

Approved By:	Classification of Paper: Not Protectively Marked
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Report to PCC	Report reference number PCC/0114/2016
Date of Decision Date of Report	Area of County/Stakeholders affected
Title of report: Changes to the Police ICT Company Articles of Association	
Report by: Treasurer to the PCC Enquiries to: Charles Garbett: 01245 261612; charles.garbett@essex.pnn.police.uk	

1. Purpose of report

1.1 To consider changes to the Police ICT Company Articles of Association proposed by the Police ICT Company Board.

2. Recommendations

2.1 The PCC is recommended to agree to the changes in Articles of Association detailed in this decision sheet.

3. Benefits of Proposal

3.1 The changes to the Articles of association are intended to strengthen the governance of the Company and allow for the use of a wider range of skills and experience to benefit the Company's activities.

4. Background and proposal

4.1 The proposed resolution to change the Articles of Association, accompanying rationale and copy of the existing Articles of Association are shown as background papers to this decision sheet.

4.2 The proposed changes are also shown below:

Ref	Current wording	Proposed wording	Rationale
10.4	A Member may at any time withdraw from the Company by giving at least six months' notice in writing to the Company to expire on 31 March of any given year. Membership shall not be transferable.	A Member may at any time withdraw from the Company by giving at least six months' notice in writing to the Company to expire on 31 March of any given year. Membership shall not be transferable and no refund of subscription shall be applicable.	Company budgets and business plans are set for a full year and this clarifies that refunds of subscription will not be given.
17.1	Any Member, or Delegate on behalf of a Member, is entitled to appoint another person (including another Delegate) as his proxy to exercise all or any of his rights to attend and to speak and vote at a general meeting of the Company but that proxy must be present in person to cast that vote.	Any Member, or Delegate on behalf of a Member, is entitled to appoint another person (including another Delegate or the Chairperson) as a proxy to exercise all or any of their rights to attend and to speak and vote at a general meeting of the Company but that proxy must be present in person to cast that vote.	Clarifies a provision that exists under S17.3 that Members may delegate their voting rights to the Chairperson at general meetings.
24	The Board shall act as the board of Directors of the Company and shall comprise the following: 24.1.1 three Police and Crime Commissioners (comprising one from each of the largest Constituent Groups on the Council) 24.1.2 one representative appointed by MOPAC; 24.1.3 one representative appointed by the Other Police Governance Bodies;	The Board shall act as the board of Directors of the Company and shall comprise the following: 24.1.1 up to six Police and Crime Commissioners; 24.1.2 one representative appointed by MOPAC; 24.1.3 one representative appointed by the Other Police Governance Bodies; 24.1.4 one Chief	Ensures better representation on the Board of the constituent groups of PCCs and reflects a better balance of influence of fee paying Members. The Chair of the NPCC and Home Office Chief Digital, Data and Technology

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	<p>24.1.4 one Chief Constable representative;</p> <p>24.1.5 one representative appointed by the Chief Information Officers Council (or equivalent);</p> <p>24.1.6 up to three persons co-opted by the Board on such terms and tenure as the Board may determine;</p> <p>24.2 A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors.</p> <p>24.3 The Chairperson of the Board shall be elected annually by the Directors from among their number at the AGM and shall be eligible for re-election, each appointment to take effect immediately upon election at the AGM and ending immediately prior to the beginning of the subsequent AGM.</p>	<p>Constable representative;</p> <p>24.1.5 the Chairperson of the National Police Chiefs Council;</p> <p>24.1.6 one representative appointed by the Police Technology Council (or equivalent);</p> <p>24.1.7 the Home Office Chief Digital, Data & Technology Officer (or equivalent);</p> <p>24.1.8 the Chief Executive Officer of the Police ICT Company;</p> <p>24.1.9 up to three persons co-opted by the Board on such terms and tenure as the Board may determine;</p> <p>24.2 A Director may appoint an alternate director or anyone as a non-voting delegate to attend at meetings of the Directors.</p> <p>24.3 The Chairperson of the Board shall be elected annually by the Directors from among those Directors representing fee paying Members at the AGM and shall be eligible for re-election, each appointment to take effect immediately upon election at the AGM and ending immediately prior to the beginning of the subsequent AGM.</p>	<p>Officer are currently co-opted Board members and this clarifies their position and voting rights as full Board members. The inclusion of the Company CEO as a full Board member recognises the credibility of the CEO and supports better, more informed decision making by the Board.</p>
<p>25.1</p>	<p>At each AGM all the Directors (other than any co-opted Directors) shall retire from office and shall be eligible for re-appointment for a maximum of 6 times.</p>	<p>At each AGM all the Directors (other than any co-opted Directors) shall retire from office and shall be eligible for re-appointment for a maximum of 6 times.</p>	<p>A more pragmatic reflection of the PCC election cycle and tenure in roles in the policing environment.</p>

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		<i>Rationale:</i> A more pragmatic reflection of the PCC election cycle and tenure in roles in the policing environment.	
26.6	the Director is absent from all Directors' meetings without leave for one year and the Directors resolve that his office be vacated;	the Director is absent from two consecutive Directors' meetings without leave in one year and the Directors resolve that their office be vacated	Changed to encourage attendance at Board meetings.
28.2	The Directors shall meet at least four times a year.	The Directors shall meet at least three times a year.	A pragmatic change to reflect the many commitments that Directors have. In practice meetings will be arranged to coincide with key decision and consultation points such as: the start of the business planning cycle, business plan consultation and sign off, end of year accounts sign off and a mid-year review. Directors will aim to meet quarterly.
28.10.2	the quorum for decision-making by the Directors may be fixed from time to time by a decision of the Directors, provided it shall not be less than four, and unless otherwise fixed it is four;	the quorum for decision-making by the Directors may be fixed from time to time by a decision of the Directors, provided it shall not be less than fifty percent of the Board members, and unless otherwise fixed it is fifty percent of the Board members;	Inserted to encourage attendance at Board meetings and to ensure informed decision

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4.3 The above changes enhance the governance arrangements for the ICT Company, which should result in better decision making in the future.

5. Police and Crime Plan

5.1 The changes to the Articles of Association for the Police ICT Company in facilitating improved governance arrangements support the effective use of technology incorporated into the Police & Crime Plan 2016-2020.

6. Police Operational Implications

6.1 No immediate implications for police operations. However, the improvements in Police ICT Company governance will have a positive impact on the use of technology for the Force.

7. Financial Implications

7.1 The annual member subscription to the Police ICT Company is £60k. The proposed changes clarify the position that in the event of withdrawing membership a refund of a subscription will not be paid.

8. Legal Implications

8.1 None other than the change to the Articles of Association as described.

9. Staffing and other resource implications

9.1 None

10. Equality and Diversity implications

10.1 None

11. Background papers

11.1 Letter from the Chair of the Police ICT Company and Articles of Association.



Letter to
Members_Police ICT C





Attachment_Police
ICT Co - Articles of A:

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Report Approval

The report will be signed off by the Chief Executive and CFO and the PCC Solicitor where legal implications arise.

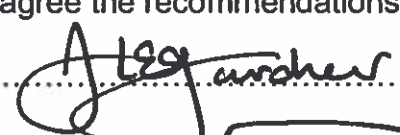
Chief Executive/M.O 

Chief Financial Officer 

PCC Legal Advisor (As necessary)

Decision

I agree the recommendations to this report



PCC/Deputy PCC

Date signed **13/01/2017** Location.....

I do not agree the recommendations to this report because

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PCC/Deputy PCC

Date signed..... Location.....

Publication

Reasons for non-publication (*state 'None' if applicable*)

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Signed/Print name

Report for publication	YES	<input type="checkbox"/>
	NO	<input type="checkbox"/>

If the report is not for publication, the Chief Executive will decide if and how the public can be informed of the decision.

