



The Pinn Medical Centre Patients' Association (PMCPA) Constitutional Changes

- 1 At its Meeting of 2 June 2020 the Board of PMCPA Trustees decided that, in the light of the Covid pandemic, it should suspend – for this year only - the provisions in Section 5 of the Constitution that relate to the need to hold Annual General Meetings each calendar year and within 15 months of the previous AGM; and the need for a quorum to be present.
- 2 As there could be no certainty of holding a normal AGM in the near future the Board went on to decide, at a meeting on 10 September, that a virtual AGM should be held by a video recording, supplemented by hard copies of all papers being sent to Members who do not use emails in their communications with the PMCPA.
- 3 Such a process would not easily permit the provision in the Constitution whereby Members could present themselves to the AGM for election as a Trustee. Furthermore the PMCPA has held a fully publicised recruitment and selection exercise for new Trustees earlier this year, and three new Trustees are being recommended to this year's AGM. The Board went on to decide therefore that the provisions relating to direct nomination, including self-nomination, at an AGM should also be removed.
- 4 There are considerable difficulties in carrying out a proper assessment process in such circumstances, as occurs during a recruitment and selection exercise. The Board therefore decided to recommend to the AGM that these provisions should be removed from the Constitution on a permanent basis. The provisions in the Constitution ensuring a maximum term of office for Trustees of six years and the need to re-elect Trustees every year will remain, thereby preventing the Board from becoming self-perpetuating.
- 5 **The Board recommends the following changes to the Appendix to the Constitution:**
 - Deletion of the second sentence of para 1.1;
 - Deletion of para 1.2;
 - Deletion of the first sentence of para 1.3;
 - Deletion of paras 1.5 a), b), and c);
 - Deletion of the phrase in 1.5 f) “...rather than directly to the wider membership at an AGM...”
- 6 An amended version of the whole of the Appendix to the Constitution is included as an Appendix to this paper.

October 2020

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.

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.

1.3 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.

1.4 The procedures to be applied are as follows:

- a) 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.
- b) Notice of the forthcoming AGM shall be given as per clause 5.1 and clause 6 of the Constitution respectively.
- c) Members who choose to become Trustees by applying to the Board 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.
- d) All applications must be completed in writing and submitted to the Board Chair by the stated deadline.
- e) 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)
- f) 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.
- g) 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.
- h) 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.
- i) 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.
- j) The Board will subsequently recommend to the Membership at the ensuing AGM that it should formally elect any new Trustees recruited in this way.
- k) 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.

- l) 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.
- m) 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.
- n) 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