



## **PCRS-UK Executive terms of reference**

### **Definition**

The PCRS-UK Executive is the main standing committee of Primary Care Respiratory Society UK that is responsible for leading, developing and implementing the activities of the charity. The PCRS-UK Executive is accountable to the PCRS-UK trustees.

The PCRS-UK Executive is the key leadership team within PCRS-UK upon whom it is incumbent to inspire, motivate and provide the appropriate direction to the membership and external groups to achieve the Charity's mission ('Optimal Respiratory health for all').

The Trustees are responsible for providing the financial, governance and performance management framework within which the PCRS-UK Executive operates. The trustees, in accordance with the Charities Act are 'the people responsible under the charity's memorandum and articles of association for controlling the management and administration of the charity'.

### **Composition of the Executive**

The Executive shall consist of 8 elected members, plus the PCRS-UK appointed leads (policy, research, education, nurse, conference), who shall be ex officio members.

All elected members of the Executive must be Members of PCRS-UK (i.e. formal 'company members'). At least 4 of the elected members shall be GPs. The elected members (and the Chair if he/she is not an elected member) shall be the only members of PCRS-UK Executive with voting rights.

The Executive shall have the power to co-opt up to 2 additional members as it sees fit for a periods of up to three years. This may include the immediate past Chair plus any additional experts that the PCRS-UK Executive deem necessary.

The Chief Executive and PCRJ Editor in Chief are invited and expected to attend PCRS-UK Executive meetings. The Chief Executive will act as secretary to the Executive, supported by the PCRS-UK Operations Team. The Chief Executive and the PCRJ Editor are directly accountable to the Trustees. The Chief Executive is responsible for advising the Trustees and the PCRJ editor for making PCRJ editorial decisions, based on his/her professional judgment, which may not necessarily concur with the views of PCRS-UK Executive.

### **Powers and Responsibilities**

The Executive supported by the Chief Executive shall be responsible for:

- Formulating recommendations for the trustees on the strategic direction of the PCRS-UK and its short, medium and long term business plans
- Securing the funding and other resources required to deliver the agreed strategic direction and business plans
- Communicating the Charity's vision and plans to the membership and external stakeholders
- Implementing the approved annual business plan, reporting progress and any deviations to the trustees

#### Terms of Reference

- Identifying and responding to business opportunities as they arise, seeking approval from trustees for any activity outside the agreed business plan
- Determining and making recommendations on the PCRS-UK membership schemes, fees and packages of benefits to the trustees
- Contributing on behalf of the PCRS-UK membership to the aims / scope, editorial policies / strategies and annual business plan for the Primary Care Respiratory Journal
- Managing the appointment process for its elected and co-opted members
- Identifying and recommending to the trustees suitable candidates for Chair, PCRS-UK Executive
- Allocating and where appropriate delegating responsibilities within the Executive, ensuring role descriptions and / or agreements are in place for each ex officio role ( and any other delegated responsibilities) and are approved by the Trustees
- Establishing sub committees and other working groups as required to conduct the charitable activities of the Charity and ensuring terms of reference are in place and approved by the trustees
- Succession planning for the Executive and its sub committees
- Contributing to the performance appraisal of the Chair and Chief Executive
- Identifying the operational and other support required by the PCRS-UK and *making recommendations to the Trustees on the best means of delivering this* (e.g. staff, contractors)
- Ensuring all PCRS-UK activities are conducted in line with agreed PCRS-UK strategic direction and policies / procedures.

All members of the Executive as well as the PCRJ Editor and Chief Executive are expected to abide by the PCRS-UK code of conduct.

#### **Elected Executive Members**

Membership of the Executive shall be for three years. Thereafter, the Member is entitled to reapply for Executive Membership as and when vacancies occur. No member shall serve more than 3 consecutive terms of office, unless a resolution is passed by the trustees authorising election for a further term.

When an Executive vacancy occurs, either by resignation or completion of a term of office, nominations for Executive membership will be requested from PCRS-UK members by the Chair.

Dependent on the vacancy arising nominations will be sought for GP members or nurse / other health professional members or both.

The list of nominees will be circulated to the trustees who will approve the final list to be distributed to all the PCRS-UK membership.

If the number of nominees corresponds to the number and nature of Executive vacancies then those nominees will be elected automatically to the Executive without recourse to a vote. If the number of nominees exceeds the number of places available, members will be invited to vote for as many candidates as they wish up to a maximum corresponding to the number of available vacancies. No voting preference will be required. Voting slips not received by the closing date, as documented on the voting slip, will be invalid. The appropriate number of nominees with the highest votes cast will be elected to the available places on the Executive.

## **Chair**

A chair shall be appointed from within the PCRS-UK Executive.

The Chair's term of office shall be up to three years from the date of his / her appointment as Chair. The Chair may serve a maximum of two consecutive terms of office. The responsibilities of the Chair shall be specified in a role description approved by the trustees.

The Chair shall receive an honorarium at a level determined by the PCRS-UK Executive and approved by the trustees.

A Chair 'designate' will be appointed 6 -12 months in advance of the end of the Chair's term of office. Nominations for the Chair-ship shall be requested by, and shall be presented in writing to, the current Chair (or his/her nominee) 3 months before the chair elect is to be appointed.

Following receipt of nominations, an unopposed nominee for Chair-ship will be presented to the Trustees for their approval and consequent to that, elected as Chair. In the event of there being more than one nominee, the Chair will write to all Executive Members informing them of such; a postal vote will be taken whereby each elected Executive Member (excluding the nominees) shall have one vote each. The nominee with the highest number of votes cast will be presented to the trustees for their approval and consequent to that, elected as Chair. In the event of a tied vote the current Chair will have the casting vote as to which candidate is presented to the trustees. The current Chair (or his/her nominee) will notify the Executive of the outcome of the process.

## **Vice Chair**

A Vice Chair shall be appointed by the Executive on an annual basis from within the Executive. The responsibilities of the Vice Chair shall be specified in a role description agreed by the Executive. There is no limit to the number of terms the Vice Chair can serve provided he/she remains an elected member of the Executive.

## **Appointment Process and Terms of Office for Executive Members**

These shall be compatible with the agreed PCRS-UK guidelines (see appendix 1).

## **Removal of Executive Members**

Any member of the Executive shall cease to hold office if he / she:

- ceases to be a member of PCRS-UK
- becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- resigns his office by notice to the Chair, PCRS-UK Executive or in the case of the Chair by notice to Chair, Trustees
- is absent without the permission of the Executive from two consecutive meetings and the Executive resolve that his office be vacated
- Receives a vote of no confidence or is deemed to have brought the Charity into disrepute and is asked by a majority of the Executive to resign. The member concerned may appeal to the Trustees.

## **Executive Proceedings**

The Executive shall meet regularly, at least twice a year.

A meeting of the Executive may be held in person or by suitable electronic means agreed by the members in which all participants may communicate simultaneously with all other participants.

A quorum of the Executive shall be four *elected members*.

Decisions made by the Executive shall be by simple majority verdict unless otherwise specified in these terms of reference. All elected Executive Members shall have equal voting rights. In the event of there being a tied vote, then the Chair will have an additional casting vote.

Conflicts of interest will be declared at the start of each meeting in line with PCRS-UK conflict of interest policy.

All Executive Meetings are to be minuted, with the minutes to be presented at the next Executive Meeting, and ratified by the Executive as agreed, and then signed by the Chair. Draft minutes approved by CE and Chair are to be circulated to Trustees within 2 weeks of an Executive meeting and presented at the next trustees' meeting. Any changes to the minutes are to be communicated to the trustees within two weeks of the minutes being ratified.

### **Executive Expenses**

Travel costs payable to the individual and locum costs payable to the practice will be reimbursed for Executive members attending Executive Meetings and sub-Committee Meetings. An honorarium may be claimed in lieu of a locum fee as follows, GPs: £350 per full day, nurses: £200 per full day. Expenses will be paid upon presentation of a completed PCRS-UK expenses claim form. Car travel costs will be reimbursed at a rate of 45p per mile and rail or air fares will be refunded at standard class upon presentation of a valid receipt. Locum costs will be paid upon receipt of an invoice from the practice.

**Agreed by PCRS-UK Executive:** June 2011 – reviewed November 2011

**Approved by Trustees:** October 2011

**Next Review Date:** June 2013

## **Appendix 1:**

### **PCRS-UK Guidelines: Appointment to Committees / Working parties**

- Clear criteria (skills, experience) identified for the position to be appointed
- Consideration is given to the most likely / appropriate source of candidates
  - Candidates should normally be full members of the PCRS-UK: however the need for specific skills / experience may require candidates from outside the PCRS-UK membership. Such candidates would be appointed in an advisory capacity' and would not have voting rights on the Committee
- The proposed recruitment process should be agreed with the PCRS-UK Executive Chair / CE and may include one of more of the following:
  - Advertising to PCRS-UK membership
  - Advertising beyond the membership (cost effectiveness however must be borne in mind)
  - Identification of individuals from the 'succession planning' database
  - Identification of candidate via PCRS-UK member contacts
- Open, transparent advertising processes are to be encouraged but should not be mandatory if a well matched candidate for the role is already known (and there are unlikely to be others within the wider membership) and / or the appointment is part of the wider PCRS-UK succession / development plan
- Formal short listing and interviewing processes (against transparent criteria) should be used where there is more than one candidate for the role
- All candidates should be asked to provide a supporting statement (and CV) confirming their interest in the role
- Recommended candidate with supporting rationale is put to PCRS-UK Executive for approval.

### **Terms of Office**

- Appointments to committees are normally made for a period of 3 years (shorter appointments may be made in agreement with the Committee Chair / lead)
- Appointments are reviewed towards the end of the 3 year period and if deemed appropriate / desirable by the Committee / individual, can be recommended for renewed for up to a further 3 years
- All re-appointments must be approved by the PCRS-UK Executive and must take account of the wider PCRS-UK 'succession plan' (Committee Chairs / leads should check with Succession Planning Working Party before negotiating re-appointments).

There should be no limit on the number of times an individual is re-appointed to a Committee, provided the Committee and PCRS-UK Executive are convinced they are adding unique value and are not putting a barrier in the way of new people joining the Committee.

The Primary Care Respiratory Society, formerly known as the *General Practice Airways Group*, is a registered charity (Charity No: 1098117) and a company limited by guarantee registered in England (Company No: 4298947)  
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