



Constitution of the Public Chairs' Forum

CONTENTS

1.	NAME	3
2.	OBJECTS	3
3.	MANAGEMENT OF THE PCF	3
4.	MANAGEMENT COMMITTEE	3
5.	DECLARATION OF INTEREST.....	4
6.	SUSPENSION & EXPULSION OF THE MEMBERS OF THE COMMITTEE	4
7.	REVIEW OF ACCOUNTS	4
8.	MEMBERSHIP	5
9.	ORDINARY MEMBERS	5
10.	HONORARY MEMBERS	5
11.	NOTICES	5
12.	SUBSCRIPTIONS	5
13.	RESIGNATION OR LOSS OF OFFICE	6
14.	SUSPENSION & EXPULSION OF MEMBERS	6
15.	SEMINARS & DISCUSSION MEETINGS	7
16.	ANNUAL GENERAL MEETING	7
17.	SPECIAL MEETINGS	7
18.	PROCEDURE AT GENERAL MEETINGS	7
19.	FINANCIAL POWERS	8
20.	INTERPRETATION OF THE CONSTITUTION	8
21.	AMENDMENT OF THE CONSTITUTION	8
22.	ARBITRATION	9
23.	DISSOLUTION OF THE PCF	9

PUBLIC CHAIRS FORUM

1. Name

1.1 Public Chairs' Forum ("the PCF").

2. Objects

- 2.1 The objects of the PCF are to improve the efficiency and effectiveness of the delivery of public services in the United Kingdom, inter alia by:
- 2.2 Drawing on the expertise and varied perspectives of members (and where appropriate commissioning research and short papers) to provide information, advice and guidance to Government on the role of arm's length bodies on the delivery and reform of public services; and
- 2.3 Providing peer and expert support to the chairs of public sector organisations, via an annual programme of meetings and seminars, on subjects of common interest, often with input from a senior external speaker.
- 2.4 PCF may deliver these objects by working with other organisations.

3. Management of the PCF

3.1 The management and control of all the affairs of the PCF shall be vested in an elective committee (referred to in the constitution as "the Committee").

4. Management Committee ("the Committee")

- 4.1 The Committee shall consist of members whom have been a member of the PCF for at least six months before appointment.
- 4.2 The Committee shall consist of a chair, a treasurer, plus three to eight ordinary or honorary members.
- 4.3 Those members forming part of the Committee, including the position of chair shall be elected by ballot every two years by the members at the annual general meeting. Nominations must be received by the secretariat at least 14 days before the annual general meeting. The nomination should state whether they are standing for the position of chair, or otherwise, and be submitted with an election statement of no more than 100 words.
- 4.4 All the Committee members may offer themselves for re-election. There is no limit to the number of terms a Committee member may serve.
- 4.5 The Committee shall be chaired by the elected chair of the PCF.
- 4.6 The Committee shall meet on a regular basis, and sufficiently often to carry out its duties efficiently. The quorum for any vote taken by the Committee shall be three persons. All resolutions or decisions taken by the Committee shall require a simple majority of those present at the meeting. The chair of the Committee shall have an additional casting vote at any meeting.
- 4.7 A Committee member may be removed by a vote of three-quarters of the members present and entitled to vote at a special meeting. A committee member's tenure of office will terminate on the end of their public appointment as chair of the member organisation; resignation from that appointment; resignation from the Committee; retirement; or death.
- 4.8 If for any reason a vacancy occurs during its term of office, the Committee shall have power to appoint another member to fill that vacancy until the next annual general meeting.

- 4.9 The chair may delegate the following duties to the PCF secretariat: keeping an up-to-date list of the names and addresses of the members and their contact numbers; collecting subscriptions; dealing with correspondence of the PCF; organising and attending general meetings of the PCF, including the annual general meeting and committee meetings, and preparing minutes; and to prepare a report on the PCF's activities since the last annual general meeting and to circulate the same amongst the membership.
- 4.10 The Treasurer may delegate the following duties to the PCF secretariat: keeping the accounts of the PCF in good order; banking without delay in the PCF's name all monies received ; preparing an independently reviewed statement of account (including a balance sheet and a profit and loss account) for the members at the annual general meeting and circulating the same amongst the membership; and being answerable to the Committee as to the state of the PCF's finances during the year leading up the annual general meeting.
- 4.11 The Committee shall deal with the PCF's property and assets from time to time. Without derogation from this obligation, the Committee shall have power to sell any assets of the PCF; borrow money; or give security for borrowed money, provided that the transaction in question does not involve a greater sum than £10,000. Any transaction involving a greater sum than £10,000 shall require the consent of two-thirds of the members present and entitled to vote at a general meeting of the PCF.
- 4.12 The Committee shall be indemnified against risk and expense out of the PCF's funds.

5. Declaration of interest

- 5.1 A Committee member must disclose to the chair of the Committee any interest which may conflict with the proper consideration of a matter under discussion. If the disclosing member is the chair of the Committee he shall disclose his interest to the next most senior person. A member disclosing an interest shall not be entitled to vote on the matter under discussion and the other members at the meeting shall decide whether the disclosing member may participate in discussion thereof.

6. Suspension and expulsion of the members of the Committee

- 6.1 The Committee shall have the power to suspend for a period not exceeding 12 months or to expel any Committee member whose conduct, whether within the PCF premises or elsewhere, is in opinion of the Committee injurious to the good name of the PCF or renders him unfit for holding an office of the PCF.
- 6.2 No committee member shall be suspended or expelled without first being summoned before the Committee and full opportunity given to him to advance an explanation or defence, nor unless three-quarters of the Committee then present shall vote for his suspension or expulsion. The chair of the Committee who hears the case shall not have a casting vote on this occasion.
- 6.3 The Committee shall have the power to exclude the Committee member from the PCF's premises pending the hearing of the case against him.
- 6.4 A suspended committee member shall cease to have any of the powers of holding office, and cannot be nominated for office whilst suspended.
- 6.5 A committee member who is suspended shall have the right to seek a review of his suspension by the Committee if he so requests in writing to the Secretariat (or if such officer is the Secretariat; to the chair) within seven days of his suspension. The review shall take place within 14 days of the request. The composition of the review body shall, if possible, comprise different members from the Committee which imposed the suspension. If this is not possible, the review body shall be chaired by an independent, member of at least two years' standing, who shall be entitled to vote on the review.

7. Review of accounts

7.1 The Committee will appoint a person to undertake an independent review of the accounts on an annual basis.

8. Membership

8.1 The membership shall consist of:

- Ordinary members; and
- Honorary members.

8.2 All members shall be provided with a welcome pack including a copy of the constitution.

9. Ordinary members

9.1 Membership is open to each independent Chair of a public sector organisation. It is also open to Senior Independent Directors of public sector organisations where there is no Non-Executive Chair. The candidate or applicant may be asked to demonstrate that he is an independent chair of a public sector organisation, or in the case of Senior Independent Directors, that their role is close to that of a Non-Executive Chair. Application to join PCF may be by application form or email to PCF secretariat.

9.2 Ordinary members shall have the full privileges of membership and full voting rights.

10. Honorary members

10.1 Honorary members will be nominated by and elected by the Committee. The honorary member must have been a former chair of a public sector organisation and member of the PCF. Honorary membership would occur when the members' term of public appointment ends AND they do not hold any other ALB chair positions. Honorary membership will be held for up to three years. Honorary members are required to declare any potential conflicting positions that they hold. These will then be considered by the Management Committee, who will vote on whether honorary membership should continue. In the event that the vote is a draw, the chair will have the casting vote.

10.2 Honorary members shall have the full privileges of membership and full voting rights and are not liable to pay subscription fees. In return for membership, honorary members are required to commit to undertaking at least one of the following contributions to the Forum:

- Become a mentor for members
- Participate in a panel or at roundtable events
- Be involved in any induction events held by PCF
- Other requests by the Management Committee.

10.3 In the event that the honorary member is appointed as chair at a public body eligible to be a member of the PCF, the honorary membership shall cease.

11. Notice

11.1 All members should provide the secretariat with up to date contact details, including an email address and telephone number.

11.2 All notices in writing required to be given by the PCF to the members under this constitution may be sent by post or by electronic means. All notices sent to the member at his notified address, whichever means of communication is used, shall be deemed to have arrived two days after despatch by the PCF. The non-arrival of any notice sent by the PCF shall not invalidate any meeting convened by the PCF or any other PCF activity which requires notice to be sent to the member.

12. Subscriptions

- 12.1 A member's subscription shall be such sum as decided by the Committee.
- 12.2 If a member joins after the 1st April, his first subscription shall be reduced pro-rata for the year ending 31st March.
- 12.3 All subscriptions shall become due and payable within 30 days of the date of invoice. If the whole subscription is not paid within one calendar month of its due date, the member shall cease to enjoy the privileges of membership until payment is made. If the subscription or any part thereof remains unpaid after two months of its due date, the Secretariat will send to the member a written reminder of his arrears, and after three months of its due date the member shall automatically cease to be a member of the PCF, unless by that date the full amount of the arrears has been paid.
- 12.4 In special cases the Committee shall have the power to remit the whole or any part of a member's subscription.

13. Resignation or loss of office

- 13.1 A member may resign from the PCF by informing the Secretariat in writing of his intention to do so.
- 13.2 If an ordinary member ceases to be the chair of a public sector organisation (an "Ineligible member") he shall notify the Secretariat accordingly, be this through resignation, early termination of the appointment of the appointment, or the public appointment has reached its end.
- 13.3 In the event that a member ceases to be the chair of the public sector organisation, through resignation, early termination of the appointment or the public appointment has reached its end, membership shall pass to the successor chair (including any interim or deputy chair) of the public sector organisation, and no further subscription shall be due in respect for that organisation for the remainder of the subscription year.

14. Suspension and expulsion of members

- 14.1 The Committee shall have the power to suspend for a period not exceeding 12 months or to expel any member whose conduct, whether within the PCF premises or elsewhere, is in opinion of the Committee injurious to the good name of the PCF or renders him unfit for membership of the PCF.
- 14.2 No member shall be suspended or expelled without first being summoned before the Committee and full opportunity given to him to advance an explanation or defence, nor unless three-quarters of the Committee then present shall vote for his suspension or expulsion. The chair of the Committee who hears the case shall not have a casting vote on this occasion.
- 14.3 The Committee shall have the power to exclude the member from the PCF's premises pending the hearing of the case against him.
- 14.4 A suspended member shall cease to have any of the privileges of membership, and cannot be nominated for or hold a position on the Committee whilst suspended, but his organisation shall remain liable to pay the subscription.
- 14.5 A member who is suspended shall have the right to seek a review of his suspension by the Committee if he so requests in writing to the Secretariat within seven days of his suspension. The review shall take place within 14 days of the request. The composition of the review body shall, if possible, comprise different members from the Committee which imposed the suspension. If this is not possible, the review body shall be chaired by an independent, senior Ordinary member of at least two years' standing, who shall be entitled to vote on the review.

14.6 A member who is expelled shall have the right of appeal to the members at a special meeting if he so requests in writing to the Secretariat within seven days of his expulsion. The meeting shall be convened by the Secretariat within 21 days of the expulsion. If at least two-thirds of the members present and entitled to vote at the meeting are in favour of allowing the appeal, the member shall be automatically reinstated.

14.7 If the member so requests, he may have legal representation at any hearing before the Committee or the members in the meeting.

15. Seminars and discussion meetings

15.1 The PCF may hold seminars and discussion meetings in pursuance of its objects. Personal attendance at such meetings by members shall be encouraged, but members may delegate attendance at such seminars and discussion meetings to a Deputy chair or other non-executive or independent member of the Board of the chair's organisation.

16. Annual General Meeting

16.1 There shall be an annual general meeting of the PCF held on a date fixed by the Committee not later than 15 December in each year, provided that not more than 13 months shall elapse between each meeting.

16.2 The purposes for which the meeting is convened shall be:

16.3 To receive a report from the PCF Chair in respect of the PCF's activities since the previous annual general meeting;

16.4 To receive and, if thought fit, to approve the PCF's independently verified accounts in respect of the preceding financial year;

16.5 To elect the members of the Committee; and

16.6 To discuss or decide any matter of general business of the PCF duly submitted to the meeting.

16.7 All members shall receive 15 days' notice in writing of the meeting, together with the agenda of the meeting. No member, save with the consent of the chair of the meeting, shall bring any matter before the meeting unless he has given notice of motion in writing to the Secretariat not less than 10 days before the meeting (although points for discussion only may be received up to 48 hours before the meeting).

17. Special meetings

17.1 A special general meeting shall be convened by the Secretariat within 28 days of receipt by him of a direction of the Committee or of a requisition signed by not less than 10 members entitled to attend and vote at a general meeting or by one-fifth of such members (whichever is the smaller number). All members will receive not less than 14 days' notice in writing of the meeting. The notice shall specify the purpose of the meeting and no other business may be brought before the meeting.

17.2 If the Secretariat fails to convene the meeting within the 28 day period, the member requesting the meeting may convene a special meeting to be held not later than 56 days after the deposit of the requisition with the Secretariat.

18. Procedure at general meetings

18.1 A general meeting may proceed to business if five members are present within half an hour after the time fixed for the meeting. If no quorum is then present, the meeting if convened by requisition of the members shall be dissolved; and if convened by direction of the Committee

it shall stand adjourned to the week following on the same day and at the same time. If at the adjourned meeting there is still no quorum the meeting shall be dissolved.

- 18.2 If a general meeting is adjourned for want of time, the members present at the meeting will be notified there and then of the adjourned date, if this is practicable. If not, and the matter is adjourned for more than 14 days, all the members shall receive notice in writing of the adjourned hearing; otherwise only those who attended the original meeting will be notified of the adjourned date.
- 18.3 Unless otherwise stipulated in the constitution, any motion to be carried shall require the votes of a simple majority of the members present and voting at the meeting.
- 18.4 No member who is in arrear with the payment of his subscription shall be entitled to exercise his vote at a general meeting.
- 18.5 The chair of any meeting shall be entitled to a casting vote only.

19. Financial powers

- 19.1 The Committee shall have power to borrow money, whether on a secured or unsecured basis. No borrowing shall take place which exceeds the sum of £10,000 save with the prior consent of the members given at a general meeting.
- 19.2 The Committee may in its discretion establish and maintain a sinking fund or a reserve fund for such purposes as it shall think fit.
- 19.3 The Committee shall have power to invest the PCF's funds in any prudent manner which in the reasonable opinion of the Committee will benefit the PCF.
- 19.4 The Committee shall have power to spend the PCF's funds in furtherance of the objects set out in rule two above, as well as in compliance with its duties of management under rule four above.
- 19.5 The PCF shall have power to defray out of the PCF's funds expenses wholly and necessarily incurred by members of the Committee, or incurred by any member acting on the authority of the Committee, which relates to or is connected with carrying out their duties or responsibilities on behalf of the PCF. For the avoidance of doubt, this shall include legal expenses incurred in connection with any litigation or alternative dispute resolution involving the PCF.
- 19.6 All cheques drawn by the PCF shall be signed in accordance with such policy as is from time to time adopted by the Committee.

20. Interpretation of the constitution

- 20.1 The reference in this constitution to the masculine gender shall in all cases apply equally to the feminine gender. If any question or dispute arises as to the meaning or interpretation of the constitution or of the bye-laws made thereunder, the matter must be referred to the Committee for a ruling.

21. Amendment of the constitution

- 21.1 The Committee shall have the power to make, alter or revoke the constitution as it considers necessary for the good governance and well-being of the PCF. Members shall be informed of all such amendments, which shall be published annually and made available to the members.
- 21.2 This constitution may be added to, altered or revoked by the members at a special meeting or at the annual general meeting. Any amendment to be proposed at the annual general meeting must be sent out as part of the agenda referred to above.

21.3 To be carried, any motion to amend the constitution shall require the votes of two-thirds of the members present and voting at the meeting.

21.4 In the discussion of a motion to amend the constitution, any proposed amendment to the motion may be carried by a simple majority of the members present and voting at the meeting.

22. Arbitration

22.1 Any dispute between the PCF and its members or between the members themselves which arises out of or is in connection with the constitution or which concerns the affairs of the PCF shall be referred to the arbitration of a sole arbitrator to be appointed in accordance with section 16(3) of the Arbitration Act 1996, the seat of such arbitration being hereby designated as London, England. In the event of failure of the parties to make the appointment pursuant to section 16(3), the appointment shall be made by the President of the Chartered Institute of Arbitrators. The arbitrator shall decide the dispute according to the laws of England and Wales.

23. Dissolution of the PCF

23.1 Any motion to dissolve the PCF must be the subject matter of a special meeting.

23.2 To be carried, any motion to dissolve the PCF shall require the votes of three-quarters of the members present at the meeting and entitled to vote thereat.

23.3 In the event that the members pass a resolution to dissolve the PCF, any property or assets belonging to the PCF shall not be distributed to the members if there is a surplus of assets over liabilities, but will be given or transferred to such other organisation or entity having similar objects to the PCF, as the members may decide upon.

Date of Constitution

23 November 2018