa.ac.uk/about-gsa/key-information/governance/>

(ii) The Chair appointed by the Board of Governors;

(iii) The Director 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.

The School shall make clear in their annual reports how the size, and composition of the governing body (and any change in the size or composition) contributes to maintaining a coherent and effectively functioning governing body, as well as meeting statutory requirements on membership and the need for an appropriate range of skills and experience.

3.2 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 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.

- (vii) Subject to the six preceding paragraphs, the Governors shall make rules for the duration of the terms of office of governors appointed, which may be revoked and replaced or varied by further rules made by the Governors.
- (viii) When vacancies in the Board's membership arise for Independent Governors, the Nominations Committee or sub- group thereof shall advertise and widely publicise, both internally and externally, written descriptions of the role and the capabilities desirable in a new member, with the subsequent appointments to be managed by the Nominations Committee in accordance with paragraph 3.1(i) above. The Nominations Committee must also give due consideration to the appropriate inclusion in the governing body of relevant stakeholder groups, including involvement of the School's local community.
- (ix) The Board may co-opt promising candidates for Board membership onto committees of the Board of Governors to establish suitability of those concerned for membership of the Board itself in due course.
- (x) A governor shall be deemed to have vacated the office as governor and the Governors shall declare the place vacant in any of the following circumstances:
 - a. where that person intimates in writing to the Governors their resignation as a governor;
 - b. where the estate of the governor is sequestrated or a bankruptcy order is made against the governor or such governor has granted a trust deed for, or entered into an arrangement with their creditors;
 - c. in the case of a Staff or a Trade Union Governor, when such person ceases to be a member of the academic or support staff as the case may be;
 - d. in the case of a Student Governor, where such a person ceases to be a Student;
 - e. in the case of an Independent Governor, where such a person becomes a member of staff or a student;
 - f. where such person is, by law, disqualified or otherwise no longer entitled to serve as a director (including pursuant to the Company Director Disqualification Act 1986) or as a charity trustee.
 - g. where such person's term of office expires or, if earlier, they cease to be eligible to hold that office.
- (xi) Each governor's individual contributions to the work of the Board of Governors shall be reviewed regularly, at a minimum of every two years, through a standardised process with the active involvement of the governor concerned. The School's Governor review process can be requested from the Corporate Governance Office.

3.3 Appointment of Chair and Vice-Chair

- (i) The Governors shall appoint a Chair to the Board of Governors in accordance with sections 3 to 8 of the Higher Education Governance (Scotland) Act 2016 and an appointment process prescribed by the Board of Governors. The appointment process may be found at the following link: <https://www.gsa.ac.uk/about-gsa/key-information/governance/>
- (ii) The Governors may appoint one or more Vice-Chairs from among the Independent Governors in accordance with rules made by the Board of Governors. These rules can be found at the following link: <https://www.gsa.ac.uk/about-gsa/key-information/governance/>
- (iii) The following provisions shall apply to any Chair or Vice-Chair so appointed:
 - a. such person shall hold office for such period as may be determined by the Governors, subject to appropriate consideration being given to any period of service as a Governor prior to taking up office as Chair;
 - b. the period of office shall not extend beyond that person's period of office as a Governor;
 - c. where a member of the Board of Governors is elected as Chair they shall begin a new term of office linked to the office of Chair;
 - d. such person may resign from office;
 - e. such person may be removed from office as Chair or Vice Chair by a majority resolution of the Board of Governors; and
 - f. such person shall cease to hold office if that person is deemed to have vacated office as Governor as outlined in paragraph 3.2(x) above.

3.4 Appointment of Governor to act as Intermediary

- (i) The Board shall appoint one of the Independent Governors to act as an intermediary for other Governors who might wish to raise any concerns regarding the conduct of the Board of Governors or the Chair.
- (ii) In addition to providing an informal route for Governors to raise any issues or concerns around the operation of the Board and the Chair, the Intermediary will be responsible for leading the appraisal of the Chair's performance. The Intermediary shall hold a meeting, no less frequently than annually, of the Board in the absence of the Chair in order to review and evaluate the Chair's performance and produce a report to the Board. All members of the Board shall be offered the opportunity to provide relevant feedback individually and in private.
- (iii) Where a review identifies professional development needs in relation to governance responsibilities, the Intermediary shall work with the Chair to develop a plan to address those needs.

4. The Role of the Chair of the Board of Governors

- 4.1 In terms of the Higher Education Governance (Scotland) Act 2016, the Chair of the Board of Governors has the duty to preside at meetings of the Board, a deliberative and a casting vote at such meetings and responsibility for both the leadership and effectiveness of the Board of Governors and for ensuring that there is an appropriate balance of authority between the Board of Governors and the Director of the School.
- 4.2 The Chair must accordingly lead the Board of Governors and promote its effective operation, ensuring that its members work together effectively and have confidence in the procedures laid down for the conduct of business. The Chair is ultimately responsible for the conduct and effectiveness of the business of the Board of Governors.
- 4.3 The Chair must be seen as being independent in character and judgment and must act so as to maintain the confidence of the Board of Governors. The Chair must also ensure the School is well connected with its stakeholders, including staff and students.
- 4.4 The Chair shall chair meetings of the Board of Governors and will ensure all Governors are able to participate and effectively contribute to meetings. In particular, the Chair shall ensure that student members of the Board are given the necessary support to participate effectively.
- 4.5 During any period of absence of the Chair, a Vice-Chair may perform the role of the Chair on an interim basis, including presiding at any meetings of the Board. In the absence of both the Chair and any Vice-Chair at any meeting, the Governors present may appoint one of their own number to preside. For the avoidance of doubt, a Vice-Chair shall be empowered to exercise all of the functions and powers of the Chair (including but not limited to those specified in section 1 of HEGA 2016) in the absence of the Chair or during any period when the office of Chair is vacant.
- 4.6 The Chair may attend any meeting and is Convenor of the Nominations Committee (except where election to the office of Chair is being considered) and is a member of the Remuneration Committee and the Business and Estates Committee.
- 4.7 The Chair shall expect the Director to keep them informed at all times regarding the affairs of the School. The Chair must seek to maintain a constructive and challenging working relationship between the Chair and the Director, and between the Director and the wider Board of Governors. Where the Director has been charged with implementing decisions of the Board, the Chair must ensure that the Board appropriately scrutinises the actions of the Director and the wider Senior Leadership Group, and that the Director reports back appropriately to the Board.
- 4.8 To enable 4.7 above, the engagement between the Director and Chair shall, as a minimum include a monthly meeting, and a short note based on this discussion shall be made by the Chair on each meeting and shared with the Director for comment.
- 4.9 Further, the Chair shall report back to each full Board meeting on this matter which would then inform the annual formal performance review. This development will help the Board, Chair, and Director remain aligned on deliverables and timescales at times when there are competing priorities.
- 4.10 The Chair shall make arrangements to review annually the performance of the Director, in consultation with all Governors. In assessing the performance of the Director, account should be taken of the implementation of the strategic plan and the achievement of KPIs agreed by the Board. The process for reviewing the Director's performance can be requested from the

Corporate Governance Office. Any proposed changes to the Director's salary following appraisal must follow the procedures and policies of the Remuneration Committee.

- 4.11 The Chair shall have powers to act on behalf of the Board of Governors in respect of matters that are judged too urgent and important to await the next meeting of the Board of Governors. In such circumstances the Chair has the option of calling a special meeting, consulting the members of the governing body by correspondence, or referring the matter to the Interim and Urgent Business Committee. In such circumstances the Chair should consult with the Director and the Registrar and Secretary as Secretary to the Board of Governors.
- 4.12 The Chair may deal with routine matters on behalf of the Board of Governors in between meetings. This will normally consist of business that would not have merited discussion at a governing body meeting such as the signing of routine documents and detailed implementation of matters already agreed by the governing body.
- 4.13 On occasions that disciplinary matters involving senior staff of the School require independent input, the Chair may be invited to take part in the School's formal processes, or may nominate an appropriate Governor or Committee of Governors to participate in these processes.
- 4.14 The Chair may delegate duties to other members of the Board of Governors, but must do so with the consent of the Board and with due regard to the Chair's statutory responsibilities and the rules of the Board of Governors. Any such delegation should be clearly recorded.

5. Discharge of Functions by the Director

- 5.1 The Director is the Chief Accountable Officer of the School responsible for providing the Governors with advice on the strategic direction of the School and its management.
- 5.2 The Director is accountable to the Board of Governors and is also the designated officer in respect of the use of SFC funds and compliance with the SFC Financial Memorandum. The Director must alert the Board of Governors if any actions or policy under consideration would be incompatible with the terms of the Financial Memorandum. If the Board of Governors nevertheless decides to proceed, then the Director has a duty to inform either the Chief Executive of the Scottish Funding Council, or other appropriate officer.
- 5.3 The Governors shall make arrangements to secure that such of their functions as are specified below shall be discharged on their behalf by the Director of the School:
- the organisation and management of the School and the discipline therein, and
 - with the advice of the Academic Council, the overall planning, co-ordination, development and supervision of the academic work of the School.
- 5.4 In discharging the functions specified above, the Director shall be subject to the general control and direction of the Governors but otherwise the Director shall have all the powers and duties of the Governors in relation to those functions. The Director has responsibility for ensuring the appropriate implementation of the decisions of the Board of Governors. Where the Director is charged with implementing decisions of the Board of Governors, the Director must ensure that this is appropriately reported back to the Board.
- 5.5 The Director shall ensure that procedures are in place and appropriately disseminated regarding risk management. The Director shall report to each Board meeting regarding the current position of the School's risk register and any changes or updates to the register since the previous meeting.

6. The Role of Secretary to the Board

- 6.1 The Registrar and Secretary is the Secretary to the Board of Governors. The Secretary to the Board shall ensure that the Board is appropriately supported such that it is able to discharge its duties and is responsible for ensuring that the business of the Board is conducted smoothly and efficiently, that the Board operates within its powers, and that the Board follows agreed and proper procedures.
- 6.2 The Secretary to the Board is responsible for ensuring the School complies with all key statutory, regulatory and procedural requirements relating to constitutional matters and corporate governance, including the Order of Council, the School's Articles, the Code, the Higher Education Governance (Scotland) Act 2016, and this Statement of Corporate Governance.
- 6.3 The Chair and members of the Board of Governors should look to the Secretary for guidance about their responsibilities under the statutes, articles, ordinances and regulations to which they are subject, including legislation, the Scottish Code of Good HE Governance and the requirements of the Scottish Funding Council, and on how these responsibilities should be discharged.
- 6.4 The Secretary must offer independent and impartial advice to the Board and ensure that the proceedings of the Board and its committees are recorded fully and accurately. The Secretary to the Board should be solely responsible for providing legal advice to or obtaining it for the Board of Governors, and advising it on all matters of procedure.
- 6.5 Irrespective of their other duties within the School, the Secretary to the Board is responsible directly to the Board in their role as secretary to the governing body and therefore has a direct link to the Chair of the Board for the conduct of governing body business. When dealing with the business of the Board of Governors, the Secretary must act on the instructions of the Board of Governors itself.
- 6.6 As specified in the Code, the Secretary to the Board is responsible for alerting the Board if the Secretary considers that any proposed action would exceed the powers of the Board of Governors or be contrary to legislation, the Code or to the SFC's Financial Memorandum (notwithstanding the Director's responsibility as accountable officer in the latter case.)
- 6.7 The Secretary is also responsible for advising the Chair of any matters where conflict, potential or real, may occur between the governing body and the Director. The Secretary must draw to the attention of the Board of Governors any conflict of interest, actual or potential, between the Secretary's administrative or managerial responsibilities within the School and responsibilities as a Secretary to the Board. If the Board of Governors believes that it has identified such a conflict of interest itself, the Chair should seek advice from the Director, but must offer the Secretary an opportunity to respond.
- 6.8 The Secretary to the Board has the right to attend any meeting of the Board, or any meeting of any committee established by the Board, except where any such meeting is deliberating on the remuneration, conditions of appointment, conduct, dismissal or retirement of the appointee.
- 6.9 The Secretary to the Board will be responsible for:
- ensuring that the conduct of the business of the Board accords with the high standards expected of people in public office.

- planning the business of the Board and its Committees. This will include:
 - timetabling of meetings;
 - preparation for meetings, including agendas;
 - facilitating appropriate communication and information flow between the Board and the Senior Leadership Group; and
 - commissioning and distribution of papers in a timely manner.
- ensuring that meetings of the Board and its Committees are properly run, including ensuring that Governors can receive appropriate advice and that the meetings are minuted properly and appropriate records kept.
- ensuring that Governors are appointed and replaced in accordance with the Order of Council and the Scottish Code of Good HE Governance.
- ensuring that the Director is kept fully informed on any matter relating to governing body business (other than in relation to the Director's own performance and reward).

6.10 The Secretary shall ensure that all new Governors receive a full induction on joining the Board and that opportunities for further development for all Governors are provided regularly in accordance with their individual needs and responsibilities. The induction will cover conflicts of interest, questioning skills, relevant financial knowledge and skills, and the nature of higher education institutions, except where the member concerned has sufficient relevant experience to render some part of this unnecessary. The equality and diversity responsibilities of the Board of Governors shall also be included in the induction and the need for additional training in matters of equality and diversity shall be assessed as part of regular reviews of the development needs of governing body members. Special attention shall be paid to induction for members who lack experience of comparable roles and the Board of Governors shall work with student organisations to mitigate the challenges caused by the usually short tenure of student members of the Board of Governors. A list of the documents provided to new Governors on induction is detailed in Schedule 2 to the Statement of Corporate Governance.

6.11 All individual members of the Board shall have access to the advice and services of the Secretary to the Board. All members of the Board of Governors should be proactive in seeking advice from the Secretary when it is required.

6.12 The Board of Governors must safeguard the Secretary's ability to carry out these responsibilities.

7. Academic Council

- 7.1 Subject to paragraph 7.2 below, the Governors shall appoint, and maintain by further appointment, an Academic Council.
- 7.2 The composition and proceedings of the Academic Council shall be regulated in accordance with the Articles of Association of the School and all relevant legislation.
- 7.3 The Academic Council shall have the following functions:
- i) advising the Director in relation to the overall planning, co-ordination, development and supervision of the academic work of the institution: and
 - ii) such other functions of the Board of Governors as may be assigned to the Academic Council by the Governors from time to time:
- 7.4 In discharging the functions specified in paragraph 7.3 above, the Academic Council shall be subject to the general control and direction of the Board of Governors and shall have all the powers and duties of the Governors in relation to those functions, and shall also have the power to make any recommendations to the Governors on matters relating to those functions as the Academic Council may think fit.
- 7.5 The Governors shall receive regular reports from the Academic Council and ensure that the Academic Council discharge the functions imposed on them by or under paragraph 7.3 above.

8. Standing Orders for Meetings of the Board of Governors

8.1 Frequency of Board Meetings

The Board shall normally meet a minimum of five times per annum and these meetings shall normally be within academic terms, with the first meeting being held in October and the last meeting in June in the following year.

8.2 Quorum

The quorum for all meetings of the Board of Governors shall be eleven Governors of whom a minimum of six shall be Independent Governors (and for these purposes the Chair of the Board shall be deemed to be an Independent Governor).

8.3 Voting

In the absence of consensus, a simple majority shall apply, with each Governor present and eligible to participate having one vote, and the Chair (or the Governor acting as Chair in the Chair's absence) holding both a deliberative and casting vote.

8.4 Participation/ Attendance at Meetings

Governors are expected and entitled to attend all meetings of the Board and to actively participate in its proceedings (subject to any relevant conflict of interest – see 8.9 below).

Members of the School's Senior Leadership Group may be invited to, and are expected to attend, meetings of the Board to provide reporting, advice and input into items of business or sections of a meeting which relate to their responsibilities. The Board may exclude any member of the School's Senior Leadership Group from any meeting or any item of business to be considered at any meeting if the Board decides it is appropriate to do so. Decisions of the Board must be taken only by members of the Board. At any meeting of the Board, the number of members of the School's Senior Leadership Group should not exceed the number of Independent Governors present.

The Board should only exclude a Governor from any meeting (or item of business to be considered at any meeting) where a conflict of interest is identified.

The Chair shall ensure that the distinct roles for executive officers and members of the Board of Governors are maintained and respected. The Chair and the Director shall discuss and reach a clear understanding of the extent and nature of executive officers' involvement in meetings, including which parts of the meeting each individual should attend. Any member of the Board of Governors must be able to raise issues relating to institutional management, notwithstanding the presence of executive officers. To help ensure this, the Chair should be aware of any professional or personal connections between, or other relevant issues concerning, governing body members and executive officers.

It is competent for Governors to participate in meetings of the Board by way of telephone, videoconference, Zoom or other means of communication which enable all Governors participating in the meeting to hear each other and be heard. Where any meeting takes place via any such means, the meeting will be deemed to take place in the location where the majority of Governors participating in the meeting are located (or, in the absence of such a majority, where the Chair is located).

It is competent for the Board to take decisions by way of written resolution where a resolution is signed by all of the Governors eligible to participate in the decision which is the subject of the resolution.

The Board has also determined that it may approve matters by correspondence via email, where an item of business requires to be considered between meetings. Where decisions are taken by correspondence, this will be reported to the Board at the next following meeting. Committees may also take decisions by correspondence, subject to reporting at the next following meeting.

8.5 Extraordinary Meetings

Extraordinary meetings of the Board may be called by the Chair (or a Vice-Chair or other Governor acting as Chair) and may also be called by a written requisition specifying the purpose of the meeting and signed by at least five members of the Board. Unless there are special circumstances, at least five days' notice shall be given of extraordinary meetings.

8.6 Collective Responsibility

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.

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 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.

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.

Having delegated authority to other 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.

8.7 Conduct of Board Members

Members must attend meetings of the Board regularly and actively participate in its proceedings.

Members should not confine their contributions to matters that appear relevant to their background or the particular constituency that appointed or elected them.

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.

Members must uphold the Nine Principles of Public Life in Scotland as set out in section 1.8 above.

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.

8.8 Open Proceedings/Reserved areas of business

The proceedings of the Board of Governors shall be conducted in as open a manner as possible, and information and papers restricted only when the wider interest of the institution or public interest demands, including the observance of contractual obligations or expectations of commercial or personal confidentiality. The Board may consider as a reserved area of business, any matters that it considers to be confidential. The reservation of any business must be raised at the start of meetings of the Board of Governors and Board Committees, following consultation with the Secretary to the Board. In considering whether to reserve an item of business, the Board should be cognisant of the School's [publication scheme](#) for meeting agendas, papers and minutes which is published on GSA's website.

8.9 Conflict of Interest

Governors shall be required to complete a declaration of interests and provide updates as required to the School's Register of Interests (see section 9 below). The Register shall be made available for reference at every meeting of the Board.

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 such interest (or potential interest) becomes apparent to them, disclose this interest to the meeting. The same requirement applies to the Secretary and any executive officers who are present.

Where it is identified that a member of the Board of Governors has a conflict of interest with respect to a given matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in the relevant item of business (or from the meeting as a whole, if appropriate). Depending on the nature of the business, this may allow for participation in discussions without taking part in decision-making or may require complete non- participation and/or withdrawal from that part of the meeting.

A member of the Board of Governors is not considered to have a financial interest in matters under discussion merely because they are a member of staff or a student of the Institution. Nor does the restriction of involvement in matters of direct personal or financial interest prevent members of the Board of Governors from remaining at a meeting which is considering, and voting, on proposals to insure the Board of Governors against liabilities which it might incur.

8.10 Attendance at Board and Board Committees

The Chair (or Convenor in the case of committees) is responsible for approving the involvement of non-members of the Board of Governors at Board meetings. Subject to that overriding principle, Senior Leadership Group members invited to the Board are encouraged to speak to their own areas of remit, if invited to attend by the Director, the Chair or the Registrar & Secretary. Only after consultation with the Director, and with the approval of the Chair or the

Registrar & Secretary, should Senior Leadership Group members invite staff or visitors.

Where external presenters are proposed, approval is required from the Chair or the Registrar & Secretary. The number of attendees should be strictly limited. Presentations should have time limits and be introduced and overseen by the relevant Senior Leadership Group member or the Director, as appropriate.

8.11 Validity of proceedings of the Governors

No failure or defect in the appointment of any governor and no vacancy in the office of governor shall prevent the Governors from acting in the execution of their functions, nor shall any act or proceedings of the Governors or any committee appointed by the Governors be invalidated or be illegal by reason of or in consequence of any such vacancy or of any such defect in the appointment of any one or more governors.

8.12 Rescinding decisions

It shall be competent for the Board to reverse, rescind or amend any previous decision of the Board, without limitation. A decision of the Board shall only be reversed, rescinded or amended with the express approval of the Board. Subject to the foregoing principle, there is a presumption that where the Board has taken a decision on any particular item of business, that item of business will not be brought before the Board for that decision to be revisited without the approval of the Chair, the Director, or the Registrar and Secretary.

8.13 Committees

The Chair and the Secretary shall together make proposals to the Nominations Committee of Governors to sit on the various Committees of the Board. Subject to the rules on conflict of interest, the primary determinant of committee membership is that its members have the required skills and time to contribute effectively to the committee. Rules set by the School in respect of membership of any Board Committee, with the exception of the Audit and Risk Committee, shall not preclude membership purely on the basis of the category of Board of Governor member (in the sense of who appointed or elected that member).

The Standing Orders and governance principles applicable to the Board set out in this section 8 (with the exception of the frequency of meetings, which shall be specified in each committee's remit or otherwise determined by the relevant committee) shall apply equally to every committee of the Board, subject to any variations specified in the remit of any committee.

Committee remits can be found at <http://www.gsa.ac.uk/about-gsa/key-information/governance/>

8.14 Board Conventions/ Board Papers

Agendas for Board meetings and accompanying papers will be produced, circulated, and published according to the Board conventions adopted by the Board from time to time. The current Board Conventions are available on GSA's website at <https://www.gsa.ac.uk/about-gsa/key-information/governance/>.

8.15 Publication/ Confidentiality

There is an expectation that the Board's business is conducted in a transparent and open manner, and that Board agendas, papers and minutes are made publicly available. The School's [publication scheme](#) for meeting agendas, papers and minutes is also available on the website.

Notwithstanding that Board documents are made publicly available by the School in line with the publication scheme, Governors are expected to observe a high standard of discretion and confidentiality in relation to Board business and discussions.

9. Register of Interests

- 9.1 The School shall maintain and publicly disclose a current register of interests of members of the Board of Governors. The Secretary, the Director of Finance and any other senior officer closely associated with the work of the Board of Governors shall also submit details of any interests to be included in the register.
- 9.2 The Secretary to the Board should be notified of all membership, directorships and paid employment held by them in public bodies, companies or firms together with any other interests which might influence their judgment. The Register of Interests is available for public inspection and is published on the School's website. If a Governor or senior member of staff has interest in any proposed contract or other matter that is to be considered by the Board, the Governor or senior member of staff should disclose the interest as soon as possible and before the matter is discussed.
- 9.3 Each Governor will require to complete, sign and return a declaration of interests, and to provide an annual confirmation that the information contained in the School's Register of Interests remains correct. Governors are responsible for ensuring that their declaration of interest remains accurate and up to date. Irrespective of the annual confirmation required, where there is any change to the interests of any Governor or any additional interest arises or is acquired, Governors must notify the Secretary of this as soon as possible.
- 9.4 The declaration and Register can be found at <http://www.gsa.ac.uk/about-gsa/key-information/governance/register-of-interests-and-gifts-and-hospitality/>

10. External Meetings Held by Members of the Board

- 10.1 To enable the Board to remain fully sighted, all members are encouraged to update the Board or the Secretary to the Board on any substantive and consequential meetings or engagements they have had pertaining to Board related business.
- 10.2 Given the nature of the role and the extent of external engagement, the Director shall highlight key meetings in the Director's report.

11. Annual Public Stakeholder Meeting

11.1 The Board will ensure that the School holds an annual stakeholder meeting in public, at which representatives of the Board of Governors, including the Director, shall give an account of the School's performance and be available to answer questions. This meeting may or may not also include regular Board of Governor business.

11.2 The School will ordinarily aim to hold its annual stakeholder meeting in conjunction with either the undergraduate or postgraduate degree show.

11.3 The invitees to the School's annual stakeholder meeting will include:

- Students
- Staff
- Members of the local community within which the School is located
- Representatives of Scottish creative industries
- Such other stakeholder groups, bodies or individuals as may be identified as having an interest in the work of the School.

12. Related Companies

- 12.1 The Board will ensure that appropriate lines of communication and monitoring are put in place to enable the Board to supervise any related companies or other business entities owned or controlled by the School.
- 12.2 In this context, the Board will expect that the School should be represented on the board of directors of any related companies by Independent Governor(s) or by individual(s) nominated by the Governors.

(Ends)

Attached: *Schedules to the Corporate Governance Statement*

GLASGOW SCHOOL OF ART: STATEMENT OF CORPORATE GOVERNANCE 2022/23

SCHEDULE 1 TO THE STATEMENT OF CORPORATE GOVERNANCE

GENERAL SCHEDULE OF RESERVATIONS

The Board of Governors has responsibility for approving the following:

1. The Statement of Primary Responsibilities of the Board of Governors.
2. The purpose, values, overall strategy, and strategic objectives of the School.
3. The School's Strategic Plans (academic and business).
4. The Annual Report.
5. The Financial Statements.
6. The Annual Budget.
7. The Capital Budget.
8. The Financial Forecasts.
9. The Outcome Agreement with the Scottish Funding Council.
10. Loans.
11. The Financial Regulations.
12. Any School wide strategies, appropriate policies and formal reports including those relating to:
 - a. Risk assessment/management
 - b. Major investment decisions
 - c. Academic sustainability
 - d. Financial sustainability
 - e. Human Resources
 - f. Estate Strategy
 - g. Legislative Compliance
13. Major statements complying with statutory or other legal requirements including those relating to the governing instruments of the School and its charitable status.
14. The Remuneration Policy for those senior staff members whose salaries are not included within national pay scales.
15. The constitution and function of the Students' Association.
16. Changes (variation, amendment or revocation) to the School's governing order (subject to Privy Council approval).

17. Standing Orders of the Board of Governors.

The Board of Governors is also responsible for:

18. The creation and monitoring of subsidiary bodies.
19. The approval and monitoring of the key performance indicators of the School.
20. The establishment and monitoring of systems of control and accountability.
21. The appointment of the Chair of the Board of Governors, any Vice-Chairs, Independent Governors, the Director, Deputy Director(s) and the Secretary to the Board.
22. The dismissal of the Chair of the Board of Governors, any Vice-Chairs, Independent Governors, the Director and the Secretary to the Board.
23. The monitoring and evaluation of the effectiveness of the Board of Governors itself.
24. The appointment of, and receipt of reports from, the Academic Council.
25. The formation of, and receipt of regular reports from, Committees to consider major areas of activities.
26. The appointment and removal of the School's internal and external auditors.
27. The consideration and approval of the Audit and Risk Committee Annual Report.
28. The consideration and approval of the Internal Audit Plan.
29. Any other matters which may be identified by the Scottish Funding Council for Further and Higher Education as requiring the approval of the full Board of Governors.
30. Any matter which might have a significant bearing on the reputation of the School.

SCHEDULE 2 TO THE STATEMENT OF CORPORATE GOVERNANCE

MATERIALS PROVIDED ON THE INDUCTION OF NEW GOVERNORS:

- GSA Articles of Association and GSA Order of Council 2020
- GSA Statement of Corporate Governance (updated annually)
- Schedule of Delegation
- Scottish Code of Good HE Governance
- GSA Strategic Plan and strategy documents covering areas such as learning and teaching, research, widening participation and estates.
- Current Operational Plan(s)
- List of GSA Committee Remits and Memberships
- Board of Governors' Committee Structure
- Governor Biographies
- Recent Board Minutes (*and appropriate Board committee minutes*)
- List of Board and committee meeting dates
- Other rules and procedures of the governing body
- Register of Interest Policy and Declaration Form
- Gifts and Hospitality Policy for Members of the Board of Governors
- Expenses Policy for the Board of Governors
- IT Usage Policy for the Board of Governors
- Guidelines on the Criteria for the Appointment and Renewal of Independent Governors
- GSA Annual Report and Accounts
- GSA Management Accounts (most recent) and Financial Forecasts
- Scottish Funding Council Outcome Agreement
- Scottish Funding Council Financial Memorandum
- Board of Governors Equality and Diversity Statement
- Annual Equality Report and Equality Plan and biennial Equality Mainstreaming Report and Equal Pay Review.

- Advance HE Courses brochure and Guidance to Support the Induction of New Governors
- Legal Advice on Governors' Responsibilities and Liabilities

(Ends)