DPC Articles of Association: Electing a New Chair

1. Summary

Ronald Milne, Chair of the DPC has given notice of his intention to take a new post in the National Library of New Zealand, effectively becoming ‘absent’ from the coalition from 1st August 2009. This briefing paper collates the sections within the Coalition’s Articles of Association (AoA) as well as custom and practice pertinent to the role and election of the chair. It includes a recommendation for discussion (Section 6).

The chair can be replaced in one of 4 ways:

- the chair can be defeated in election in the Annual General Meeting or chose not to stand again;
- in the event of ‘absence’ or ‘inability’ the Vice Chair is assumed to take the responsibilities of chair until the next Annual General Meeting;
- the directors can chose to hold an Extraordinary General Meeting of the Coalition to remove a chair or to elect a new one;
- in the event of there being no vice-chair, the board of directors can elect one of their number ad hoc.

This summary should be read alongside the complete text of the Articles of Association which are available online at: [http://www.dpconline.org/members/main/dpcdoc.html](http://www.dpconline.org/members/main/dpcdoc.html) (login required)

2. The Role of the Chair

The role of the chair of the board is defined in section 10.8 of the AoA:

‘The Chair shall be the Chief Elected Officer of the Coalition and subject to the Board shall have general day-to-day control of the affairs of the Coalition, preside at all meetings of the members and the Board, perform all duties incidental to the office of Chair, undertake such other duties as may be prescribed by the Board from time to time.’

In custom and practice these duties are exercised in three ways: chairing and facilitation of business meetings; representing the Coalition at appropriate events; and management of the DPC’s officers (Executive Director as a direct report, others indirectly). The chair holds a casting vote (6.7, 11.2), nominates board directors (10.6) and is empowered to disqualify directors from participation at meetings (11.4).

If the Chair represents a full member, that member is entitled to nominate an additional director. Strictly the additional director has no voting right: this right remains with the chair (8.5). However custom and practice has been that the additional director represents the views of the member institution and votes accordingly. This gives the Chair the impartiality necessary to represent the views of the board.

3. Role of the Vice Chair

The role of the Vice chair is defined in section 10.9 of the AoA:

‘The Vice Chair shall in the event of the absence or disability of the Chair perform the duties and responsibilities of and have the powers of the Chair, undertake such other duties as may be assigned to him by the Board from time to time.’

In addition, the Vice chair, Chair and Executive Director may form an Executive Committee for the board.

4. Election of officers – Chair and Vice Chair

Election of the chair and vice chair is defined in section 10.2 of the AoA:

‘There shall be a Chair and Vice Chair who shall be elected by the Board annually at a meeting prior to the 31st of December each year.’
So, any properly constituted board meeting may elect chair or vice chair and that, even if present, associate members are not entitled to cast a vote on this issue. However, custom and practice has been that the chair and vice chair are elected by the whole coalition at the Annual General Meeting, with delegates from associate members also casting a vote. This deviation from the constitution gives added transparency to the appointment.

There is no term of office associated with Chair (10.3) and there is no absolute requirement that the chair be a current board member; nor even necessarily belong to a member institution. At its discretion, the board may nominate any person to be a director so long as they are not otherwise disqualified (10.17).

The Articles of Association also allow the Board to appoint a non-executive President and Vice president for any duration as they think fit: these officers are not entitled to be directors or members of the coalition by virtue of this appointment and so may not vote at board or general meetings (10.13).

5. Our Values

The values which underpin all of the DPC’s activities are expressed in the strategic plan. The DPC will:

- Operate as a neutral body.
- Embrace a consultative, innovative and open approach.
- Engage in a collaborative manner with all stakeholders to comprehend and respond to their needs.
- Maintain sound stewardship of the Coalition’s resources.
- Share best practice and knowledge transfer with our members to support their local priorities.
- Maintain vendor neutrality.
- Support developments of standards and generic approaches to digital preservation.

6. Recommendation

In view of the custom that the Chair is elected at the Annual General Meeting, and in view of article 10.9 which delegates the role of the Chair to the Vice chair in event of absence, it is recommended that the Vice Chair become acting chair of the coalition until the next Annual General Meeting (23rd November 2009). An election will take place, as is customary, at that meeting.

Nominations should include the name of a proposer, seconder and a clear statement that the candidate has agreed to be nominated. They should be made by 1200 on 2nd November 2009.

7. About this document

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