

Guidelines on the Criteria for Appointment and Renewal of Independent Governors

March 2023

Policy control

Date approved	27 March 2023
Approving Bodies	Nominations Committee, Board of Governors
Implementation Date	27 March 2023
Supersedes	17 June 2021
Supporting policy	GSA's Order of Council Statement of Corporate Governance Register of the Balance of Skills, Attributes and Experience Equality and Diversity Statement
Review date	See Departmental Review Schedule
Author	Corporate Governance Office
Date of Impact assessment	TBC
Benchmarking	Not applicable

THE GLASGOW SCHOOL OF ART

Board of Governors/Nominations Committee

Guidelines on the Criteria for Appointment and Renewal of Independent Governors

(Including Register of the Balance of Skills, Attributes and Experience and the Policy on Diversity and Equality in the Board's Membership)

1. Introduction

1.1 This document provides guidance to the Board's Nominations Committee when recommending the appointment of new Independent Governors and the extension of the period of appointment of existing Independent Governors¹.

1.2 There are three core headings which should be borne in mind when new or extended appointments are being considered:

(i) Register of the Balance of Skills, Attributes and Experience.

Details of the required skills and experience and desirable attributes are noted in paragraph 2 below.

(ii) Policy on Diversity and Equality in the Board's Membership.

As required by the Scottish Code of Good Higher Education Governance (the Code), the Board monitors the diversity of its composition, and seeks to open up the opportunity of membership of the Board to the widest possible range of qualified members (taking account of the protected characteristics in terms of equality legislation) and to take positive steps to remove barriers to participation in the governing body. The Board's Equality and Diversity Statement is available on GSA's website. Details of the steps taken to encourage and monitor diversity are outlined in paragraph 3 below.

(iii) Standards of Behaviour in Public life.

The Nominations Committee is cognisant of the nine principles as specified in the Scottish Code of Good HE Governance (i.e. duty, selflessness, integrity, objectivity, accountability and stewardship, openness, honesty, leadership, and respect), and will seek to appoint Governors who embody these standards and values.

2. Register of the Balance of Skills, Attributes and Experience

2.1 As specified in the Scottish Code of Good HE Governance, GSA's Statement of Corporate Governance includes a commitment to devise a Register of the Balance of Skills, Attributes and Experience of its Governors. This register will be published on the School's website and consulted when the Board is considering new or extended appointments.

¹ These guidelines do not apply to the appointment or reappointment of the Chair of the Board of Governors, whose appointment is subject to separate arrangements in terms of the Higher Education Governance (Scotland) Act 2016

- 2.2 The register applies primarily to Independent Governors, given that ex-officio Governors are, by definition, present on the Board because they occupy a specific position. There is flexibility on the number of Independent Governors appointed to the Board, which, as specified in GSA's Order of Council, can vary from a minimum of ten to a maximum of seventeen. The Nominations Committee will make these guidelines and the Register of the Balance of Skills, Attributes and Experience available to bodies/ constituencies with the right to nominate/elect Governors to inform their nomination/ election processes, and will liaise with bodies/ constituencies with a right of nomination as reasonably required from time to time.
- 2.3 The Nominations Committee maintains a Register of the Balance of Skills, Attributes and Experience of its Governors (extract attached) which maps the present Independent Governors against the professional backgrounds and areas of experience and skillsets noted in paragraph 2.6 below. The Nominations Committee does not map the attributes noted in paragraph 2.7, but is cognisant of these when making appointments and considering reappointments. As Board members are replaced over time, the Committee will consider the number of Governors corresponding to each area.
- 2.4 The Board (through the Nominations Committee) will assess the composition of the Board's independent membership, and future appointments of Independent Governors, against two broad sets of criteria:

Skills and Experience

- 2.5 The School's Order of Council specifies that the Board should appoint Independent Governors with the aim of the membership having such skills, experience and expertise as the Board of Governors determines to be relevant and appropriate, and who may not be members of staff or students of the School.
- 2.6 Building on this general statement, the School has identified a range of professional backgrounds, areas of expertise and skills relevant to the GSA Board of Governors and has grouped these into fourteen broad areas:
- Creative Practitioners/Subject Specialists
 - Strategic Estates Redevelopment and Regeneration
 - Legal
 - Accounting and Finance
 - Local/Central Government or Public Sector
 - Third sector/ charity
 - Community and Public Engagement
 - Business and Entrepreneurship
 - People Strategy/Human Resources Management

- Higher Education Management/Student Affairs
- Risk Assessment and Management
- Public Relations and Communications
- Information Technology/Digital Strategy
- Heritage Management

Attributes

2.7 Desirable attributes/characteristics among the Governors may include:

- Appreciation of GSA's creative environment.
- Awareness of Higher Education governance issues.
- An international outlook.
- The ability to act as an effective ambassador for GSA and to participate as fully as possible in both formal and social occasions.
- Being an alumni of the School, including a relatively recent alumnus.
- Representation of the local community.

3. Board membership: Policy on Diversity and Equality

3.1 As provided for in the Board's Equality and Diversity Statement, the Board receives annual reporting on equality and diversity, including in relation to Board composition.

3.2 The Board, through the Nominations Committee, will take the following steps in relation to developing awareness of, and improvement in, the balance of its Independent members in terms of equality and diversity:

- Newly-appointed Governors are asked to complete a confidential equality and diversity questionnaire (albeit with the proviso that Governors may choose not to divulge personal information) in order that the School can obtain improved data on the composition of the Board in terms of diversity and equality. Governors are invited to review this information on an annual basis to ensure that it is up-to-date.
- The statements on equality and diversity included in role descriptors and advertisements for new members of the Board will be regularly reviewed.
- Other measures which might encourage greater diversity in the Board's composition will be considered, e.g. provision of financial assistance to Governors who might otherwise find it difficult to attend meetings.
- Actively raising the diversity of the Board with bodies/ constituencies with a right of nomination to the Board to encourage nominations/ elections from the widest possible

group of potential Governors and to encourage them to contribute to the diversity and balance of the Board wherever possible.

- Use of all appropriate mechanisms to address identified gaps or assist to overcome barriers to the participation of particular groups.

3.3 The School is committed to its obligations in terms of the Gender Representation on Public Boards (Scotland) Act 2018, and its gender representation objective of having 50% of independent members who are women.

BOARD OF GOVERNORS - REGISTER OF THE BALANCE OF SKILLS, ATTRIBUTES AND EXPERIENCE (updated 15 May 2023)

INDEPENDENT GOVERNOR	OFFICE HOLDERS	PRESENT TERM EXPIRES	MAXIMUM TERM	Creative Practitioners / Subject Specialists	Strategic Estates Redevelopment and Regeneration	Legal	Accounting and Finance	Local/Central Government or Public Sector	Third Sector / Charity	Community & Public Engagement	Business and Entrepreneurship	People Strategy/ Human Resources Management	Higher Education Management / Student Affairs	Risk Assessment / Management	Public Relations and Communication	Information Technology / Digital Strategy	Heritage Management
KRISTEN BENNIE	Vice-Chair and Convenor HRC	10/2025	10/2028														
GRAHAM CAIE	Convenor Rem Com	07/2024	07/2030														
MARTY HERBERT		10/2025	10/2028														
KATE LAMPITT ADEY	Convenor MAC	05/2024	05/2027														
SIMON LEAROYD		07/2024	07/2030														
HABIB MOTANI	Vice-Chair and Convenor BEC	05/2024	05/2027														
ANN PRIEST	Chair and Convenor Nom Com	06/2026	06/2030														
HARRY RICH		05/2024	05/2027														
JAMES SANDERSON	Convenor HSC	02/2024	02/2027														
GRAHAM SHARP		07/2024	07/2030														
ANDREW SUTHERLAND	Convenor ARC	09/2025	09/2025														
ANNE TREFETHEN		07/2024	07/2030														
TSZ WU		10/2025	10/2028														
EX OFFICIO AND STAFF GOVERNORS																	
THOMAS GREENOUGH	Trade Union Governor (Academic)	11/2023	11/2029														
JOSEPHINE KAY-OGUNSOLA	Events Convenor, GSA Students' Association	07/2023	07/2023														
PENNY MACBETH	Director of GSA	N/A	N/A														
KATHY MOLLOY	Trade Union Governor (Support)	11/2023	11/2026														
DIGGER NUTTER	Staff Governor (Academic)	11/2024	11/2030														
TOTAL NOS				9	3	2	5	5	6	5	12	9	11	8	6	7	3

Requirements/Attributes also to be taken into account prior to appointment of Independent Governors:

1. Standards of behaviour in public life.
2. Equality and Diversity Characteristics.
3. Appreciation of GSA's Creative Environment.
4. Awareness of HE Governance Issues.
5. An international outlook.
6. The ability to act as an effective ambassador for GSA and to participate as fully as possible in both formal and social occasions.
7. Being an alumni of the School, including a relatively recent alumnus.