

Minutes of the GCNYC Meeting held on 20 October 2022 at 10.00 EST (3.00pm GMT) via Online Conferencing Facilities

Present: Laura Becking, Daniel Bena, Amit Bhargava, Sylvie Freund-Pickavance (Chair), Professor Pamela Gillies, Eva Haller, Ian Kerr, Neena Mahal, Professor James Miller, Dr JoAnne Rolle

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

Chair's opening remarks

The Chair welcomed Trustees and colleagues to the first meeting of 2022-23 and in particular welcomed Amit Bhargava and Neena Mahal to their first meeting as Trustees. She also welcomed Professor Mike Mannion, attending as an observer.

The Chair also acknowledged that this was Professor James Miller's last meeting and she thanked him for his guidance and support in his role as Board Secretary. On behalf of the Board, she wished Professor Miller well for the future.

1. Apologies for absence

1.1 The Chair noted that there were apologies from Elinor Tatum and Johnnie Walker.

2. Declaration of Members Interests

2.1 The Board noted the updated register of interests. No further updates were proposed.

3. Minutes of the meeting of the Board of Trustees held on July 22, 2022

3.1 The Board **approved** the minutes of the previous GCNYC Board of Trustees Committee Meeting held on July 22 2022.

4. Matters arising Briefing Note

4.1 The Board noted a report on the matters arising from its meeting held on July 22, 2022 and that the GCNYC Governance internal audit report requested at the last meeting was included as part of the Board Secretary's report.

5. Chair of the Board Trustees Report

5.1 The Chair reported that the aim was to have more in person interaction in future Board meetings with the intention to have 1 non-exec Trustee visiting GCNYC campus for each meeting. She asked all New York based Trustees to attend Board meetings at the Campus whenever possible. She encouraged all of the Trustees to attend the 9th December meeting in person, as this will be the President and CEO's last Board meeting.

6. President & CEO's Report

6.1 The President and CEO reported that the financial position of GCU was strong, based on strong recruitment in both Glasgow and London. However, given the turbulent world economic conditions, rising cost of living and rising energy costs and instability due the war in Ukraine, this was a welcome position to be in. She noted that whilst recruitment was buoyant for both GCU and GCU London, GCNYC was a much younger organisation and recruitment remained more difficult.

6.2 Given these ongoing challenges, the President and CEO informed members it was time to consider how to work with new partners and make the most of the good activity and intellectual content provided by GCNYC.

6.3 Members agreed that there was always opportunities to share intellectual content and suggested a generic packaged presentation that could be customised.

Action: VP and Provost to consider an appropriate format.

6.4 The President and CEO reported that the GCU Remuneration Committee had agreed staff salaries at GCNYC would remain flat. The Remuneration Committee had also agreed that if there was an outstanding performance there would be discretion for the Board to make a one off award. The PEG had agreed regrading in one specific case.

6.5 The Board **noted** the decisions in relation to GCNYC staff salaries.

7. GCNYC Board Secretary's Report

7.1 The Board Secretary provided an update on the Board Appraisal exercise and informed members that confidential comments provided had been shared with the Chair. The response rate had been lower than in previous years', although this was partly due to members leaving. The appraisal was similar to previous years and Board members had highlighted that they wished to be more engaged and to have more in person activity. Board members commented on good relationships. There was also a need to ensure actions were followed up to ensure Board effectiveness.

7.2 As noted in the Chair's introduction, two new Trustees had been appointed by the sole member, Amit Bhargava and Neena Mahal. The Board **approved** the new appointments and welcomed the new Trustees.

7.3 The Board Secretary also informed the Board that the sole member had now approved the appointment of Professor Mike Mannion, interim DVC at GCU, as the new Board Secretary.

7.4 The Board **approved** the appointment of Professor Mannion as the new Board Secretary.

7.5 The Board Secretary updated the Board in relation to the New York State Education Department Extension of GCNYC Temporary Charter. GCNYC submitted to NYSED an application for a permanent charter earlier in 2022. The College's provisional charter, granted in June 2017, was due to expire in June 2022. Due to NYSED internal procedures,

GCNYC was asked to submit a petition to permit the extension of the temporary charter. This has been submitted to, and acknowledged by NYSED, and the outcome was awaited.

- 7.6 A Trustee asked the Board Secretary to clarify the timeline to a permanent charter and to provide background of Trustees' engagement with students.
- 7.7 The Board Secretary clarified that the timeline to permanent was entirely in the hands of NYSED but that in practice it made no difference to the College's ability to function. With regard to student engagement, this had been varied but positive and included Town Hall conversations, Commencement, student contribution to the GCNYC strategy review. There was a small student representative council and engagement had been limited in recent years by Covid. However going forward the Board would wish to engage more with both students and alumni.
- 7.8 The Chair and other members cited examples of previous engagement with students. The VP and Provost suggested that a student representative could be invite to a future Board meeting. Members felt this would be positive, particularly when the DEI is on stream.
- 7.9 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:

- Middle States Commission verification visit will be on 24th January 2023.
- The New York State Board of Regents have approved a 5-year extension of GCNYC's provisional charter.
- Alumni career outcomes continue to be strong.
- Michelle Gabriel, Program Director for MS in Sustainable Fashion has launched the Fashion Policy Initiative
- GCNYC welcome four new faculty for the MS DEI Leadership
- GCNYC is developing its first courses to be launched in the asynchronous online format in January 2023
- The first on campus commencement since 2019 will take place on December 10th 2022.

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

- 8.3 The VP and Provost reported that the GCNYC Academic Board meeting proposed the program deregistration of the M.S. in Risk, Resilience and Integrity Management. Due to very low enrollments and low interest from prospective students, GCNYC stopped admitting students into the M.S. in Risk, Resilience, and Integrity Management in 2021. Only four students have been awarded this degree since the program's introduction (compared to 40 for the fashion program and 38 for the business program). Two current students in the program are due to finish by the end of Trimester B, 2023, and the next step is for the college to de-register the program with the New York State Education Department. The degrees awarded in this major will continue to be recognized by NYSED and GCNYC will

maintain information on the website in acknowledgement of the degrees that have been awarded.

8.4 Members asked if there was a possibility of repurposing program content for a corporate market. The VP and Provost reported that there had been no traction from enquiries thus far. Members thought that there was a possibility of gaining traction in the market if the content was repurposed in an accessible, bitesize format and provided without charge.

8.5 The VP and Provost clarified for the Board that risk programs had not been recruiting well across the sector.

8.6 The Board **approved** the deregistration of the M.S. in Risk, Resilience and Integrity Management.

9. **Student Recruitment Report**

9.1 The VP and Provost informed the Board that:

- GCNYC enrolled 13 committed students for Trimester A.
- Recruitment for Trimester B is running far ahead of where we were this time last year, with 27 submitted applications versus 1 at this same time last year.
- GCNYC's new partner Keystone Education Group has generated 500 leads, 130 started applications, and 13 applicants since May.
- GNYC's social media marketing campaign with Anthology has generated 215 leads and 11 started applications.

9.3 The Board **noted** the Student Recruitment Report.

10. **Update on Strategic Enrollment Plan 2022-2028**

10.1 The Board considered a presentation by the VP and Provost on the Strategic Enrollment Plan.

10.2 The VP and Provost reported that the Strategic Enrollment Plan had been approved by the Board in December 2021 and since then GCNYC have worked with consultant and recruitment company on a set of initiatives to achieve enrollment goals. The College was at the beginning of the process but there had been a difficult start. Whilst enrollment was ahead of previous years, it was falling short of targets in fall 2022 and currently short of January 2023 target. There was, however, a dramatic increase in activity/interest.

10.3 The VP and Provost provided some context to the enrollment landscape and informed members that the postgraduate recruitment market had been expanding since 2012 as the undergraduate market contracted in the same timeframe. This has also led to a dramatic increase in competition. However, market data for 2022 suggested that the recruitment market for PG programs was losing impetus in the US due a variety of factors (labour market conditions, increased competition for international students from countries such as the UK and Canada, and more restrictive visa conditions in the US than in competing countries).

10.4 The VP and Provost updated on a number of other developments: a new social media partner Anthology and a partnership with Keystone recruitment services. The VP and Provost informed the Board the previous partnership with MSquare Media (MSM) had not been successful and Keystone had been engaged on the recommendation of the Dean of Enrollment. GCNYC were also eligible for 2 Optional Practical Training (OPT) visas.

10.4 Board members discussed the recruitment situation and possible strategies to address it. Members noted the increased activity but that it did not translate as yet into increased enrollments. Comparisons with GCU London's success were discussed and how lessons could be learned from their experience. Members were also interested in data on why prospective applicants do not follow through to enrollment. A member also suggested considering strategic alliances with other Colleges and the VP and Provost reported that there had been a meeting with a coalition already in partnership for undergraduate recruitment and who were considering expanding into postgraduate programs. In terms of new provision, some members strongly recommended consideration of data analytics provision.

10.5 Members were also cautious about the engagement of Keystone and asked for clarification on their responsibilities for closing applications.

Action: That VP and Provost:

- **Undertake an exercise to compare with the experience of GCU London to better understand what can be leveraged from their experience.**
- **Reconsider how feedback from prospects who do not apply (or withdraw) can be obtained.**
- **Clarify the contractual obligations of Keystone**
- **To update the Board on potential of strategic partnerships at the next meeting**
- **To consider the development of shorter credits or corporate programmes from the deregistered M.S. in Risk, Resilience, and Integrity Management programme.**

10.6 The VP and Provost provided the following additional updates:

- There were currently 215 leads for January intake
- The Slate CRM was now completely functional
- More on campus events were being planned
- The launch of asynchronous online programs was on track
- An MS in Data Analytics was being developed and prospects for data analytics were very good, as Board members had highlighted.

10.7 A member also requested that more data outlining progress towards targets be made available to Board Members.

Action: VP and Provost to develop a data tracker to provide Board members with clearer picture of progress towards targets.

10.5 The Board otherwise **noted** the update.

11. GCNYC Annual Financial Statements and Letter of Representation

11.1 The Board considered the GCNYC Annual Financial Statements and Letter of Representation.

11.2 The Financial Accounting Manager reported that there were no significant changes or assumptions. The Statements had been tested by BDO who found no unrecorded liabilities. One change to note was the paycheck protection program loan forgiveness and functional expenses were outstanding.

11.3 A member stated that a number of updates were required:

- Reference to the Fair Fashion Centre (p.10) be removed
- Any difference in numbers to the BDO Wrap Up report be reconciled

Action: Financial Accounting Manager to make these changes before submission to the University Court.

12. GCNYC Form 990

12.1 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.

12.2 The Financial Accounting Manager reported that the form was largely complete. A restatement of functional expenses was still required. The form is submitted online and it is intended that the Treasurer will be the designated approver.

12.3 Members advised that the People and Roles section be reviewed for accuracy, including dates for Chair of the Board and designated officers of the College. In addition, the dates for “years of experience” be reconciled.

Action: Financial Accounting Manager to review and incorporate required changes.

12.4 The Board **approved** Form 990 subject to identified changes.

13. GCNYC Federal and State Tax Filings

13.1 The Financial Accounting Manager reported that, as noted above, tax filings were largely complete and BDO are engaged to perform a review of tax filings in order to ensure regulatory compliance is achieved. BDO had informed the Audit Committee that no misstatements had been found.

13.2 The Board **noted** the update.

14. Report to Board of Trustees from External Auditors

14.1 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.

14.2 The Financial Accounting Manager informed the Board that the report had been considered by the Audit Committee at the meeting on 4 October 2022. The report found no material weaknesses or inefficient internal controls and that the financial statements contained no corrected or uncorrected misstatements.

14.4 The Board **approved** the External Auditors Report.

15. Letters of Support for GCNYC

15.1 The Board considered the letters of support for GCNYC14.2

15.2 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 2023. 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 17 November 2022.

15.3 The Board **approved** the letters of support for GCNYC.

16. GCNYC Management Accounts

16.1 The Board **noted** the report which covered GCNYC for the period end of July, Period 12 of the 2021/22 financial year. The report detailed a full year end deficit of \$4.5m, which is in keeping with the budget target.

17. GCNYC Audit Committee Annual Report

17.1 The Board considered the GCNYC Audit Committee Annual Report 2021-22

17.2 The Secretary of the Audit Committee reported that the report confirmed the meetings of the Committee over the 2021-22 period and the audit activity considered by the Committee.

17.3 The Board **approved** the GCNYC Audit Committee Annual Report

18. GCNYC Procurement Update

18.1 The Board **noted** the GCNYC Procurement Update

19. 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.

20. Date of Next Meeting

20.1 It was **noted** that the next meeting would be held on Friday, December 9th, 2022.