

Minutes of the GCNYC Meeting held on 22 October 2021 at 10.00 EST (3.00pm GMT) via Online Conferencing Facilities

Present: Sylvie Freund-Pickavance (Chair), Laura Becking, Professor Pamela Gillies, Gordon Jack, Ian Kerr, Professor James Miller, Professor Ann Priest, JoAnne Rolle, Elinor Tatum and Johnnie Walker.

In attendance: Jacqueline LeBlanc (VP & Provost GCNYC)
Agnes Russell, Financial Accounting Manager
Paul Woods (Department of Governance - Minute Secretary).

Chair's opening remarks

The Chair welcomed Trustees and colleagues to her first meeting of the Board as Chair. She informed Trustees and colleagues that she was looking forward to working with them to build on the existing solid base and great potential of GCNYC as a force for the common good in the US. She also cautioned colleagues that there was now a need to move forward and make progress more quickly. She thanked the team at GCNYC for their work in pivoting quickly to a revised strategy and she also thanked Gordon Jack, the previous Chair of the Board, for his adept steering of the Board and GCNYC through some challenging times.

1. Apologies for absence

1.1 The Chair noted that there were apologies from Daniel Bena and Eva Haller.

2. Declaration of Members Interests

2.1 The Board **noted** that declarations of interest had been updated and that the entry for Eva Haller was still to be completed.

Action: Department of Governance to complete the update of the register of interests for Eva Haller ahead of the next meeting.

3. Minutes of the meeting of the Board of Trustees held on June 25, 2021

3.1 The Board **approved** the minutes of the previous GCNYC Board of Trustees Committee Meeting held on June 25 2021.

**ACTION: 1. That the Minute Secretary circulate the minutes within 2 weeks of each meeting.
2. That Trustees are requested to respond to circulated minutes even if only to indicate they have no changes or comments.**

4. Matters arising Briefing Note

4.1 The Board noted a report on the matters arising from its meeting held on June 25, 2021.

4.2 The Chair confirmed that she had met with the Board Secretary and Vice President & Provost to discuss a process to develop an awareness on the NYC and wider US education

environment for new and existing trustees. The Vice President & Provost would update further in the recruitment update.

- 4.3 The Chair reported that there had been some issues with communications and meeting notifications. This would be reviewed and updated where required by Governance colleagues.

Action: Department of Governance to review meeting schedule and electronic communications and update as required.

- 4.4 The Chair informed the Board that it had been hoped to hold the Commencement ceremony scheduled for December 2021 in person but that this would not be possible. The December ceremony would be held as a virtual event. It was intended to hold a physical Commencement ceremony in July 2022 if circumstances permit and graduates from 2020 & 2021 would be invited to attend.

5. Chair of the Board Trustees Report

- 5.1 The Chair reported that it had been very busy since the last meeting of the Board. In the short term the main focus was on recruitment and she was pleased to inform the Board that the recruitment target of 10 had been met. Whilst acknowledging that this was a relatively modest target, the GCNYC team should be thanked for their work in ensuring it was achieved. The key lesson from this intake was that word of mouth was still an important factor and she asked the Board to continue to consider how word of mouth can be leveraged further, particularly in the short term.

- 5.2 The Middle States Accreditation Commission had asked for further information from the College in advance of awarding full accreditation. The Executive Team is pulling together a formal response for a deadline of 1 December 2021. The next virtual visit from the MSCHE was scheduled for 16th and 17th December 2021 and those board members who were due to be involved would be contacted directly.

- 5.3 GCNYC had restructured their recruitment team and was looking to recruit an experienced, permanent, staff member to head this work. The process was in its final phase with a preferred candidate being taken forward. Currently there was an interim director in place (since July 2021).

- 5.4 A group of Trustees had been meeting regularly with the Vice President & Provost to discuss fundraising and friend raising. This had been helpful in building stronger awareness of GCNYC.

- 5.5 A number of Zoom coffee meetings had taken place with Trustees and the President & CEO. This had been welcome in getting to know each other a little better. The Chair informed the Board that she would be travelling to New York in November and she intended to meet with GCNYC staff and students as part of this trip. She hoped she would be able to meet NYC based Trustees as well.

- 5.6 The Board Effectiveness Review was now complete with 9 responses out of 12. Whilst this response and the overall outcome was positive she hoped that for future exercises all Trustees would be able to respond. This would help improve the functioning of the Board

but also provide a solid evidence base for good functioning governance for bodies such as the Middle States Commission.

6. President & CEO's Report

- 6.1 The President and CEO reported that recruitment in both Glasgow and London had been very successful with a 25% increase on 2020. International applications had increased by 81%. This proved that there was an appetite for study particularly at postgraduate and Masters levels and in areas such as sustainability and business. There was great potential in collaboration between GCNYC and GCU London and this would be something to focus on when Middle States accreditation was achieved.
- 6.2 Trustees welcomed the update and it was noted that a more regular update of GCU/GCU London news could be valuable.

Action: To consider a mechanism and format of more regular news bulletins for Trustees.

7. GCNYC Board Secretary's Report

- 7.1 The Board received a report from the GCNYC Board Secretary. He updated the Board on the revised agenda format which would include a table of the record of attendance. The main report contained a summary of the Board Effectiveness Review outcome. There had been a 75% responses rate and not everyone had answered all questions. He thanked all who had responded. The review reflected an overall positive picture of the effectiveness of the board and a full breakdown of the responses was provided to all board members. He added that the performance of the Board Chair and President had also been noted and shared with the relevant parties but this remained confidential.
- 7.2 A short action plan has been drafted for the Trustees to consider and review at various points throughout the year. This was a high level action plan and included relationship and Board development, communications and lessons learned from Covid.
- 7.3 Members welcomed the report and action plan. A member stated that as a small and young Board it was important for members to get an idea of how everyone was trying to contribute. The aim to help the Board develop its knowledge of the academic and commercial environment was very welcome.
- 7.4 The Board **noted** the Board Secretary's Report.

8. Vice President & Provost's Report

- 8.1 The Board received and considered a report from the Vice President and Provost and she summarised the following items:
- An application for recertification of GCNYC's Title IV program participation agreement resulted in an extension of the agreement through September 2022.
 - GCNYC hosted on campus a representative from the African Leadership University who discussed with VP and Provost and Gaston de los Reyes the potential for GCNYC to become one of ALU's "Hubs," serving as a base for students who will be

- engaging in experiential learning such as internships in New York City.
- GCNYC has become a signatory of United Nations PRME (Principles for Responsible Management Education). Associate Professor Gaston de los Reyes is working with colleagues at other PRME colleges to convene the northeast signatories at GCNYC in November to discuss potential collaborative projects.
- The latest study of the professional trajectories of GCNYC alumni found that over 90% of all GCNYC alumni have advanced professionally, started their own company, or pivoted to a career in social impact/sustainability.
- Notable events include GCNYC's involvement in GCU's COP26 Green Zone Event and co-hosting Sustainable Fashion Week with Fashion Revolution.
- She also noted that it was great to have some students back on campus.

8.2 The Board **noted** the VP and Provost's report.

9. **Supplementary Information Report for the Middle States Commission**

9.1 The VP and Provost informed the Board that GCNYC will submit a supplemental information report to the Middle States Commission on December 1st and will host a two-person evaluation team on December 16th and 17th.

9.2 Board members welcomed the opportunity to review and contribute to the final draft of the supplemental report. A calendar of important dates and milestones would also be useful for the Board.

9.3 The request for supplementary information from the Commission was not unusual and included the following elements:

- Evidence of long term financial support (from the third party, i.e. GCU)
- Evidence of third party oversight and relationship with third party
- Certification to be signed by the third party

9.4 Following submission of the supplemental information report there would be a virtual visit by the Commission on 16th December with an outcomes presentation on 17th December. The VP and Provost had reached out to Board members for their availability to attend. The agenda was developing at the moment and invites would be sent to Board members.

9.5 Following the virtual visit there would be a 10-day window to provide any clarification requested.

Action: 1. **VP and Provost to circulate the draft report to the Board before submission to the Middle States Commission.**
2. **That a milestones calendar be drafted and Shared with the Board (VP and Provost).**

9.6 The Board **noted** the Vice President and Provost's report on the Supplementary Information required for the Middle States Commission.

10. **Student Recruitment and Marketing Update**

10.1 The Board considered a Student Recruitment and Marketing Update.

10.2 The VP and Provost reported that GCNYC had contracted to develop a strategic enrolment plan with consultants RNL. This would be completed by mid-November and would form part of the report submitted to the Middle States Commission. Following review by the President's Executive Group, a draft of the plan will be circulated via email to Board members in November allowing opportunity for feedback prior to its inclusion in the Middle States report.

Action: The VP and Provost request that RNL be asked to provide some reassurance to the Board, either in person or in writing, regarding the achievability of the enrolment plan for the next Board meeting.

10.3 The Plan would focus on 6 key elements:

- Recruitment Strategy and Slate CRM
- Networking and Partnerships
- Brand Building
- Online Program Delivery
- New Academic Programs
- International Recruitment

10.4 GCNYC commenced a search for a Dean of Enrolment, a new position to provide leadership to the College's enrolment growth strategy and work closely with the Director of Recruitment and Admissions and with our marketing consultants to increase GCNYC's brand awareness and generate an increasing number of qualified applicants and enrolments. It was hoped that an offer will be made to the top candidate by mid-October.

10.5 Board members posed some questions around the strategic enrolment plan and in particular whether the plan could be managed within the current budget projections

10.6 Members agreed that this required further consideration and discussion with regard to the budget parameters. It was confirmed that PEG was still to consider this proposal in detail and a further update to the Board would follow.

Action: That the proposed strategic enrollment plan and relevant costings be referred to PEG for detailed consideration and sign off prior to being submitted as part of the Middle States submission

10.7 The Board otherwise **noted** the Student Recruitment and Marketing Update.

11. GCNYC Corporate Risk Register

11.1 The Board considered the GCNYC Corporate Risk Register. It was noted that the Educational Accreditation risk was at significant but the estimate of likelihood was probable after mitigating actions. Also that Student recruitment and investment decisions were interdependent. The Board recommended that the wording around these risks be reviewed.

Action: That the VP and Provost review the wording around these risks.

12. Report to Board of Trustees from External Auditors

- 12.1 The Board considered the Report from the External Auditors, BDO LLP, outlining the audit scope, audit status and the responsibilities placed on them as external auditors.
- 12.2 The Chair of the Audit Committee informed the Board that this was the fourth year with the BDO team. The process had run smoothly although there were minor issues related to Covid and not being able to visit in person.
- 12.3 The Financial Accounting Manager highlighted that the report found no material weaknesses or inefficient internal controls and that the financial statements contained no corrected or uncorrected misstatements. The auditors reported that whilst the audit had been conducted wholly online, it had gone extremely smoothly although they also noted that being able to visit clients does make finalising audits more efficient.
- 12.4 The Board approved the External Auditors Report.

13. Annual Financial Statements, Going Concern Memo and Letter of Representation

- 13.1 The Board considered the GCNYC Annual Financial Statements, Going Concern Memo and Letter of Representation.
- 13.2 The Financial Accounting Manager noted that the key change was the reporting of the GCU grant, reflecting the change of GCU support from a loan to a grant. Also to note was the full forgiveness of the Payment Protection Loan.
- 13.3 A member proposed a change of wording at page 19, note 7 to say "...the college no longer borrows..."

Action: The Financial Accounting Manager amend the wording as outlined above.

- 13.4 The Board approved the Annual Financial Statements, Going Concern Memo and Letter of Representation subject to the amendment noted above.

14. Letters of Support for GCNYC

- 14.1 The Board considered the letters of support for GCNYC
- 14.2 The Financial Accounting Manager reported that BDO LLP, auditors for the College seeks assurance from the University Court of GCU over the financial support it provides to the College. This support should extend to ensure that the College can continue its activities through the foreseeable future, and at least until 1 December 2022. GCU must also provide the College with a letter of parental support for the same period. The letters were consistent with previous years and would be presented at the University Court on 11 November 2021.
- 14.3 The Board **approved** the letters of support for GCNYC.

15. GCNYC Form 990

- 15.1 The Board considered the Form 990 which is an annual information return used by tax-exempt organisations to provide the IRS with the information required by section 6033 of the Internal Revenue Code. BDO are engaged to perform a review of this form (and other filings) in order to ensure regulatory compliance is achieved.
- 15.2 The Financial Accounting Manager reported it should be noted that the tax returns included in the pack have not yet been granted final approval by BDO. These will be signed by BDO as paid preparer and made available for the Trustees to approve by circulation prior to submission by December 15, 2021.
- 15.3 The Board Secretary highlighted that on page 7, Kim Brizzolara should be included as she was a trustee during part of the period. Also the trustees appointed during the period, JoAnn Rolle and Eva Haller, should be included. Additionally, in schedule I, reference to the Haller Scholarships should be removed as this was not relevant to the period being reported.

Action: The Financial Accounting Manager update the schedules as noted above.

16. GCNYC Audit Committee Annual Report

- 16.1 The Board considered the GCNYC Audit Committee Annual Report
- 16.2 By the Chair of the Audit Committee that the report confirmed the meetings of the Committee over the 2020-21 period and the audit activity considered by the Committee.
- 16.3 The Board **approved** the GCNYC Audit Committee Annual Report

17. GCNYC Procurement Update

- 17.1 The Financial Accounting Manager reported that due to the respective timings of PEG and the Audit Committee, the report had not yet been considered by the Audit Committee. It had been decided to provide for the Board for noting.
- 17.2 The Board Secretary confirmed that the report had been agreed at PEG.
- 17.3 The Board **noted** the GCNYC Procurement Update

18. Draft agenda for Next Meeting of GCNYC Board of Trustees

- 18.1 The Board **noted** the draft agenda for the next meeting of the Board of Trustees.

19. Date of Next Meeting

- 19.1 It was **noted** that the next meeting would be held on Wednesday, December 8th, 2021.