



**Minutes of the meeting of the Board of Trustees of
Glasgow Caledonian New York College held on October
31, 2019**

Present: Professor James Miller (Chair)
Ian Kerr, Daniel Bena, Kim Brizzolara, Professor Pamela Gillies, Elinor Tatum, Laura Becking, John Walker¹

Apologies: Gordon Jack, Professor Ann Priest

In Attendance: Cara Smyth, VP GCNYC
Professor Walter Roettger, Provost, GCNYC
Lucy Strachan, Head of Governance GCU
Agnes Russell, Head of Financial Accounting GCU

1 APOLOGIES FOR ABSENCE

1.1 The Chair noted apologies from Gordon Jack and Professor Ann Priest.

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 asked to complete a declaration of interest form. No further declarations of interest were made.

3 MINUTES OF MEETING OF BOARD OF TRUSTEES HELD ON JUNE 28, 2019

3.1 The Board approved the minute of the meeting of the Board of Trustees on June 28, 2019 which had been circulated to trustees previously with changes intimated by trustees incorporated into the final minutes.

4 MATTERS ARISING BRIEFING NOTE

4.1 The Board considered a report on the matters arising from its meeting held on June 28, 2019. Trustees noted the actions that had been taken in relation to each matter arising.

4.2 The Committee noted that space utilisation was becoming an issue and agreed that the Provost should provide an update on this at the next meeting of the President's Executive Group. The Committee confirmed that the update should include details of the challenges being faced and the proposed potential solutions.

ACTION: Report on space utilisation to be prepared for the next meeting of the President's Executive Group. (Provost)

¹ The Trustees in attendance constituted a quorum.

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.

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 College was congratulated on obtaining Title IV and noted the efforts that were being made to establish a greater connection between the College and GCU.
 - (b) The President & CEO updated the Board on the renaming of the GCU Library to be the Sir Alex Ferguson Library, which had provided excellent publicity for the University with extensive coverage including on BBC News Online.
 - (c) The President & CEO also provided an update to the Board on the recognition received by GCU as being one of the UK's most forward-thinking organisations by judges of the UK Social Mobility Awards 2019 with the achievement of winning the Social Mobility Champion for the UK.

7 GCNYC BOARD SECRETARY'S REPORT

- 7.1 The Board noted a report from the Board Secretary which:
- (a) Confirmed that the Board of Trustees was now up to full strength with the appointment of Laura Becking as a Trustee.
 - (b) Provided an update on the recruitment of a permanent Provost and confirmed that there was a strong field of interested candidates. Discussions are taking place with students, staff and faculty in order to agree on the final shape of the appointment process for the role of Provost.
 - (c) It was confirmed that due to the volume of agenda items for this meeting the Policy review update would be provided at the next meeting of the Board of Trustees.

ACTION: Policy review update to be provided to Board at next meeting of the Board of Trustees. (Board Secretary)

- (d) 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 VP GCNYC reported that there had been a review of roles and responsibilities at the College, which included refreshed responsibilities between the Provost and the VP.

- (b) The VP confirmed that obtaining Title IV opened up exciting opportunities for growth in the number of domestic students.
- (c) The VP provided an update on marketing activities and confirmed that search engine optimisation had been reviewed which had ensured that the College had returned to the first page of Google for key words.
- (d) The Board noted the increased activity of the College on LinkedIn and it was agreed that the Board be provided with a list of links to promote.

ACTION: Trustees to be provided with links to be promoted on LinkedIn. (VP GCNYC)

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 Trimester A 2019-20 student recruitment position.
 - (b) The Provost updated the Board on obtaining Title IV which will allow the College to participate in the federal student financial aid programmes and confirmed that a student recruitment plan is being implemented to take advantage of this.
 - (c) The Provost updated the Board on the work that had been carried out on redefining roles and responsibilities at the College and referred the Board to the organisation chart set out on the final page of the report.
 - (d) The Provost presented an updated Terms of Reference for the Academic Board which was **approved** by the Board.
 - (e) The Provost presented the College Catalog and Faculty Handbook to the Board. The Board noted the documents and agreed that for future meetings of the Board a note of changes proposed to the documents would be presented to the Board rather than the full documents.

ACTION: For future meetings of the Board a note of changes to the College Catalog and Faculty Handbook would be presented for noting instead of the full documents. (Provost)

10 ANNUAL FINANCIAL STATEMENTS AND LETTER OF REPRESENTATION

- 10.1 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.
- 10.2 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.

11 GCNYC FORM 990

- 11.1 The Board considered and **approved**, subject to 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.

12 GCNYC FEDERAL AND STATE TAX FILINGS

- 12.1 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.

13 REPORT TO BOARD OF TRUSTEES FROM EXTERNAL AUDITORS

- 13.1 The Board considered a report from the Boards' external auditors, BDO LLP, which outlines 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.
- 13.2 The Board Treasurer noted the key points from the report and drew the attention of the Board to the fact that the external auditors had given a clean audit report to GCNYC and had not found any material control weaknesses. The Board Treasurer advised the Board the report and the Annual Financial Statements had been reviewed by the GCNYC Audit Committee at its meeting on 22 October 2019 at which the Committee agreed to recommend that the Board approve the annual financial statements.
- 13.3 The Board Treasurer commended the work of the Financial Accounting Manager and the Finance Team and confirmed that BDO LLP had made it clear that their view is that the financial operations of the University are run extremely well. The Board Treasurer and Chair wished to convey their thanks for all the hard work and support from the Financial Accounting Manager and the Finance Team.
- 13.4 The Board noted a satisfactory level of service provision by the external auditors and requested confirmation as to whether the letter of appointment for the auditors permitted a period of extension.

ACTION: Confirmation to be provided to Board regarding the terms of the letter of appointment of the auditors. (Financial Accounting Manager)

14 LETTER OF SUPPORT FOR GCNYC

- 14.1 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 22 November 2019, subject to the replacement of the reference to GCU in the Letter of Support as the "parent of GCNYC" to the "sole member".

ACTION: Amendment of Letter of Support to refer to GCU as the "sole member" in place of "parent of GCNYC". (Financial Accounting Manager)

15 GCNYC LOAN AMENDMENT

- 15.1 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, 2019.

16 GCNYC MANAGEMENT ACCOUNTS

- 16.1 The Board received an update from the VP GCNYC on the Period 12 Management Accounts and agreed that in future the report should contain a detailed breakdown of travel and hospitality costs.

ACTION: Management Account reports to include breakdown of travel and hospitality costs. (VP GCNYC)

17 REPORT ON DEVELOPMENT OF GCNYC STRATEGIC PLAN

- 17.1 The Board considered the report on the development of the GCNYC Strategic Plan and noted the positive progress that had been made. The Board noted that the draft GCNYC Strategic Plan would be submitted to the President's Executive Group and then to the Academic Board and Board of Trustees on 13th December 2019. The draft GCNYC Strategic Plan will be developed throughout this process with a final presentation to the Board on 3rd April 2020.

18 GCNYC CORPORATE RISK REGISTER

- 18.1 The Board considered the Corporate Risk Register for GCNYC. The Provost provided an update on the additional risk that had been added to reflect the fact that gaining Title IV means that there will be extensive regulatory requirements placed on the College. The Provost confirmed to the Board that the options to outsource the Title IV regulatory delivery system at the College were being investigated.
- 18.2 The Board noted that there were five items on the Corporate Risk Register for GCNYC which did not demonstrate a reduction between the gross and residual risks score following mitigating actions being taken. The Board agreed that the Corporate Risk Register should be reviewed and re-submitted to the next meeting of the Board of Trustees.

ACTION: Corporate Risk Register to be reviewed to ensure that the effect of mitigating actions is reflected in the residual risk score. (VP GCNYC)

19 GCNYC AUDIT COMMITTEE REPORT

- 19.1 The Chair of the Audit Committee and Board Treasurer presented the annual report of the Audit Committee which set out the work undertaken by the Audit Committee in 2018-19 in

fulfilment of its terms of reference. The Board noted the GCNYC Audit Committee Annual Report.

20 GCNYC PROCUREMENT UPDATE

20.1 The Board noted the GCNYC Procurement Update inaugural report which summarises the activities that have been carried out in adhering to Glasgow Caledonian New York College Procurement Procedures during the period 1 August 2017 to 31 July 2019.

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.

22 DATE OF NEXT MEETING

22.1 Board members noted that the date of the next meeting would be December 13, 2019.

23 AOB – SENIOR SALARY REMUNERATION

23.1 The Board considered GCNYC Senior Staff Remuneration as closed business at the end of the meeting.