



**Minutes of the meeting of the Board of Trustees of
Glasgow Caledonian New York College held on
December 13, 2019**

Present: Gordon Jack (Chair)
Ian Kerr, Daniel Bena, Professor Ann Priest, Professor Pamela Gillies,
John Walker¹, Professor James Miller (Secretary)

Apologies: Elinor Tatum, Kim Brizzolara, Laura Becking

In Attendance: Cara Smyth, VP GCNYC
Professor Walter Roettger, Interim Provost, GCNYC
Lucy Strachan, Head of Governance GCU

1 APOLOGIES FOR ABSENCE

1.1 The Chair noted apologies from Elinor Tatum, Kim Brizzolara and Laura Becking.

2 DECLARATION OF MEMBERS INTERESTS

2.1 The Committee noted the register of interests of the members in attendance and confirmed that Laura Becking would be reminded to complete a declaration of interest form. No further declarations of interest were made.

3 MINUTES OF MEETING OF BOARD OF TRUSTEES HELD ON OCTOBER 31, 2019

3.1 The Board noted the minute of the meeting of the Board of Trustees on October 31, 2019 which had been circulated to trustees previously for approval.

4 MATTERS ARISING BRIEFING NOTE

4.1 The Board considered a report on the matters arising from its meeting held on October 31, 2019. Trustees noted the actions that had been taken in relation to each matter arising.

4.2 The Board noted that the date of the Board of Trustees meeting in June 2020 will need to be changed in order to align with the current graduation cycle in New York. The Board further noted that the Corporate Risk Register was due to come back to the Board and that it would be circulated to Trustees prior to the next Board of Trustees meeting on 3rd April 2020.

ACTION: Date of Board of Trustees meeting in June 2020 to be finalised. (Secretary)

¹ The Trustees in attendance constituted a quorum.

ACTION: Corporate Risk Register to be circulated to Trustees prior to Board of Trustees meeting on 3rd April 2020. (Interim Provost)

5 CHAIR OF THE BOARD OF TRUSTEES REPORT

- 5.1 The Board noted a report from the Chair on the activities he had undertaken and meetings he had attended on behalf of the Board. The Chair extended his thanks to the Interim Provost for his recent attendance at the GCU Court Meeting on 22nd November 2019 and noted the positive feedback that the Chair had received from the Court Members in relation to the contribution made by the Interim Provost to that meeting.
- 5.2 The Chair reported to the Board that a request had been received from KPMG to release documentation relating to GCUNY, Inc., the predecessor company to GCNYC. The Securities and Exchange Commission had issued a request for information following a complaint being made against KPMG in relation to another client. The Board noted that the level of risk to GCUNY, Inc. is viewed by KPMG as being extremely low.

6 PRESIDENT & CEO'S REPORT

- 6.1 The Board received a report from the President & CEO. The President & CEO noted the following GCU highlights: 1) the gender based violence campaign developed by GCU has been hugely successful in the UK and is now being utilised by Police Scotland; 2) GCU has become the UK Social Mobility Champion; and 3) Julia Gillard, the First Minister of Scotland and Annie Lennox will all be in attendance at the Women in Leadership event at GCU on 6th July 2020 with all colleagues being encouraged to join this event either in person or online.
- 6.2 The President and CEO extended her personal thanks to Vice President GCNYC for all her work in establishing GCNYC, achieving charter status, and for her leadership of the Fair Fashion Centre, a legacy that will be protected. The Board echoed the thanks of the President and CEO to the Vice President GCNYC for all her hard work and for the building blocks that she has put in place at GCNYC.

7 GCNYC P3 MANAGEMENT ACCOUNTS WITH Q1 FORECAST

- 7.1 The Board noted the GCNYC P3 Management Accounts which covered the period from August to October. VP GCNYC confirmed to the Board that the JPB Foundation Grant continued to be on track to conclude in February 2020.

8 VICE PRESIDENT GCNYC'S REPORT

- 8.1 The Board noted the Vice President GCNYC's Report and in particular the good progress that had been made in relation to the development of the new website for GCNYC. The Chair extended the thanks of the Board to the GCNYC Marketing Manager for all the fantastic work that she has undertaken in relation to the new website.

9 GCNYC PROVOST'S REPORT

- 9.1 The Board noted the GCNYC Provost's Report and in particular the inclusion of the report received by the GCU Court in November which focussed on the key steps that required to be taken in order to increase revenue, strengthen faculty and continue to professionalise staff.
- 9.2 The Board discussed the space analysis update contained in Appendix 4 of the Provost's Report and concern was expressed at the restrictions on the current availability of space and how this will impact on the aspirations for student numbers. The strategic plan was also discussed and it was agreed that the plan would be amended to include a PEST analysis and it was further agreed that the strategic plan would be expanded to reflect the broader context of what GCNYC wishes to achieve when the permanent Provost was in position.

ACTION: Strategic plan to be amended to include PEST analysis. (Interim Provost)

10 GCNYC BOARD SECRETARY'S REPORT

- 10.1 The Board noted the update from the Secretary on the recruitment process for the leadership roles at GCNYC and that seven candidates were being interviewed, from an initial 200 expressions of interest, with the aim of creating a short-list of candidates to take forward for final interviews. The Board further noted that the bringing together of the role of Vice President and Provost had been communicated to the candidates and that the news had been received positively.
- 10.2 The Board discussed the need to ensure that there is sufficient cover between the period from when the Vice President leaves and the new appointment takes up their position. The Board noted that initial discussions had taken place with the Interim Provost in relation to his period of appointment being extended for a period of two months and that the position will be kept under review and revisited once interviews with the candidates had taken place and the notice period of the successful candidate was known. It was also noted that senior support from GCU would continue to be provided.
- 10.3 The Board noted the report from the Secretary on the annual review of policies and **approved** the updated policies and the new GCNYC EU GDPR Policy attached at Appendix 2 to the Board Secretary's Report. The Board agreed that future policy reviews would include a summary report of changes made to the existing policies rather than the full policies. The Board agreed that an annual report on the Conflict of Interest Policy and the maintenance of the Register of Gifts in accordance with the Gift Acceptance Policy should be prepared for the final Board of Trustees meeting of the academic year.

ACTION: Future policy reviews to include summary report of changes rather than full policies. (Secretary)

ACTION: Annual report on Conflict of Interest Policy and Gift Acceptance Policy to be prepared for Board of Trustees Meeting in June. (Secretary)

11 DRAFT AGENDA FOR NEXT MEETING OF GCNYC BOARD OF TRUSTEES

11.1 The Board noted the draft agenda for the next meeting of the Board of Trustees.

12 DATE OF NEXT MEETING

12.1 Board members noted that the date of the next meeting would be April 3, 2020.

12.2 The Chair emphasised the importance of having all Trustees in attendance at the Board meetings and in particular the Board of Trustees meeting in June when there will potentially be a new Provost in role and the GCNYC students will be graduating as this will be a good opportunity to have a detailed discussion around strategy and the contribution that the Trustees can make towards the success of GCNYC.