



**Minutes of the meeting of the Board of Trustees of
Glasgow Caledonian New York College held on
November 13, 2018**

- Present:** Gordon Jack (Chair)
Daniel Bena, Kim Brizzolara, Professor Pamela Gillies, Professor James Miller, Elinor Tatum, John Walker¹
- Apologies:** Ian Kerr, Professor Ann Priest
- In Attendance:** Cara Smyth, VP GCNYC
Professor Robert Clougherty, Provost
Riley Power, Head of Governance
Agnes Russell, Head of Financial Accounting

1 APOLOGIES FOR ABSENCE

There were apologies for absence from Ian Kerr and Professor Ann Priest. The Chair noted that Ann Priest had been in attendance at the earlier meeting of the GCU-NYC, Inc. Board however due to communication difficulties had been unable to connect to the meeting from her location in China and therefore had submitted her apologies for the meeting.

2 DECLARATION OF MEMBERS INTERESTS

- 2.1 The Board noted the following interests:
- (a) Gordon Jack as Chair and director of GCU-NYC, Inc. and as governor of the Sole Member, GCU;
 - (b) Professor Pamela Gillies and Professor James Miller as directors of GCU-NYC, Inc. and as Executive Board members of the Sole Member, GCU;
- 2.2 The Chair noted that prior to the next meeting of the Board the declaration of interest forms would be reissued to members for completion and for future meetings a register of interests would be included with the Board papers.

3 MINUTES OF MEETING OF BOARD OF TRUSTEES HELD ON JUNE 27, 2018

- 3.1 The Board noted the minutes of the meeting of the Board of Trustees on June 27, 2018 which had been circulated to trustees previously with changes intimated by trustees incorporated into the final minutes.

¹ The Trustees in attendance constituted a quorum.

4 MATTERS ARISING BRIEFING NOTE

- 4.1 The Board considered a report on the matters arising from its meeting held on June 27, 2018. Trustees noted the actions that had been taken in relation to each matter arising.
- 4.2 The Chair requested an update on the status of the pipeline report on income generation activities. The VP GCNYC advised the Board that the pipeline had been completed and would be circulated to the Board Chair and Treasurer following the meeting.

5 CHAIR OF THE BOARD OF TRUSTEES REPORT

- 5.1 The Board received a report from the Chair on the activities he had undertaken and meetings he had attended on behalf of the Board. The Chair noted in particular his engagement with the Treasurer, VP GCNYC and members of the Finance Department during the finalisation of the annual accounts for GCNYC.

6 PRESIDENT & CEO'S REPORT

- 6.1 The Board received a report from the President & CEO. The President & CEO noted the following, in particular:
- (a) The University group as a whole had made a successful start to the year and noted the importance of the College achieving its budgeted income targets and the large amount of work required to achieve these targets.
 - (b) The President & CEO updated the Board on progress toward developing the GCNYC strategic plan within the wider context of the GCU Strategy 2030 Planning. The Board were reminded of the strategy planning day planned for 14th December 2018.
 - (c) The President & CEO also provided an update to the Board in relation to the Fair Fashion event that had been planned at the GCU London Campus for 15th November 2018.
- 6.2 The Board **agreed** a proposal by the President & CEO on the appointment of the Chancellor of GCU, Dr Annie Lennox OBE, as the Honorary Chancellor of GCNYC, subject to confirming the scope of this role. The President & CEO advised that this would be a titular role involving formal and ceremonial duties, along with supporting and promoting the College's ambitions and vision for the common good. The President & CEO confirmed that this role would not form part of the formal governance structure of GCNYC and did require any changes to be made to the College's by-laws.

7 GCNYC BOARD SECRETARY'S REPORT

- 7.1 The Board noted a report from the Board Secretary which:
- (a) Provided a progress update on the appointment of an additional trustee to fill a vacancy on the Board. The Board **approved** the proposed process for the appointment of an additional trustee. The Board Secretary agreed to provide a role description and person specification to the next meeting of the Board of Trustees for consideration.

ACTION: Board Secretary to provide role description and person specification for Board Trustee to meeting of Board on 14th December 2018.

- (b) Updated the Board on progress toward completing the transfer of assets and liabilities from GCU-NYC, Inc. to GCNYC pursuant to the transfer agreement approved at the last meeting of the Board.
- (c) Provided the Board with the proposed forward work-plan for 2019-20. The Board **approved** the proposed forward work programme.

8 VICE PRESIDENT GCNYC'S REPORT

8.1 The Board received a report from the VP GCNYC which highlighted in particular:

- (a) The student recruitment activity being undertaken by the College and the student recruitment pipeline. The VP GCNYC advised that the College expected to meet the target of part-time student numbers and would be looking to exceed this number to account for the college not yet having all the necessary permissions to recruit full-time international students or domestic students able to apply for Federal funding.
- (b) A progress update on the application for Title IV and SEVP status which would allow the College to recruit international students supported by visas and students in receipt of student loan funding.
- (c) The income remediation plan that addressed the expected shortfall in student recruitment arising from the fact that the College was not in a position to recruit international students and students with loan support for the January 2019 intake.
- (d) The VP GCNYC advised that the strategy planning committee established by the Board had met in October 2018 and had agreed a draft vision, mission and values statement for GCNYC which would be submitted to the Board for further consideration and discussion at its strategy day on December 14, 2018.

9 GCNYC PROVOST'S REPORT

9.1 The Board considered a report from the Provost which provided an update on the academic functions and performance of the College since the last meeting of the Board. The Provost noted the following, in particular:

- (a) The Provost provided the Board with details of the Fall A 2018-19 student recruitment position;
- (b) The Provost update the Board on the expected timeline for the achievement of Title IV and SEVP status;
- (c) The Board noted the action plan that was being implemented to address the cancellation of the agreement with a partner institution for the provision of certain student services to GCNYC and to ensure continued compliance with the accreditation standards with respect to these services. The Board queried whether the provision of

sport and gym facilities for students could be provided by any of the corporate partners with which the College engaged on other matters. The VP GCNYC agreed to investigate this possibility.

ACTION: VP GCNYC to investigate possibility of negotiating student access to sport and gym facilities through College partners.

(d) The Provost also explained minor changes that had been made to the College Catalog which were **approved** by the Board of Trustees.

10 GCNYC ACADEMIC BOARD REPORT

- 10.1 The Board noted a report from the Provost on the activities of the Academic Board since the last meeting of the Board.
- 10.2 The Board **approved** the proposed changes to the composition of the Academic Board to include the Director of Assessment & Accreditation and Director of Student Support and Title IX as full members and to clarify that the representative from people Services would be nominated by the Board Secretary.

11 REPORT TO BOARD OF TRUSTEES FROM EXTERNAL AUDITORS

- 11.1 The Board considered a report from the Board's external auditors, BDO LLP, which outlined the audit scope, audit status and responsibilities placed upon the external auditors as part of the year-end audit of the GCNYC Annual Financial Statements.
- 11.2 The Board Treasurer noted the key points from the report and advised the Board that the report and the Annual Financial Statements had been reviewed by the GCNYC Audit Committee at its meeting on October 22, 2018 at which the Committee agreed to recommend that the Board approve the annual financial statements.

12 GCNYC ANNUAL FINANCIAL STATEMENTS AND LETTER OF REPRESENTATION

- 12.1 The Board considered the combined financial statements for GCNYC and GCU-NYC, Inc. and the external audit letters of representation for GCNYC/GCU-NYC, Inc.
- 12.2 The Chair of the Audit Committee and GCNYC Treasurer explained the discussion that had been held with the external auditors in relation to the annual accounts and drew the Board's attention to the external audit highlights memorandum. The Financial Accounting Manager then set out the headline figures contained in the accounts. The Board considered and **approved** the annual financial statements.
- 12.3 The Financial Accounting Manager updated the Board on anticipated changes to accounting standards that would impact on the accounting policies used in the preparation of future annual financial statements and that the College had closely engaged with the external auditors on these changes and that any required changes were in hand.

13 GCNYC BOARD OF TRUSTEES FORM 990

- 13.1 The Board considered and **approved**, subject to minor amendments and final partner review by the College's tax advisers, the Form 990 for the Board which provided the information required to be submitted to the IRS to maintain the College's tax-exempt status.

14 GCNYC FEDERAL AND STATE TAX FILINGS

- 14.1 The Board considered and **approved**, subject to final partner review by the College's tax advisers, the additional federal and state tax forms relating to the College's unrelated business income.

15 CHAR500 NY CHARITIES BUREAU FILING

- 15.1 The Board considered and **approved** the annual information return required to be filed with the NY Charities Bureau.

16 LETTER OF SUPPORT FOR GCNYC

- 16.1 The Board noted the letter of support to be provided by the University Court of Glasgow Caledonian University over the financial support it provided to the College. The Board noted that this letter would be submitted for approval at the meeting of the GCU Court to be held on November 22, 2018.

17 GCNYC PERIOD 2 MANAGEMENT ACCOUNTS 2018-19

- 17.1 The Board received an update from the VP GCNYC on the Period 2 Management Accounts. The VP GCNYC provided the headline results from the Period 2 report and noted that a full forecast would be conducted in P3. The Board noted that the P3 forecast would be considered in depth at a meeting to be held immediately before the Court Strategy Day on December 14, 2018.

18 GCNYC ANNUAL AMENDMENT TO INTERCOMPANY LOAN AMENDMENT

- 18.1 The Board considered the rationale for, and **approved**, the request to the University Court of Glasgow Caledonian University for an amendment to the intercompany loan agreement to reflect the requirement for ongoing financial support in the short to medium term. This Board noted that this request would be considered by the Court at its meeting on November 22, 2018.

19 GCNYC CORPORATE RISK REGISTER

- 19.1 The Board considered in detail the Corporate Risk Register for GCNYC and considered in particular the recorded risks, gross risk ratings, mitigating actions and residual risks. The Provost provided a further update from the GCNYC Executive team in relation to changes made to update the mitigations in place relating to Educational Accreditation and Student Recruitment and to the description and gross risk rating for the risk relating to Systems and Infrastructure.

- 19.2 The Board **approved** the GCNYC Corporate Risk Register. In so doing, the Board noted that the GCNYC Audit Committee had considered the Corporate Risk Register at its meeting on October 22, 2018 and had recommended Board approval.

20 GCNYC AUDIT COMMITTEE

- 20.1 The Board noted a report from the Chair of the Audit Committee and Board Treasurer on the meeting of the GCNYC Audit Committee on October 22, 2018 detailing business discussed and decisions taken at the meeting.
- 20.2 The Chair of the Audit Committee and Board Treasurer also presented the annual report of the Audit Committee which set out the work undertaken by the Audit Committee in 2017-18 in fulfilment of its terms of reference. The Board noted the GCNYC Audit Committee Annual Report.

21 DRAFT AGENDA FOR NEXT MEETING OF GCNYC BOARD OF TRUSTEES

- 21.1 The Board noted the draft agenda for the next meeting of the Board of Trustees and requested that the agenda be updated to take account of any discussion at the meeting on future agenda items.

22 DATE OF NEXT MEETING

- 22.1 Board members noted that the date of the next meeting would be Friday, December 14, 2018 following which the Board would also hold its Strategy Day.