



Pinn Medical Centre Patients' Association

Constitution

Ratified by Members on: 24 September 2015

Acting Chair: Joanne Daswani

Signature:

A handwritten signature in black ink, appearing to read "Joanne Daswani", is positioned to the right of the "Signature:" label.



PINN MEDICAL CENTRE PATIENTS' ASSOCIATION

Registered charity NO: 1095260

CONSTITUTION

	Page
1. Name	2
2. Objects	2
3. Membership	2
3.1 Membership of the PMCPA	2
3.2 Register of Members	2
3.3 Role (s) of Members	2
3.4 Members' voting rights	3
3.5 Code of Conduct for Members	3
3.6 Termination of Membership	3
4. Board of Trustees	3
4.1 Composition and Election of the Board	4
4.2 Tenure of office of Trustees	4
4.3 Board responsibilities	5
4.4 Powers of the Board	5
4.4.1 Administrative arrangements	5
4.4.2 Pinn Medical Centre	6
4.4.3 Other organisations	6
4.4.4 Other	6
4.5 Financial arrangements concerning Trustees	7
4.6 Proceedings of the Board	7
4.7 Decisions of the Board	7
4.8 Minutes	8
4.9 Annual Statement of Accounts	8
5. Annual General Meetings	8
5.1 Notice of meeting	8
5.2 Quorum	8
5.3 Chair	9
5.4 Votes	9
6. Extraordinary General Meetings	9
6.1 Entitlement to call for an EGM to be convened	9
6.2 Procedures for arranging an EGM	10
7. Funds	10
8. Amendments to the Constitution	10
9. Application of the Rules	11
10. Dissolution	11
Appendix	12
Procedural guidelines for the appointment of members of the Board of Trustees	
1. Procedure for selecting and appointing Trustees	12
2. Criteria for making appointments to the Board	13
3. Co-opted members	13
4. Interim appointments to the Board	14

1. NAME

The name of the charity shall be Pinn Medical Centre Patients' Association (hereinafter referred to as PMCPA).

2. OBJECTS

The object of the PMCPA is to assist in the relief of sickness and the protection and preservation of public health by providing services which support the activities of the Pinn Medical Centre, Love Lane, Pinner, Middlesex and give additional benefits and assistance to patients by such means as:

- i. providing a transport service, a shopping service and a home visiting service for the patients of the Pinn Medical Centre (PMC) and to relieve those who are caring for or nursing sick persons;
- ii. funding the purchase of equipment for the PMC and assisting with other projects carried out by the PMC, so as to maintain and improve health care services for the public which would not normally be covered by statutory funds.

3. MEMBERSHIP

3.1 Membership of the PMCPA

All Patients who are registered with the PMC and are at least 16 years old are eligible to apply for membership of the PMCPA. To be confirmed as Members, applicants must provide their name, address and contact details for communication purposes. Membership shall be granted automatically on receipt of completed applications with these details included.

3.2 Register of Members

The Charity Commission requires charities such as PMCPA to retain an up to date Register of Members' names and contact details. Members must therefore provide this information in order to be added formally to the Register. Members must inform the PMCPA Secretary (or any other Trustee) in writing of any changes to their contact details within three months.

3.3 Role(s) of Members

Members may volunteer to support the PMCPA in meeting its Objects in a number of ways. For instance:

- i) As drivers providing patient transport services
- ii) By helping to organise fundraising activities, e.g. quiz nights or other social activities and any other appropriate function allowed by Charity Commission regulations and/or HMRC rules.
- iii) Helping to produce and/or deliver the PMPCA's Newsletter and other formal correspondence
- iv) Applying to serve as a Trustee on the PMPCA's Board of Trustees
- v) Applying to serve on one of the Board's various sub-Committees

3.4 Members' voting rights

Members will be entitled to full voting rights in respect of matters put to the Membership by the PMCPA's Trustees at the Annual General Meeting (AGM) or at an Extraordinary General Meeting (EGM).

3.5 Code of Conduct for Members

All Members who wish to support the PMCPA, whether as occasional volunteers, as Trustees, as members of sub-Committees or in any other capacity where they are acting on the PMCPA's behalf are required to abide by the PMCPA's Code of Conduct. This Code of Conduct is informed by, amongst others: i) UK law; ii) the Charity Commission's rules for how charities must operate; iii) Nolan's Seven Principles of Public Life (2005).

3.6 Termination of Membership

If a Member, whether an occasional volunteer or a Trustee, should seriously breach the Code of Conduct of the PMCPA in any way, their membership may be suspended or, in the worst case, be terminated. Examples of misconduct include: fraud; bullying or harassment; verbal or physical abuse of other PMCPA Members or PMC staff; discrimination based on gender, race, religion, sexual orientation, age or disability; breaches of patient confidentiality; any other actions that bring or threaten to bring the PMCPA or the PMC into disrepute.

If the Member involved is not a Trustee, the Board can act to suspend or terminate that Member's membership if they believe this to be in the best interests of the charity or the wider patient population. Such an action would require a vote of the majority of the Board. In such cases, the Member has a right to be heard by the Trustees before the decision is made and can be accompanied by a friend.

If the Member is also a Trustee, then the conditions for suspending or terminating his/her membership and position as a Trustee are set out in clause 4.2f below. In short, the offending Trustee can be suspended or have their membership and position as a Trustee terminated by the Board. Non-trustees can also call for such sanctions to be applied against a Trustee whom they consider to have breached the Code of Conduct; they should notify the Board in the first instance. If they find the Board's decision unsatisfactory, they can call for an EGM to decide on the matter (see procedures for EGMs in section 6 below).

4. BOARD OF TRUSTEES ("the Board")

The responsibility for ensuring that the PMCPA carries out its activities to further the charitable Objects set out in Clause 2 above lies with an elected Board of Trustees. The Board comprises the Charity's Trustees and are in charge of the PMCPA, its property and funds. In so doing, the Board must ensure that good governance is exercised at all times, as outlined in the Charity Commission guidelines current at the time.

4.1 Composition and election of the Board

- a) The Board shall comprise of the Trustees appointed in accordance with, and subject to, the Procedural Guidelines set out in the Appendix. All Trustee appointments are subject to formal election at an AGM.
- b) Any patient of the Pinn Medical Centre who has registered as a Member of the PMCPA as outlined in 3.1.and 3.2 above, may be nominated, or put themselves forward, to be considered for appointment to the Board or one of its sub-Committees.
- c) The number of Trustees shall be not less than seven and not more than eleven, which number shall include at least the following Officers:
 - A Chair
 - A Vice Chair
 - A Secretary
 - A Treasurer

The role of Vice Chair is not a separate office as such and may be undertaken by any of the other Trustees, including the Secretary or Treasurer, in addition to their other responsibilities should the Board so decide.

- d) The Board shall decide which of its members should act as Chair. This appointment shall be reviewed by the Board annually, although the incumbent Chair may be reappointed should the Board so decide.
- e) On election to the Board all Trustees must sign a form confirming that they are aware of and accept the legal responsibilities of a Trustee as defined by the Charity Commission and any other statutory body that defines such responsibilities for Charity Trustees.

4.2 Tenure of Office of Trustees

- a) Subject to 4.2 (g) below, individual Trustees will be appointed for an initial period of 3 years and subsequently for a maximum tenure of 6 years in total, unless the Board wishes to extend a particular Trustee's appointment beyond 6 years and the Membership subsequently agrees to this by endorsing it at the AGM.
- b) In the event that the Board has its maximum complement of 11 Trustees, then at each AGM a minimum of two existing Trustees who have completed their initial 3-year term must stand down from the Board to allow new Trustees to be nominated in their place.
- c) Existing Trustees who have stood down under this provision are eligible to stand for re-election. The Membership can decide at the AGM whether or not to re-elect them.
- d) The Board will decide which two existing Trustees must stand down. These two may include the Chair **or** the Treasurer **or** the Secretary, but only **one** of these post holders may be required to stand down at the same AGM.
- e) Should no prospective new Trustee be proposed by Members at the AGM, as set out in Clause 1.2 of the Appendix, the two existing Trustees who have stood down will be automatically re-appointed, assuming they wish to continue to serve as Trustees. Should only one new Trustee be elected, the Board will propose to the AGM which of the two existing Trustees who have stood down should be re-appointed, based on the particular skills and experience needs of the Board at the time.

- f) Any Trustee who ceases to be a Member of the PMCPA or becomes ineligible to serve as a Trustee for whatever reason, for instance, as specified in the Code of Conduct above (at 3.5 and 3.6) shall be disqualified from the Board. Additional reasons for ineligibility are applicable to Trustees. These include, but are not restricted to, professional malpractice, negligence, bankruptcy or criminal conviction.
- g) The Trustees in office at the date of signature of this Constitution shall continue in office until the first AGM or EGM after that date. The election procedures set out in Clause 4.2 (a) to (f) and the appendix shall then be implemented at that meeting.

4.3 Board responsibilities

Trustees have joint and several responsibility for the following:

- a) Managing the affairs and proceedings of PMCPA in pursuance of the Objects of the charity set out in Clause 2 above.
- b) Ensuring compliance with all legislative and NHS or other related formal directives applicable to PMCPA's purpose and activities, and specifically the Charities Act 2011 (or any statutory modification thereof) and HMRC regulations and guidance from time to time.
- c) Ensuring the integrity of PMCPA'S financial and other assets and transactions
- d) Ensuring that personal information held for the purposes of recording PMCPA membership is only used for the purpose for which it is intended, i.e. communication of PMCPA business and activities to Members.
- e) Ensuring that all activities of the PMCPA fall within the terms of this Constitution
- f) Ensuring the AGMs, EGMs and elections of Trustees are held in accordance with the provisions of this Constitution
- g) Ensuring that timely and accurate filings of accounts and other reports are sent to the Charity Commission as required by their regulations.
- h) For the avoidance of doubt, neither the Board nor any individual Trustee will intervene formally in any individual discussions or disputes raised by a Member in his/her dealings with the doctors, nurses or other staff of the Pinn Medical Centre (PMC). The Member involved must take up any such matters directly with the PMC, in accordance with the procedures published by them.

4.4 Powers of the Board

The Board is responsible for managing the business of the PMCPA and is permitted to carry out all lawful activities that it deems necessary to achieve the charity's Objects, in accordance with the PMCPA's Constitution as specified herein.

In order to achieve its aims, the Board's powers include the right for it to:

4.4.1 Administrative arrangements

- a) Raise funds and receive contributions from any person or persons whatsoever by way of donations and otherwise. In doing so, the Board must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.

- b) Open and operate any bank accounts and financial instruments that the Board considers necessary.
- c) Obtain and pay for such goods and services as required for carrying out the work of the PMCPA

4.4.2 Pinn Medical Centre

- a) Proactively represent patient concerns to the Pinn Medical Centre (PMC) management on non-clinical operational processes affecting patients e.g. appointment availability, waiting times in surgery, etc.
- b) Facilitate patient satisfaction research so that the PMCPA reflects the views of the PMC patient community in appropriate and objective ways.

4.4.3 Other organisations

- a) Insofar as a charity registered in England and Wales is able to do so, to act as an Association or, in conjunction with other patient support organisations such as Harrow Healthwatch, Harrow Patients' Participation Network (HPPN), support the PMC and Harrow Clinical Commissioning Group in addressing external issues, e.g. central government funding, local council policies that affect patient healthcare and well being.
- b) Liaise with other charities, surgeries or patient groups and statutory authorities and exchange information with them where it deems it appropriate to do so. Similarly, the Board may invite representatives of other surgeries or patient groups to attend its quarterly or other meetings as Observers.
- c) Support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.

4.4.4 Other

- a) Set up sub-Committees, each comprising at least two Trustees alongside other selected Members and, where deemed appropriate, voluntary expert non-Members, and delegate specific functions to them consistent with the Objects. Examples of such sub-Committees include: driver transport management; fundraising strategy and activities; publicity/marketing; digital communications; recruitment of new Trustees (see Appendix 1.5f) below) and so forth. The Trustee(s) on these sub-Committees act as the formal liaison between the sub-Committees and the Board.
- b) Facilitate or join in organising and providing such meetings, discussions and lectures as shall further the Objects.
- c) Prepare, print, publish and circulate such magazines, newsletters or other communications as shall further the Objects.
- d) As far as practicable, keep Members informed of developments at the PMC that would be of interest or concern to them. Communications will be via the PMCPA website, the "Pinn Piper" newsletter, notices displayed at the surgery and/or by any other means that the Board deems most effective and in keeping with the Objects.
- e) Do all such other lawful things as shall further the Objects of the PMCPA.

4.5 Financial arrangements concerning Trustees

- a) Trustees shall not receive any remuneration from the PMCPA. They may, though, be reimbursed for reasonable expenses incurred.
- b) In accordance with S.189 of the Charities Act 2011, the Trustees may arrange for the purchase, out of the funds of the PMCPA, of insurance designed to indemnify the Trustees against any personal liability in respect of:
 - any act lawfully undertaken by them on behalf of the PMCPA, and
 - any act undertaken by any individual on behalf of the charity

4.6 Proceedings of the Board

The Board may regulate its proceedings as it thinks fit, subject to the provisions of this Constitution. The Board shall meet four times per annum to carry out its regular business. In addition to Trustees, meetings should also be attended by:

- i) one senior doctor/one partner from the PMC; and
- ii) the PMC's Practice Manager (or formally appointed representative).

A Board meeting requires a minimum quorum of Trustees to be present. A quorum is more than 50 percent of the Board Membership. Thus, if the Board has eight (or nine) Trustees, the quorum would be five.

Decisions at Board meetings will be determined in accordance with the procedure set out in Clause 4.7 below. A Trustee may not appoint anyone to act on his or her behalf in a voting capacity at meetings of the Board.

4.7 Decisions of the Board

- a) Questions arising at a meeting will be decided by a simple majority of votes.
- b) Each Trustee shall have one vote. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- c) Where there is not a unanimous decision, the vote count will be recorded in the Minutes of the meeting.
- d) No decision may be made by a Board meeting unless a quorum as defined in 4.6 above is present at the time the decision is being made.
- e) If the Chair is unable to attend a meeting for any reason, the Trustees present may appoint either the Vice Chair, or if he or she is not present either, then one of their number in attendance to chair that meeting.
- f) No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Board.
- g) Any meeting of the Board at which a quorum is present at the time the relevant decision is made may execute all the powers exercisable by the Board.

4.8 Minutes

The Board must keep Minutes of all:

- a) Appointments of Trustees and/or other officers made by the Board
- b) Proceedings at meetings of the PMCPA, including:
 - The names of Trustees and any other persons present at the meeting
 - The decisions made at the meetings
 - The reasons for the decisions, unless these are routine or otherwise self-apparent and it is reasonable not to enunciate them.

4.9 Annual Statement of Accounts

The Board must comply with its obligations under the Charities Act 2011 with regard to the keeping of accurate and externally verified accounting records for the PMCPA. This will allow it to prepare and make timely submissions to the Charity Commission of the PMCPA's Annual Statement of Accounts.

Accounts must be prepared in accordance with the provisions of any Statement Of Recommended Practice (SORP) issued by the Charity Commission.

5 ANNUAL GENERAL MEETINGS

An Annual General Meeting (AGM) must be held each calendar year. No more than 15 months shall elapse between successive AGMs.

5.1 Notice of meeting

The minimum period of Notice required to hold an Annual General Meeting is 21 days.

The Notice must specify the date, time and place of the meeting and that it is an Annual General Meeting.

The Notice must be:

- a) Displayed on the notice board at the PMC, such Notice to be printed on A3 sized paper.
- b) Communicated to all PMCPA Members, by Email where the member has an Email address registered with the PMCPA, or otherwise by written communication to the Member's last known physical address or as provided at registration.
- c) Displayed on the PMCPA website.

5.2 Quorum

No business shall be transacted at Annual General or Exceptional General Meeting unless a quorum is present.

5.2.1 A quorum is:

- a) 40 Members: or
- b) One fifth of the total Membership at the time, whichever is the lower.

If a quorum is not present within half an hour from the time appointed for the meeting, or, during a meeting a quorum ceases to be present, the formal business of the meeting shall be adjourned to such time and place as the Board shall decide.

5.2.2 The Board must re-convene the meeting and must give at least 21 days Notice of the re-convened meeting, stating the date, time and place of the meeting.

5.2.3 If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting, the members present at that time shall constitute the quorum for that meeting.

5.3 Chair

AGMs/EGMs shall be chaired by the Chair of the Board of Trustees. If the Board Chair is not present at the meeting then either the Vice Chair, or if he or she is not present either, another Trustee as decided by the Board shall chair the meeting.

5.4 Votes

Each Member and Trustee present at the meeting shall have one vote. If there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

6 EXTRAORDINARY GENERAL MEETINGS (EGM)

6.1 Entitlement to call for an EGM to be convened

Any Member who has a significant issue and/or concern that he/she wants addressed or resolved should first address the matter to the Board Chair with a view to addressing or resolving it between the Member and the Board. In the event that the matter cannot be resolved, the Member has a right to request that an Extraordinary General Meeting (EGM) be held to consider it further. This right is subject to the request being supported by at least 9 (nine) other PMCPA Members, i.e. a minimum of 10 Members, including the Member(s) raising the concern, is required to instigate an EGM.

For guidance, matters that might give rise to a request for an EGM include, but are not limited to:

- A Member's concern that there has been serious misconduct on the Board
- That the Board is failing to carry out its responsibilities
- That a situation has arisen that demands a response from the Members/Board
- In extremis, to consider a Vote of No Confidence in the Board.

EGMs are typically called in response to one single and specific matter, which must be set out in the EGM Notice. No matters other than this single one may be discussed at such meetings.

6.2 Procedure for arranging an EGM

- a) Requests to convene an EGM must be submitted in writing, which may be in electronic format, to the Chair of the Board of Trustees.
- b) The request should set out in detail the reason for it, together with any proposed action for resolving the matter.
- c) Upon receipt of such request, and should the Board not be able to resolve the matter directly with the Member(s) making the request, the Board will send a communication to all Members advising that the request has been received, together with the details submitted as in (b) above. At the same time, the Board should give Notice of an EGM to consider the matter. The Notice must specify a date for the meeting, with a target date of no less than 14 days after the date of the Notice. The Board will make its best endeavours to achieve this timing but it may be necessary to extend it to 21 days or possibly more should the 14 day target not be achievable for reasons such as public holidays or lack of a suitable venue.
- d) In implementing (c) above, "communication" shall be via the PMCPA website and also by Email or similar means to the full Membership distribution list.
- e) At the same time as implementing (c) above, the Board will arrange for a Notice of EGM to be displayed on the PMC's notice board.
- f) In the event that a Member believes that a particular matter justifies an EGM but does not know sufficient other Members to make up the required minimum, then the Member must submit details to the Board Chair as in (b) above and request that this be communicated to the full Membership.
- g) Upon receipt of such a request, the Board will review the request in detail and decide whether it warrants an EGM or if the matter can be addressed and resolved directly with the Member. If this is not possible then the Board will communicate the request to the Membership and ask if any other Member would support the request for an EGM. The deadline for responses shall be 14 days from the date of the Notice. Should nine or more other Members respond to confirm that they support the request, the procedures set out in (c) to (e) above shall apply. Should fewer than nine Members respond, the Member who made the request shall be advised accordingly and an EGM will not be called.

Clauses 5.1, 5.2, 5.3 and 5.4 above in respect of the Notice, quorum, chair and voting procedures respectively at AGMs apply also to the conduct of EGMs.

7 FUNDS

All monies raised by fund raising or donations shall be handed to the Treasurer who shall pay the same into a bank or building society account in the name of the PMCPA. Cheques drawn on the said account **must** be signed by the Treasurer and one other Officer of the Board (i.e. Chair, Vice Chair or Secretary).

8 AMENDMENTS TO THE CONSTITUTION

These Rules, other than Rules 2, 4.5 and 10 which may only be amended with the prior consent of the Charity Commission, or other authority having charitable jurisdiction, may be varied, deleted or added to by a resolution passed by at least a two-thirds majority of the Members of the PMCPA present in person or by proxy at an Extraordinary General Meeting convened for that purpose, or at an Annual General Meeting, of which Notice has been served upon every Member either electronically or by post to his/her last known address in the United Kingdom; provided that no variations, deletions or additions will be made at any time to this Constitution so as to cause the PMCPA automatically to cease to be a charity in law.

9 APPLICATION OF THE RULES

The decision of the Board upon any question of the interpretation and/or application of the Rules, or upon any matter whatsoever affecting PMCPA and not provided for by these Rules, shall be final and binding.

10 DISSOLUTION

The dissolution of the PMCPA may be effected only by a resolution passed by a three-fourths majority of the combined Members of the PMCPA and Trustees present in person or by proxy at an EGM convened for that purpose, of which notice has been served upon every Member either electronically or by post to his/her last known address in the United Kingdom.

If a motion to dissolve the PMCPA is carried by the said majority, the PMCPA's surplus funds, property and assets (if any) shall be given or transferred to such other charitable institution or institutions, having objects similar to some or all of the objects of the PMCPA and if and insofar as the effect cannot be given to this provision, then to some other charitable purpose. Decisions in this respect will be made by the Trustees of the PMCPA, and communicated to the Charities Commission as part of the dissolution process

September 2015

APPENDIX

Procedural Guidelines for the appointment of the Board of Trustees

1. The procedure for selecting and appointing Trustees

1.1 All Members of the PMCPA are eligible to become Trustees. A Member can do so in three ways, as set out below.

1.2 A Member can put him/herself forward, or be nominated by another Member, for election by the wider PMCPA membership at the Annual General Meeting (AGM) (see 1.5 a-c). This takes place once a year. If they are existing Trustees they must stand for re-election every year (see 1d). Or he/she can apply to fill a vacancy that arises on the Board between AGMs (see 1.5 e – q).

1.3 In all three cases outlined at 1.2, the right to formally elect Members as Trustees rests ultimately with the wider Membership, as expressed by a vote at the Annual General Meeting (AGM), or an Extraordinary General Meeting (EGM) convened for that sole purpose.

1.4 The Board is authorised by the Membership to fill any vacancies for Trustees that arise during the period between AGMs. It will do so via an impartial, transparent and fair recruitment process, for which it is ultimately accountable to the wider Membership. Any such new Trustee appointment made between AGMs is subject to ratification at the ensuing AGM by way of the Membership formally electing that new Trustee.

1.5 The procedures to be applied are as follows:

- a) 28 days before the Notice of AGM is sent out to the wider Membership, the Board will alert PMCPA Members that they are eligible to stand for election at the AGM as Trustees. It will invite them to put their names forward and to identify which of the three possible options for becoming a Trustee they have chosen to take.
- b) Members may present themselves and their credentials directly to the Membership at the AGM for election as a Trustee. Members who wish to do this will be invited to send their outline details to the Board, stating who they are, why they wish to stand and what skills and experiences they are able to offer. This is in order for the Board to prepare the Membership attending the AGM in advance with relevant information about them.
- c) They will also need to have signed a declaration that they know of no legal or financial impediments to them standing as Trustees and agree to have their status as Members or as Trustees (should they have been elected by the AGM) reviewed if any such information or other developments that potentially affect their role come to light at a later stage.
- d) Existing Trustees already elected by the Membership and who wish to be appointed are required to submit themselves for re-election at the AGM every year.
- e) Notice of the forthcoming AGM shall be given as per clause 5.1 and clause 6 of the Constitution respectively.
- f) Members who choose to become Trustees by applying to the Board rather than directly to the wider membership at an AGM, typically when vacancies arise during the period between AGMs either due to the departure of an existing Trustee for whatever reason, or when the Board identifies a particular skills and/or experience gap that it believes necessary to fill, will be subject to a selection process initiated by the Board. The Board will delegate the detailed management of the process to a Recruitment Panel (see 1.5k below), though will nonetheless remain ultimately responsible for appointing new Trustees from the pool of interested candidates, and accountable to the wider Membership for the same.
- g) All applications must be completed in writing and submitted to the Board Chair by the stated deadline.

- h) All candidates will be contacted by a Trustee or nominated representative who will explain the procedure and the criteria for selection (see Clause 2 below)
- i) Applicants who are disqualified from holding office for legal or other reasons or who do not meet the applicable criteria will be eliminated from the selection process.
- j) In the event that there are more applicants than the maximum number of vacancies available on the Board, the Board will select those candidates whose characteristics most closely match the stated selection criteria.
- k) For any Trustee appointments that may need to be made during the period between AGMs, the Chair will select no more than two Trustees, and co-opt others, to form a Recruitment Panel (RP) to manage the recruitment campaign. The RP is effectively a sub-Committee of the Board, as outlined in 4.4.4a of the Constitution.
- l) The RP will decide, after carefully reviewing all applications, then shortlisting and interviewing potentially suitable candidates, which of them it recommends to the full Board. It is then for the Board to decide on whom to appoint. Any candidates that the Board decides not to appoint will be informed of this in writing as soon as the selection process has ended and be offered feedback on why their application was unsuccessful. Any candidate so advised has the right of appeal to the full Board.
- m) The Board will subsequently recommend to the Membership at the ensuing AGM that it should formally elect any new Trustees recruited in this way.
- n) In making its decision as to which Members to recommend for appointment as new Trustees, the Board is obliged to select individuals who, in its opinion, seem most closely to match the criteria set out in the application process and who enable it to carry out the PMCPA's governance effectively. In doing so, it must act at all times in accordance with the terms of the PMCPA's Constitution in respect of which it is ultimately accountable for all its decisions to the will of the wider membership, as expressed at any AGM or EGM.
- o) Similarly, the Board will take heed of any views expressed with regard to any prospective candidate and/or the composition of the Board more generally. The Board must ensure that its decision-making process is impartial, transparent and fair at all times.
- p) Should there be a majority of PMCPA Members at the AGM voting against a proposed candidate or a new Trustee appointed by the Board in between AGMs, that candidate will not be elected to the Board.
- q) The Board will communicate to the PMCPA's membership (e.g. through the Pinn Piper and the PMCPA website) any new appointments as Trustees and provide a brief summary of their credentials.

2. Criteria for making appointments to the Board

In selecting candidates for consideration for election to the Board, the Board will be guided by the following criteria:

- a) Applicants must have one or more of the particular qualifications, skills, experience, perspectives and or personal attributes that need to be replaced or incorporated into the Board, as identified by periodic audits of the existing Trustees' attributes.
- b) The need for the PMCPA to comply with statutory directives and NHS guidelines, for instance: to ensure that the Membership of the Board as a whole is as representative as possible of the community that the PMCPA has been set up to serve.
- c) These criteria may change from one year to the next, based on the need for the Board to include within its number individuals with particular skill sets and/or other personal attributes that the Board deems appropriate for it to fulfil the PMCPA's Objects.

3. Co-opted members

The Board may, from time to time, co-opt persons to serve in a non-voting capacity on the Board. This applies also to any sub-Committee established, proceedings of which shall be fully reported to the Board.

Co-opted Members will be referred to as Advisers to distinguish them from Trustees appointed at the AGM. Any sub-Committee established by the Board must include at least one Trustee, who will act as the formal liaison between the sub-Committee and the Board.

4. Interim appointments to the Board

- a) Should a vacancy occur on the Board between Annual General Meetings, for example by the resignation or departure for any other reason of an existing Trustee, an interim appointment may be made by the Board.
- b) In so doing, and as far as practicable, the Board will follow the above provisions for selecting and appointing candidates, including the publication of the vacancy to the Membership and inviting all those who might be interested to apply.
- c) Any interim Member so appointed will automatically have the same voting rights as all other Board Members. In the event that the interim appointment is not ratified at the next Annual or Extraordinary General Meeting, such that the interim Member has to withdraw from the Board, any decisions taken by the Board at which the interim Member has voted will be valid and will remain in force