

# **The Glasgow School of Art**

## **Board of Governors**

### **Board Committees: Remits, Memberships and Procedures for the 2022/23 Academic Year**

Below are Remits, Memberships and Procedures for 2022/23 for the following:

- Audit and Risk Committee Page 1
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*(Note: the Remit and Membership of GSA's Academic Council are contained in a separate document.)*

# The Glasgow School of Art

## Board of Governors

### Audit and Risk Committee: Remit, Membership and Procedures 2022/23

#### 1. Remit

##### 1.1 The Audit and Risk Committee shall:

###### a) Overall Responsibility

- Oversee the effectiveness and compliance with GSA's system of risk management with onward reporting to the Board of Governors. Overall responsibility for risk management remains the responsibility of the Board and any changes to the School's Risk Management Framework will be a matter for consideration and approval by the Board.
- Oversee the effectiveness and compliance of GSA's Corporate Governance arrangements with onward reporting to the Board of Governors. Overall responsibility for corporate governance remains the responsibility of the Board and any changes to the School's governance structures or documents will be matters for consideration and approval by the Board.

###### b) General

- Advise the Board on the adequacy and effectiveness of mechanisms operated by the School for identifying, assessing and managing risk, reviewing and approving GSA's Risk Register and presenting the Register to the Board of Governors for noting on a quarterly basis.
- Satisfy itself that the financial affairs of the School are correctly represented, that the funds received from the Scottish Funding Council ('the Council') are used in accordance with the Financial Memorandum between the Council and the School, and that funds received from other sources are similarly employed in an appropriate manner.
- Consider the internal and external auditors' assessment of the effectiveness of the School's financial and other control systems, including controls to prevent or detect fraud or other irregularities, as well as those for securing economy (value for money), efficiency, effectiveness and management of risk.
- Consider and monitor the School's compliance with corporate governance requirements and good practice guidance, provided that overall responsibility for corporate governance remains the responsibility of the Board and any changes to the School's governance structures or documents will be matters for consideration and approval by the Board.
- Oversee the School's performance management, risk management and internal financial control arrangements, including Financial Regulations.
- The review and approval of new or revised key policies and procedures on matters covered by the remit of the Committee, including the School's Financial Regulations, and, where appropriate, recommending them to the Board for approval or ratification. The role of the Committee in this regard does not preclude a role, where appropriate, for the Business and Estates Committee.

- Report to all meetings of the Board of Governors and, in addition, prepare an Audit and Risk Committee Annual Report for consideration by the Board of Governors.
- Receive and consider the implications of any relevant reports from the National Audit Office/Audit Scotland, Scottish Funding Council, and any other relevant agencies.

c) Internal Audit

- Advise the Board on the selection, appointment or re-appointment and remuneration of the internal auditor and:
- Advise on the terms of reference of the internal auditor, and review the scope, efficiency and effectiveness of the work of the internal auditor.
- Recommend to the Board the approval of the Internal Audit Plan.
- Monitor management action on the implementation of agreed recommendations by the internal auditor.
- Inform the Board of its approval of the internal auditor's annual report.
- Secure and monitor appropriate liaison and co-ordination between internal and external auditors.
- Respond appropriately to notification of fraud, whistleblowing or improprieties received from the internal auditor or other person.

d) External Audit

- Advise the Board on the selection, appointment or re-appointment, removal and remuneration of the external auditors and the scope of their work; and
- Consider the School's annual financial statements, including the external audit opinion, Statement of Members Responsibilities and any relevant issues raised in the auditor's management letter, and the external auditor's report, prior to onward transmission to the Business Estates Committee and Board for noting.
- Review the external audit strategy plan.
- Consider the objectives and scope of any non-statutory audit work to be undertaken by the external auditor's firm and advise the Board of any potential conflict of interest.

## **2. Membership**

### 2.1 The Audit and Risk Committee is comprised of:

- a) Core membership shall be a minimum of three Independent Governors, although a membership of up to five Independent Governors is recommended.
- b) The Chair of the Board of Governors is not a member, and should only attend by invitation for specific agenda items, as agreed by the Convenor.

- c) The Director of the School and the Director of Finance are not members but attend by invitation and would normally attend all meetings of the Committee.
  - d) Other senior managers may attend by invitation.
  - e) Representatives of the External and Internal Auditors will be invited to attend meetings.
- 2.2 The Committee may invite any members of the GSA Senior Leadership Group or staff, professional advisers or consultants to the School as the Committee considers appropriate from time to time to attend and speak at any meeting of the Committee.
- 2.3 The Secretary to the Board shall be entitled (but not required) to attend all meetings of the Committee.
- 2.4 The Remit and Membership of the Committee will be reviewed by the Board of Governors at the first meeting of each academic session. The core membership for session 2022/2023 is as follows:

Membership

|                      |                                 |
|----------------------|---------------------------------|
| Mr Andrew Sutherland | Independent Governor (Convenor) |
| Dr Simon Learoyd     | Independent Governor            |
| Vacant               | Independent Governor            |

In attendance (GSA) – by invitation of the Committee

|                         |                                 |
|-------------------------|---------------------------------|
| Ms Ann Priest           | Chair of the Board of Governors |
| Professor Penny Macbeth | Director of GSA                 |
| Mr Andrew Menzies       | Director of Finance             |

In attendance (external)

|                    |   |
|--------------------|---|
| Mr Andy Shaw       | Anderson Anderson & Brown LLP, External Auditor |
| Mr Steven Caldwell | Anderson Anderson & Brown LLP, External Auditor |
| Mr David Archibald | MHA Henderson Loggie, Internal Auditor          |
| Mr Stuart Inglis   | MHA Henderson Loggie, Internal Auditor          |

**3. Convenor**

- 3.1 The Convenor shall be appointed by the Board of Governors from among the Committee’s core Independent Governor membership on the recommendation of the Nominations Committee. In their absence, the Convenor’s nominee will act as Convenor, this to be another Independent Governor from the Committee’s membership. Agendas will be drafted by the Corporate Governance Office and will be approved by the Convenor following consultation with the Director and, where relevant, the School’s senior management, via the Secretary to the Board.

**4. Quorum**

- 4.1 A minimum of two Independent Governors, one of which shall have recent and relevant audit financial experience.

## **5. Attendance**

- 5.1 Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Convenor, that member will be deemed to have left the Committee and may be replaced.

## **6. Meetings**

- 6.1 The Committee shall meet at least four times per academic year, with one meeting scheduled to precede consideration of the School's Annual Accounts.

## **7. Minutes**

- 7.1 Minutes of any meeting of the Committee, normally once confirmed by the Convenor, will be submitted to members of the Committee as soon as reasonably practicable following any meeting, and shall be provided to the Board of Governors at the next following meeting of the Board.

**Corporate Governance Office  
October 2022**

# The Glasgow School of Art

## Board of Governors

### Business and Estates Committee: Remit, Membership and Procedures 2022/23

#### 1. Remit

1.1 The Business and Estates Committee's remit is set out as follows:

- a) To act on behalf of the Board of Governors to develop strategic financial management of GSA in response to the Strategic Plan.
- b) To ensure that GSA is being managed efficiently and effectively, that the funds received from the Scottish Funding Council (SFC) are being correctly applied and that the financial and other policies of the Board are being met by the Director and management.
- c) To review and approve new or revised key policies and procedures on matters covered by the remit of the Committee, and, where appropriate, recommending them to the Board for approval or ratification. The role of the Committee in this regard does not preclude a role, where appropriate, for the Audit and Risk Committee.
- d) To receive regular management accounts, cash flow reports and any other financial reports and report on these to the Board.
- e) To note the Annual Accounts to the Board (the Annual Accounts are formally recommended to the Board by the Audit and Risk Committee).
- f) To consider the School's annual budgets, including budgetary submissions to the SFC and recommend these to the Board.
- g) To consider updates regarding the development and implementation of the School's Strategic Plan and offer comment on this to the Board when it considers this matter for approval.
- h) To consider the School's annual Operational and Implementation Plan and recommend this to the Board, and to monitor progress against the plan by reviewing regular reports and statements prepared by the senior management.
- i) To review and approve the level of overseas and rest-of-UK student fees for each academic year.
- j) To review and recommend to the Board for approval, the level of block grant to the Students' Association each year and to monitor the financial state of the Association by reviewing regular financial reports and statements prepared by the Association.
- k) To note and provide comment on the School's Institutional Risk Register, while recognising that overall responsibility for this lies with the Audit and Risk Committee.
- l) To consider the establishment of related companies/joint ventures prior to consideration by the Board, and to consider progress reports from such companies/ventures.
- m) To review and approve all matters relating to the School's estate, including the development, oversight, monitoring and review of the following:
  - the School's Estates strategy, subject to the approval of the Board;

- estates-related business plans, and the capital expenditure programme, subject to the approval of the Board;
- material contracts for works/ goods/ services (subject to authorised expenditure limits); and
- to provide support and advice to senior management as required, and address matters arising related to the School's estate as required.

n) With respect to GSA's investments the Committee shall:

- Determine the investment strategy to be recommended to the Board.
- Agree investment guidelines with the investment fund managers.
- Monitor the policy and performance of the investment fund managers.
- Monitor the development of a recommended ethical and environmental strategy.
- Review the overall investment management position on a six-monthly basis.
- Advise the Board on the selection, appointment or re-appointment, removal and remuneration of the investment fund managers.

## **2. Membership**

2.1 The Business and Estates Committee is comprised of:

- a) The Chair of the Board of Governors
- b) No less than four Independent Governors, ideally with experience in the areas of Finance, Legal/Corporate, Architecture/Surveying, Marketing/PR (one of whom will act as Convenor).
- c) The Director of GSA
- d) One Student Governor (The President of the Students' Association)
- e) Co-opted members as required or invited by the Committee from time to time for specific issues.

2.2 The Committee may invite any members of the GSA Senior Leadership Group or staff, professional advisers or consultants to the School as the Committee considers appropriate from time to time to attend and speak at any meeting of the Committee.

2.3 The Secretary to the Board shall be entitled (but not required) to attend all meetings of the Committee.

2.4 The Remit and Membership of the Committee will be reviewed by the Board of Governors at the first meeting of each academic session. The core membership for session 2022/23 is as follows:

### Membership

|                 |                                   |
|-----------------|-----------------------------------|
| Mr Habib Motani | Independent Governor (Convenor)   |
| Ms Ann Priest   | (Chair of the Board of Governors) |

|                         |                                      |
|-------------------------|--------------------------------------|
| Vacant                  | Independent Governor (Vice Convenor) |
| Mr Harry Rich           | Independent Governor                 |
| Mr James Sanderson      | Independent Governor                 |
| Dr Graham Sharp         | Independent Governor                 |
| Professor Penny Macbeth | Director of GSA                      |
| Mr Rory O'Neill         | Student Governor                     |

In attendance (GSA) – by invitation of the Committee

|                      |   |
|----------------------|---|
| Mrs Eleanor Magennis | Director of Estates (Project Director (Mackintosh)) |
| Mr Andrew Menzies    | Director of Finance                                 |

In attendance (External) – by invitation of the Committee

|                    |                  |
|--------------------|------------------|
| Portfolio Director | Cazenove Capital |
|--------------------|------------------|

**3. Convenor**

- 3.1 The Convenor shall be appointed by the Board of Governors from among the Committee's core Independent Governor membership, on the recommendation of the Nominations Committee. In their absence, the Convenor's nominee will act as Convenor, this is to be another Independent Governor from the Committee's membership. Agendas will be drafted by the Corporate Governance Office and will be approved by the Convenor following consultation with the Director and, where relevant, the School's senior management, via the Secretary to the Board.

**4. Quorum**

- 4.1 The quorum for a meeting shall be four governors, at least two of whom should be Independent Governors.

**5. Attendance**

- 5.1 Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Convenor, that member will be deemed to have left the Committee and may be replaced.

**6. Meetings**

- 6.1 The Committee should meet at least four times a year but can convene more often as required. One meeting should be scheduled to discuss and recommend for Board approval the School's Annual Budget and SFC submission (normally the May/June meeting). Another meeting should include scrutiny of the School's Annual Accounts (normally the November meeting). The May and November meetings will normally consider business relating to GSA's investments.

**7. Minutes**

- 7.1 Minutes of any meeting of the Committee, normally once confirmed by the Convenor, will be submitted to members of the Committee as soon as reasonably practicable following any meeting, and shall be provided to the Board of Governors at the next following meeting of the Board.



## **Appendix 1:**

### **Glasgow School of Art**

#### **Board of Governors: Statement on Socially Responsible Investment**

The Glasgow School of Art is committed to investing its funds in organisations which adhere to the highest possible social, environmental and ethical standards. GSA's approach to ethical and responsible investment is set out in its Endowment Investment Policy.

As a small, specialist institution, the Glasgow School of Art relies on an external asset management company to manage its investment funds, the activities of which are overseen by the School's Business and Estates Committee. While the aim of investments is to provide sufficient return to meet the School's objectives in relation to the funds (e.g. income generation for the provision of financial support for students), the School also requires its asset management company to monitor the social, environmental and ethical (SEE) stance of companies which form part of the School's investment portfolio. The School is thus alerted to significant SEE issues, and favours wherever possible those investments with positive SEE indications.

Details of the School's investments are reported annually to the Board of Governors (the membership of which includes representation from the Students' Association and elected staff representatives) and are published on the School's website.

If a representative group within the School – including the Students' Association, recognised trade unions or any of the School's committees and standing groups such as the Sustainability Action Group - has concerns regarding any of the School's investments, representation may be made to the School's Executive Group. Such representations would be likely to suggest that a particular investment was inconsistent with the School's ethos and strategic ambitions and/or gave concern on wider social, environmental or humanitarian grounds. The Executive Group will raise any such representations with the School's Business and Estates Committee and the asset management company, and the Committee will consider whether the investment under question might be discontinued.

**Approved by the Board of Governors, Glasgow School of Art, October 2012  
(and re-approved annually with no exception between 2013/14 - 2022/23)**

## **The Glasgow School of Art**

### **Health and Safety Committee**

#### **Remit, Membership, and Procedures 2022/23**

##### **1. Remit**

1.1 The Health and Safety Committee shall be responsible for:

- a) The detailed consideration of the Occupational Health and Safety Policy and arrangements, usually at the September meeting and the Fire Safety Policy<sup>1</sup>, usually at the November meeting, as recommended by the Convenor of the Occupational Health and Safety Management Committee following consideration by that committee. The Report is subsequently submitted to the Board of Governors for its consideration.
- b) The detailed consideration and recommendation of the Occupational Health and Safety Annual Report for the preceding year and the Occupational Health and Safety Annual Plan to the Board for final approval, usually at the September meeting, as recommended by the Convenor of the Occupational Health and Safety Management Committee following consideration by that committee. The Report and Plan are subsequently submitted to the Board of Governors for its consideration.
- c) On the recommendation of the Convenor of the Occupational Health and Safety Management Committee, consideration of quarterly updates provided by the Occupational Health and Safety Management Committee in relation to: (i) progress made in relation to the Occupational Health and Safety Annual Plan for the forthcoming year; (ii) significant incidents or issues; (iii) Occupational Health and Safety training and e-learning completion data.
- d) The approval of new or revised key policies and guidance, on the recommendation of the Convenor of the Occupational Health and Safety Management committee, following consideration by that committee.
- e) Noting the minutes from the Occupational Health and Safety Management Committee, as approved by the Convenor of that committee, for information.

##### **2. Membership**

2.1 The Health and Safety Committee is comprised of:

- a) Two Independent Governors, one of whom shall be Convenor
- b) Two Elected Staff Governors (Academic and Support)
- c) Two Trade Union Governors (Academic and Support)
- d) Two Student Governors
- e) Director of GSA

<sup>1</sup> The Occupational Health and Safety Annual Report and Plan along with the Occupational Health and Safety Policy and arrangements and Fire Safety Policy are considered by the Senior Leadership Group and the Occupational Health and Safety Management Committee prior to submission to the Health and Safety Committee.

- 2.1 The Director of Estates is not a member but attends by invitation and would normally attend all meetings of the Committee.
- 2.3 The Committee may invite any members of the GSA Senior Leadership Group or staff, professional advisers or consultants to the School as the Committee considers appropriate from time to time to attend and speak at any meeting of the Committee.
- 2.4 The Secretary to the Board shall be entitled (but not required) to attend all meetings of the Committee.
- 2.5 The Remit and Membership of the Committee will be reviewed by the Board of Governors at the first meeting of each academic session. The core membership for session 2022/23 is as follows:

Membership

|                           |                                      |
|---------------------------|--------------------------------------|
| Mr James Sanderson        | Independent Governor (Convenor)      |
| Dr Marty Herbert          | Independent Governor (Vice Convenor) |
| Professor Penny Macbeth   | Director of GSA                      |
| Mr Digger Nutter          | Staff Governor (Academic)            |
| Ms Marianne McInnes       | Staff Governor (Support)             |
| Mr Thomas Greenough       | Trade Union Governor (Academic)      |
| Ms Kathy Molloy           | Trade Union Governor (Support)       |
| Mr Rory O'Neill           | Student Governor                     |
| Ms Josephine Kay-Ogunsola | Student Governor                     |

In attendance – by invitation of the Committee

|                      |                     |
|----------------------|---------------------|
| Mrs Eleanor Magennis | Director of Estates |
|----------------------|---------------------|

**3. Convenor**

- 3.1 The Convenor shall be appointed by the Board of Governors from among the Committee's core Independent Governor membership, on the recommendation of the Nominations Committee. In their absence, the Convenor's nominee will act as Convenor, this is to be another Independent Governor from the Committee's membership. Agendas will be drafted by the Corporate Governance Office and will be approved by the Convenor following consultation with the Director and, where relevant, the School's senior management, via the Secretary to the Board.

**4. Quorum**

- 4.1 The quorum of the meeting will be two members, at least one of whom will be an Independent Governor.

**5. Attendance**

- 5.1 Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Convenor, that member will be deemed to have left the Committee and may be replaced.

**6. Meetings**

- 6.1 The Committee will meet at least four times per year but may convene more often if required. The outcomes of the meetings will be reported to the Board of Governors.

## **7. Minutes**

- 7.1 Minutes of any meeting of the committee, normally once confirmed by the Convenor, will be submitted to members of the Committee as soon as reasonably practicable following any meeting, and shall be provided to the Board of Governors at the next following meeting of the Board.

**Corporate Governance Office  
October 2022**

# **The Glasgow School of Art**

## **Board of Governors**

### **Human Resources Committee: Remit, Membership and Procedures 2022/23**

#### **1. Remit**

##### 1.1 The Human Resources Committee's remit is:

- a) To discuss, inform and comment on policy and procedure in relation to staff matters including recruitment, training and development, equality and diversity, discipline, grievance, etc. Matters will be of a general nature affecting all staff or discrete groups. Discussion of individuals or casework shall not be competent business, as this will be dealt with as operational matters through the School's normal policies and procedures.
- b) As necessary, to establish from its membership (together with co-opted non-members as required) short term working parties to support the development of new policy or relevant initiatives.
- c) To lead on the development of new HR policy and procedures and to regularly review existing policies, taking account of new legislation or other changes in the environment.
- d) To approve new policies and procedures, subject to comment or amendment by the Board of Governors.
- e) To review and recommend to the Board of Governors for consideration the following reports:
  - The annual Equality Plan 20XX-XX and annual 20XX/XX Equality Report
  - The biennial Equality Mainstreaming Progress Report and
  - The biennial Equal Pay Review
- f) To inform and advise the Board of Governors on general staffing and HR issues arising from time to time.

#### **2. Membership**

##### 2.1 The Human Resources Committee is comprised of:

- a) Up to three Independent Governors, one of whom shall be Convenor
- b) Two Staff Governors (Academic and Support)
- c) Two Trade Union Governors (Academic and Support)
- d) The Director of the School

##### 2.2 The Chair of the Board of Governors is not a member but may choose to attend.

##### 2.3 The Director of Human Resources, is not a member but attends by invitation and would normally attend all meetings of the Committee.

##### 2.4 The Committee may invite any members of the GSA Senior Leadership Group or staff, professional advisers or consultants to the School as the Committee considers appropriate from time to time to

attend and speak at any meeting of the Committee, for example, the Deputy Director Academic and the Director of Finance.

- 2.5 The Secretary to the Board shall be entitled (but not required) to attend all meetings of the Committee.
- 2.6 The Remit and Membership of the Committee will be reviewed by the Board of Governors at the first meeting of each academic session. The core membership for session 2022/23 is as follows:

Membership

|                         |                                       |
|-------------------------|---------------------------------------|
| Ms Kristen Bennie       | Independent Governor (and Vice Chair) |
| Mr Tsz Wu               | Independent Governor                  |
| Professor Graham Caie   | Independent Governor                  |
| Professor Penny Macbeth | Director of GSA                       |
| Mr Digger Nutter        | Staff Governor (Academic)             |
| Ms Marianne McInnes     | Staff Governor (Support)              |
| Mr Thomas Greenough     | Trade Union Governor (Academic)       |
| Ms Kathy Molloy         | Trade Union Governor (Support)        |

In attendance

Ms Ann Priest (Chair of the Board of Governors)

In attendance (GSA) – by invitation of the Committee

Ms Morag McElhinney Director of Human Resources

**3. Convenor**

- 3.1 The Convenor shall be appointed by the Board of Governors from among the Committee’s core Independent Governor membership, on the recommendation of the Nominations Committee. In their absence, the Convenor’s nominee will act as Convenor, this is to be another Independent Governor. Agendas will be drafted by the Corporate Governance Office and approved by the Convenor following consultation with the Director of Human Resources via the Secretary to the Board.

**4. Quorum**

- 4.1 The quorum shall be two members, at least one of whom should be an Independent Governor. The Director of Human Resources or their nominee (provided they are appropriately professionally qualified) should normally attend.

**5. Attendance**

- 5.1 Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Convenor, that member will be deemed to have left the Committee and may be replaced.

**6. Meetings**

- 6.1 Meetings will be held as and when necessary, but there will normally be a minimum of four meetings per annum, reporting to corresponding meetings of the Board of Governors.

## **7. Minutes**

- 7.1 Minutes of any meeting of the Committee, normally once confirmed by the Convenor, will be submitted to members of the Committee as soon as reasonably practicable following any meeting, and shall be provided to the Board of Governors at the next following meeting of the Board.

**Corporate Governance Office  
October 2022**

## **The Glasgow School of Art**

### **Board of Governors**

#### **Museum and Archive Committee: Remit, Membership and Procedures 2022/23**

##### **1. Remit**

1.1 The Museum and Archive Committee's remit is:

- a) To advise the Board on the management, development and use of the GSA's collections and archives, including accreditation, in line with recognised professional standards, and GSA management in that regard;
- b) To oversee strategic planning, and to advise on and approve acquisitions, loans and exhibition proposals related to the GSA's collections and archives;
- c) To advise and make recommendations to the Board of Governors regarding the setting of exhibition fees in line with the GSA Loan for Exhibition Policy;
- d) To consider reports relating to the work of GSA's Exhibitions department and, where appropriate, provide advice and support relating to the exhibition strategy aligned to GSA's Strategic Plan.
- e) To report to and make recommendations to the GSA Board of Governors in relation to the above;
- f) To recommend as appropriate new policies and procedures to the Board of Governors for approval;
- g) To liaise with other GSA Board committees as appropriate on matters relating to GSA's collections and archive including providing advice to the Business and Estates Committee on relevant issues relating to the fabric of the Mackintosh Building.

##### **2. Membership**

2.1 The Museum and Archive Committee is comprised of:

- a) Up to three Independent Governors, one of whom shall be Convenor
- b) Up to Two Student Governors
- c) Director of GSA
- d) Up to five external members. The term of membership for external members will normally be three years, with a maximum of three terms.

2.2 The Deputy Director Research and Innovation, and the Director of Strategy and Marketing are not members but attend by invitation and would normally attend all meetings of the Committee.



- 2.3 The Committee may, in discussion with the Director, Deputy Director Research and Innovation, and the Director of Strategy and Marketing, invite relevant members of staff from the areas of Archives and Collections, and Exhibitions, to attend.
- 2.4 The Committee may invite any members of the GSA Senior Leadership Group or staff, professional advisers or consultants to the School as the Committee considers appropriate from time to time to attend and speak at any meeting of the Committee, for example, the Deputy Director Academic or the Mackintosh Project Director.
- 2.5 The Secretary to the Board shall be entitled (but not required) to attend all meetings of the Committee.
- 2.6 The Remit and Membership of the Committee will be reviewed by the Board of Governors at the first meeting of each academic session. The core membership for session 2022/23 is as follows:

Membership

|                          |  |
|--------------------------|--|
| Dr Kate Lampitt Adey     | Independent Governor (Convenor)  |
| Mr Harry Rich            | Independent Governor (Vice Convenor)   |
| Professor Anne Trefethen | Independent Governor   |
| Professor Penny Macbeth  | Director   |
| Ms Josie Kay-Ogunsola    | Student Governor   |
| Mr Rory O’Neill          | Student Governor   |
| Ms Wendy Fish            | External Member (formerly Director of the British Architectural Library at RIBA) |
| Mr Alnoor Mitha          | External Member (Senior Research Fellow at Manchester School of Art)             |

In attendance (GSA)

|                                 |   |
|---------------------------------|---|
| Professor Irene McAra-McWilliam | Deputy Director Research and Innovation |
| Mr Scott Parsons                | Director of Strategy and Marketing      |

**3. Convenor**

- 3.1 The Convenor shall be appointed by the Board of Governors from among the Committee’s core Independent Governor membership, on the recommendation of the Nominations Committee. In their absence, the Convenor’s nominee will act as Convenor, this is to be another Independent Governor. Agendas will be drafted by the Corporate Governance Office and approved by the Convenor following consultation with the Director and the Deputy Director Research and Innovation.

**4. Quorum**

- 4.1 Three members, including at least one Independent Governor, one external member and the Director. The Convenor may determine that, should the Director be unavailable, the quorum will be satisfied if the Deputy Director Research and Innovation is in attendance.

**5. Attendance**

5.1 Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Convenor, that member will be deemed to have left the Committee and may be replaced.

## **6. Meetings**

6.1 Meetings will be held as and when necessary, but there will normally be a minimum of four meetings per annum, reporting to corresponding meetings of the Board of Governors.

## **7. Minutes**

7.1 Minutes of any meeting of the Committee, normally once confirmed by the Convenor, will be submitted to members of the Committee as soon as reasonably practicable following any meeting, and shall be provided to the Board of Governors at the next following meeting of the Board.

**Corporate Governance Office**  
**October 2022**

*Updated 09 January 2023*

# **The Glasgow School of Art**

## **Board of Governors**

### **Nominations Committee: Remit, Membership and Procedures 2022/23**

#### **1. Remit**

##### **1.1 The Nominations Committee shall:**

- a) Be responsible for recruiting, assessing and recommending candidates for Board Independent Governor membership.
- b) Consider the reappointment of existing Independent Governors.
- c) Consider and recommend candidates for:
  - The Chair of the Board of Governors, including making a recommendation to the Board as to potential re-appointment of the Chair
  - The Vice Chairs(s) of the Board of Governors
  - The Convenors of the Board Committees
- d) Oversee the preparation and updating of GSA's Guidelines on the appointment or renewal of Independent Governors, which includes the Register of the Balance of Skills, Attributes and Experience and the policy on equality and diversity in relation to the membership of the Board of Governors.
- e) Oversee the preparation and approval of GSA's standard letter of appointment of Governors.
- f) Oversee and make recommendations to the Board in relation to appointment of Independent Governors to Board Committees, taking into account their respective remits and required balance of skills, attributes and experience.

#### **2. Membership**

##### **2.1 The Nominations Committee is comprised of:**

- The Chair of the Board of Governors (Convenor)
- The Vice Chair(s) of the Board of Governors
- The Convenors of the Board committees (Audit and Risk, Business and Estates, Health and Safety, Human Resources, Museum and Archive, and Remuneration)
- The Director of GSA
- An elected Staff Governor nominated by the Board
- The President of the Students' Association

- 2.2 The Remit and Membership of the Committee will be reviewed by the Board of Governors at the first meeting of each academic session. The core membership is as follows:

Membership

|                         |   |
|-------------------------|---|
| Ms Kristen Bennie       | Independent Governor (Vice Chair of the Board and Convenor of the Human Resources Committee)      |
| Professor Graham Caie   | Independent Governor  |
| Dr Kate Lampitt Adey    | Independent Governor (Convenor of the Museum and Archive Committee)                               |
| Mr Habib Motani         | Independent Governor (Vice Chair of the Board and Convenor of the Business and Estates Committee) |
| Mr Marty Herbert        | Independent Governor (Convenor of the Health and Safety Committee)                                |
| Mr Andrew Sutherland    | Independent Governor (Convenor of the Audit and Risk Committee)                                   |
| Professor Penny Macbeth | Director of GSA   |
| Mr Rory O'Neill         | President of GSA Students' Association  |
| Ms Marianne McInnes     | Staff Governor (Support)  |
| Vacant                  | Independent Governor (Convenor of the Remuneration Committee)                                     |

In attendance

|         |                                     |
|---------|-------------------------------------|
| Vacancy | Secretary to the Board of Governors |
|---------|-------------------------------------|

**3. Quorum**

- 3.1 The quorum shall be four members.

**4. Meetings**

- 4.1 The work of the Committee is normally undertaken by correspondence, however a meeting can be requested by any member.

## Glasgow School of Art

### Board of Governors

#### Remuneration Committee: Remit, Membership and Procedures 2022/23

##### 1. Remit

- 1.1 The Committee will be responsible for determining and reviewing the salaries, benefits and terms and conditions (and, where appropriate, severance payments) of the Director (unless otherwise determined by the Board), and those senior staff not covered through national pay scales, and for considering the terms and conditions and severance payments for such staff (subject to Scottish Funding Council guidance).
- 1.2 The Committee will oversee the development of and recommend to the Board for approval policies and processes to be used by the Committee, taking appropriate cognisance of the requirement to represent the public interest and avoid any inappropriate use of public funds and to make use of sufficient relevant information and comparators to reach well informed evidence-based decisions.
- 1.3 The Committee will report to the Board on the Committee's decisions in sufficient detail to enable the Board to be satisfied that the decisions the Committee has made have been taken in compliance with its policies.
- 1.4 The Committee will be responsible for devising and overseeing processes by which the Committee obtains the views of students, staff and recognised Trade Unions of the School in relation to the remuneration of the Director and senior executives of the School.

##### 2. Membership

- 2.1 The Remuneration Committee is comprised of:
  - a) Convenor (an Independent Governor not present on the Audit and Risk Committee)
  - b) The Chair of the Board of Governors
  - c) The Vice Chair(s) of the Board of Governors
  - d) An additional Independent Governor (optional)
  - e) An elected Staff Governor nominated by the Board
  - f) One Student Governor (The President of the Students' Association)
- 2.2 The Director of the School, the Secretary to the Board, and the Director of Human Resources are not members but attend by invitation and would normally attend all meetings of the Committee. *(The Director, the Secretary to the Board, and Head of Human Resources shall each leave meetings when any matter which may affect their own circumstances be discussed, and otherwise at the request of the Convenor from time to time).*
- 2.3 The Convenor of the Remuneration Committee may request the Director of Finance to attend as appropriate.

- 2.4 The membership should have the required expertise to review and determine salaries, terms and conditions and, where appropriate, severance payments for the staff within its remit.
- 2.5 The Remit and Membership of the Committee will be reviewed by the Board of Governors at the first meeting of each Academic session. The initial core membership for session 2022/23 is as follows:

Membership

|                          |  |
|--------------------------|--|
| Professor Graham Caie    | Independent Governor (Convenor)        |
| Ms Kristen Bennie        | Independent Governor ((Vice Chair)     |
| Mr Habib Motani          | Independent Governor (Vice Chair)      |
| Professor Anne Trefethen | Independent Governor                   |
| Mr Rory O’Neill          | President of GSA Students’ Association |
| Mr Digger Nutter         | Staff Governor (Academic)              |

In attendance

|                         |                                     |
|-------------------------|-------------------------------------|
| Professor Penny Macbeth | Director of GSA                     |
| Ms Morag McElhinney     | Director of Human Resources         |
| Vacancy                 | Secretary to the Board of Governors |

**3. Quorum**

- 3.1 Any three members, of which at least two must be Independent Governors.

**4. Meetings**

- 4.1 The Committee will meet at least once in each year and otherwise as and when required.
- 4.2 Members are expected to attend meetings regularly. Where a member fails to attend four consecutive meetings of the Committee, other than for a reason approved by the Convenor, that member will be deemed to have left the Committee and may be replaced.

**5. Minutes**

- 5.1 Minutes of any meeting of the Committee, normally once confirmed by the Convenor, will be submitted to members of the Committee as soon as reasonably practicable following any meeting, and shall be provided to the Board of Governors at the next following meeting of the Board.

**Corporate Governance Office  
March 2023**