



**THE CORPORATION OF EAST SURREY COLLEGE**

**SEARCH AND GOVERNANCE COMMITTEE**

**EXTRAORDINARY MEETING HELD ON MONDAY  
19 NOVEMBER 2012**

Meeting commenced: 18.00

Meeting ended: 18.40

**PRESENT**

Mrs Jayne Dickinson

Mr Ray Elgy

Dr Barbara Spittle

Principal and Chief Executive

Independent Member

Independent Member

Chair

**APOLOGIES FOR ABSENCE**

Mrs Margaret Davey

Mrs Jacqui Preston

Independent Member

Support Staff Member

**CLERK TO THE COMMITTEE**

Mr Melvyn Cass

Clerk to the Corporation

**SGC.54.12 DECLARATION OF INTERESTS**

Members and officers were reminded of the need to declare any personal or financial interest in any item to be considered during the meeting.

**SGC.55.12 APOLOGIES FOR ABSENCE**

Apologies for absence were received from one member of the Committee:

Mrs Margaret Davey - business commitments

Mrs Jacqui Preston - personal commitments

The Committee agreed to accept the apologies for absence.

**SGC.56.12 INTERVIEW FOR APPOINTMENT TO THE CORPORATION**

The Chair informed members that the application of Mrs Susan Kay had been received as a consequence of her responding to the advertisement on the College website.

Members were advised that Mrs Kay's application had been given initial consideration in light of the need, relative to the skills audit of the membership of the Corporation Board, for expertise in the curriculum with particular reference to higher education.

The Chair advised members that Mrs Kay had earlier been invited to the College to meet the Chair and the Principal and Chief Executive and had taken a conducted tour of the College. Mrs Kay had confirmed her continued interest in membership of the Corporation.

The Chair indicated that the basis on which Mrs Kay might be considered for membership of the Corporation Board would be reviewed following the interview.

**18.10 Mrs Susan Kay joined the meeting.**

The Chair welcomed Mrs Kay to the meeting and, following introductions,

indicated the basis on which the Search and Governance Committee would give consideration to her application.

Members interviewed Mrs Kay relative to her completed application form. At the conclusion of the interview, Mrs Kay was invited to ask questions of the Committee and to affirm her continued candidacy for appointment. Mrs Kay confirmed her continued candidacy.

The Chair thanked Mrs Kay for her attendance and indicated that the decision of the Committee would be communicated within twenty four hours.

#### **18.35 Mrs Susan Kay left the meeting.**

Members discussed the application of Mrs Kay relative to

- the responses to the set of questions asked by the members of the Committee
- the relevance of the experience Mrs Kay would bring to the Corporation Board
- the skills and diversity requirements of the membership of the Corporation Board

#### **RESOLVED**

The Search and Governance Committee recommends to the Corporation Board that Mrs Susan Kay is appointed to membership of the Board.

#### **SGC.57.12 MEMBERSHIP OF THE CORPORATION**

The Clerk to the Corporation presented a report which invited members to consider issues relative to the membership of the Corporation Board in light of the proposal to appoint Mrs Susan Kay to membership of the Board.

Members were reminded that the current membership of the Board is 16 ie

- 11 – Independent members
- 2 – Staff members
- 2 – Student members
- 1 – Principal and Chief Executive

Members were advised of the options available under which Mrs Kay might be appointed:

- **Co-opted Member of a committee of the Corporation Board**  
As a Co-opted Member of a committee, Mrs Kay would be a full voting member of the committee and would be invited to attend the meetings of the Board but would have no power to speak or to vote at these meetings
- **Co-opted Member of the Corporation Board**  
As a Co-opted Member of the Corporation Board, Mrs Kay would be a full voting member of the Board but would not be a member of any committee. The total membership of the Board would be increased to accommodate the co-option; this would not affect the quoracy requirement
- **Independent Member of the Corporation Board and member of a committee of the Corporation Board**  
As an Independent Member of the Board, Mrs Kay would also be a member of a committee. The total membership of the Board would be increased; this would not affect the quoracy requirement.

Members were advised that:

- if it was decided to increase the membership of the Board from 16 to 17, it would be possible to review the membership at a future date as a consequence of any retirement from membership of the Board

- one benefit from the increase in the number of members of the Board from 16 to 17 is that the quorum requirement does not change and the likelihood of inquorate meetings is therefore reduced.

Members were informed that, if it were decided to appoint Mrs Kay to a position which facilitates membership of a committee, it might be considered that Mrs Kay's experience would, at the present time, best be utilised as a member of the Learning and Quality Committee. This would bring the membership of the Committee to 7.

Members discussed the most appropriate basis for the appointment of Mrs Kay in light of the interview.

**RESOLVED**

The Search and Governance Committee recommends to the Corporation Board that

- Mrs Susan Kay is appointed Independent Member of the Corporation Board
- Mrs Susan Kay is appointed to membership of the Learning and Quality Committee
- as a consequence, the number of Independent members of the Board is increased from 11 to 12 and the overall membership from 16 to 17

**As there was no further business, the Chair declared the meeting closed.**

**SIGNED AS A CORRECT RECORD:** 

**DATE:** 7 February 2013