



**Minutes of the meeting of the Board of Trustees of Glasgow Caledonian New York College held on June 28, 2019**

Present: Gordon Jack (Chair)  
Kim Brizzolara, Professor Pamela Gillies, Ian Kerr (by VC), Professor James Miller, Professor Ann Priest<sup>1</sup>

Apologies: Daniel Bena, Elinor Tatum, John Walker

In Attendance Stephen Lopez, Registrar  
Water Roettger, Interim Provost  
Agnes Russell, (by VC)  
Cara Smyth, VP GCNYC  
Paul Woods, Governance (by VC)

**1 WELCOME AND APOLOGIES FOR ABSENCE**

- 1.1 The Chair welcomed everyone to the meeting, including Walter Roettger who had recently joined GCNYC as Interim Provost.
- 1.2 Apologies were noted.

**2 DECLARATION OF MEMBERS INTERESTS**

- 2.1 Noted by the Chair that a summary of Board of Trustees declarations of interests should be tabled at the next meeting. Board members were invited to advise the secretariat of any change to their registered interests as they arose and clarify. No changes or additional interests were notified.
- 2.2 *ACTION: SECRETARY TO ENSURE THAT ALL DECLARATION FORMS ARE COMPLETE AND TABLE NOTE OF MEMBERS INTERESTS AT NEXT MEETING*

**3 MINUTES OF MEETING OF BOARD OF TRUSTEES HELD ON MARCH 7 2019**

- 3.1 The Board noted and approved the minutes of the meeting of the Board of Trustees on March 7, 2019 as an accurate record of the meeting.

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<sup>1</sup> 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 March 7, 2019. Trustees noted the actions that had been taken in relation to each matter arising.

#### **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 that he had been liaising closely with the Board Secretary, President and Vice President regarding the appointment of the interim Provost and the recommendation of the appointment of a new Trustee.

#### **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) An update was given on activity at GCU, including improvements in student metrics, league table positions including being in the Times Higher Education top 50 in the world for Social Impact; research highlights including the hosting of the first World Forum on Climate Justice whose attendees included Dr Kerri Kennedy and Dr Mary Robertson.

(b) That while it has only been 2 years since GCNYC was awarded its licence, achieving budget targets has been difficult. As a result of previous years failure to achieve agreed income targets. the Court of GCU, as GCNYC's sole member currently had a low level of confidence in the delivery of the 19/20 income targets set in the budget. However they do believe that GCNYC has great potential, particularly once it was in receipt of its Title IV licence. The President reiterated the work of the President's Executive Group in working with the Vice-President and her team to deliver and exceed the income targets set.

(c) Welcomed Walter Roettger, who will be undertaking a review of all academic matters. A brainstorming session around student recruitment was scheduled to take place later that day, including GCU's International Director, as it was vital that GCNYC, while an independent academic body, tapped into the available resources of GCU to assist with planning and recruitment activities.

(d) Due to the recent changes in personnel, opportunities have arisen to review and revise the staffing structure. It was noted that the total staff salary budget (including faculty and adjunct costs) at GCNYC is \$2.2m per year. It was felt that this offered opportunities to secure the necessary skills and expertise to deliver the operational imperatives.

- 6.2 Board members thanked the President for her realism and enthusiasm. They believe that GCNYC can be sustainable in the long term.

#### **7 GCNYC BOARD SECRETARY'S REPORT**

- 7.1 The board received a report from the GCNYC Board Secretary. The Secretary noted the following in particular

(a) Progress continues with respect to the Title IV application. Notification was currently awaited from the Federal Department of Education with respect to a site visit that will be undertaken.

(b) The recommendation of the appointment of an additional trustee, Laura L Becking, who will bring with her legal background and knowledge, which is currently seen as a gap in the skills matrix of members.

Board members approved unanimously the appointment of Laura Becking as the new Trustee.

(c) That the annual policy review is currently underway **and the Board Secretary would report back to the next meeting of the Board. No gaps had been identified at this stage.**

(d) That a Presidents Executive Group (PEG) had been established to review and agree operational matters, particularly with respect to student recruitment

7.2 It was noted by the Chair that he will not be able to attend the planned Board meeting in November due to other commitments. That while this meeting must go ahead as planned to approve the previous year's accounts, he will liaise with the Secretary with respect to an alternative chair for that meeting.

## **8 VICE PRESIDENT GCNYC's REPORT**

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

(a) As we are now past the 2 year point of gaining our licence, we can now review our programme structures and outcomes.

(b) Student Recruitment including a draft marketing plan - GCNYC can now sponsor international students with respect to visas to study at GCNYC, after gaining our SEVP licence. It was noted that as part of any international recruitment plan, it was vital to identify key market countries and then make links with institutions in those countries to create pipelines.

(c) The work that has been undertaken within the Fair Fashion Centre.

8.2 Members discussed the need to urgently professionalise recruitment planning and activity, regarding strategy & tactics, including utilising expertise from GCU. It was noted that the current marketing and recruitment plan contained a significant number of optional activities that would be more targeted following further discussion at the PEG.

8.3 It was also noted that there is a huge potential international market within New York which must be tapped into.

8.4 In relation to the Fair Fashion Centre, it was noted by the President that the Centre needed to explore the opportunities to deploy the expertise within the wider GCU academic body when considering research and consultancy opportunities. It was recognised that there were considerable risks in seeking and securing grants for which the centre was not fully resourced from an academic skills perspective to delivery.

8.5 It was noted by the Chair that the President's Executive Group would consider and resolve those matters, with an update provided by the President at the next meeting.

## 9 GCNYC MANAGEMENT ACCOUNTS

9.1 The Board received a report from the Head of Financial Accounting regarding the Period 10 Financial update and draft 2019/20 budget

9.2 It was noted that there has been a reduction in student tuition fee debt, however lower than budgeted income and overall expenditure will be higher than budgeted, due to some unexpected costs.

9.3 By the Chair that it has been noted by the sole member, that every last budget, without exception has seen a decrease in forecast income every review, which is causing difficulties in the sole member having confidence. That he is keen to have a budget which is achievable and not one that resulted in further reductions in income targets throughout the year and hence requested that the Interim Provost review the budget figures and assumptions.

By the President that a target of 24 student intake for September 2019 was disappointing and if the college was unable to meet this target, the Board of Trustees would have to consider some further actions required in order to deliver the desired sustainable business model for the College .

It was noted that the draft budget had already been considered by the Sole Member as part of the overall budget planning and approval process for GCU. However GCNYC had to separately approve the budget.

9.4 Members of the Board discussed the need to have a planning action update report prepared which outlined the actions that need to be undertaken against regular updates on progress. Board members supported this notion, with the Vice President tasked with producing such a report to be discussed and approved via PEG

9.5 APPROVED: That subject to the actions agreed, the budget for 2019/20 be approved.

9.6 *ACTIONS*

*(a) INTERIM PROVOST TO REVIEW BUDGET INCLUDING STUDENT RECRUITMENT FIGURES AND INCOME STREAM.*

*(b) VICE PRESIDENT TO PREPARE AN ACTION PLAN AND PROGRESS REPORT FOR CONSIDERATION AT PEG AND ONGOING UPDATES TO BE PRESENTED TO FUTURE BOARD OF TRUSTEES MEETINGS.*

## 10 ACADEMIC BOARD REPORT

10.1 The Board received the unconfirmed minutes from the previous Academic Board meeting held May 21<sup>st</sup> 2019

## 11 ANNUAL FINANCIAL PROCEDURES REVIEW

11.1 The Board considered the report on the annual review of Financial Procedures by the GCU Financial Accounting Manager

11.2 It was noted that at present GCNYC does not have a Finance & General Purposes Committee and therefore the wording in relation to this will have to be reviewed. At present such responsibility sits with the Board of Trustees, however this may be reviewed in the future as the College develops and expands.

11.3 APPROVED: That subject to the minor amendment above, the financial procedures are approved.

**12 GCNYC AUDIT COMMITTEE REPORT**

12.1 The Board noted the report from the Audit Committee which met on Tuesday, 4 June 2019 and the following was noted in particular

(a) The Committee noted that the College was required to carry out a formal review of its accounting policies adopted in constructing the Annual Financial Statements of the College and confirm they were still relevant.

(b) The Committee considered its terms of reference and did not recommend any changes for approval by the Board of Trustees.

(c) The Committee considered and agreed a forward calendar of meeting dates.

12.2 The need to appoint internal auditors was discussed by Board members, however it agreed that at this stage and level of activity that the matter would be kept under review. It was also confirmed that external auditors cannot act as internal auditors at the same time.

**13 DRAFT AGENDA FOR NEXT MEETING**

13.1 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.

13.2 The President informed members that in future a short written President's report relating to decisions made at PEG will be provided.

**14 AOB**

14.1 Board members discussed the potential opportunity to sell the GCNYC USP for Scotland and the hope for colleagues in Scotland to work with GCNYC. The Chair suggested that a one page flyer could be produced, covering points of "why in New York", "USP of GCNYC" and what the college aims to achieve.

14.2 *ACTION: VICE PRESIDENT TO PRODUCE A 1 PAGE FLYER AS ABOVE FOR CONSIDERATION AT PEG*

**15 DATE OF NEXT MEETING**

15.1 Board members noted that the date of the next meeting would be Friday, November 1<sup>st</sup> 2019.