

Worcestershire Football Association ('The Association')

Corporate Governance Rules

01: STRUCTURE

1.1

The Trust Board of the Association shall:

- (a) be the ultimate decision-making body and accordingly exercise all of the powers of the Association;
- (b) be responsible for setting the strategy of the Association; and
- (c) maintain and demonstrate a clear division between the Trust Board's management and oversight role, and the Executive operational role.

1.2

All Trustees must act in the best interests of the Association, and in a manner consistent with their legal duties.

1.3

Members shall not be able to override the Trust Board but may have reasonable rights to consultation and constructive challenge.

1.4

Where the Membership is permitted to appoint Trustees, such appointments shall reflect not more than one third of the Trustees.

1.5

A Nominated Trustee (as in 1.4) shall not be considered an Independent Trustee and must be non-executive.

1.6

In accordance with **Sections 03 and 04**, the Members must act with integrity and be transparent in their workings.

A. Integrity

- Compliance with the Members code of conduct; and
- Proactive management of conflicts of interest.

B. Transparency

Publication of:

- An explanation of the purpose of the Trust Board and Membership;
- General Meeting agendas and minutes;
- The Members' code of conduct;
- The Members who are in place from time to time;
- An explanation of how Members are elected;
- Any conflicts of interest of Members; and
- The outcome of any evaluation of the Membership together with the resultant steps taken or to be taken.

1.7

Members must all be representative of a particular stakeholder group. The stakeholder groups are: -

A. Elected Stakeholder Groups

Area Representatives – one representative for each of the following Local Authority areas: Bromsgrove, Malvern Hills, Redditch, Worcester City, Wychavon, Wyre Forest.

(i) **Area Representatives** are appointed, using the following protocol: -

- Any Affiliated Club may request from the Chief Executive Officer a nomination form for the election of an Area Representative. Any person proposed to be nominated as an Area Representative must be nominated by two Affiliated Clubs playing within the relevant Area on the nomination form prescribed by the Trustees. Such form must be submitted to the Chief Executive Officer by such date as the Trustees shall prescribe each year and must be signed by the secretaries of the two Affiliated Clubs nominating the person. No Affiliated Club may nominate more than one person for any one vacancy.

- No person may be nominated as an Area Representative unless he resides within the Area he is being proposed to represent. No person may be nominated as an Area Representative for more than one Area.
- If there is only one person nominated to be the Area Representative for a particular Area, that person shall be declared elected unopposed as the Area Representative for that Area at the next annual general meeting.
- If there is more than one person nominated to be the Area Representative for a particular Area and there is to be an election, the names of the persons and voting papers shall be sent at such time as the Trustees shall prescribe each year to each of the Affiliated Clubs (excluding any Senior Clubs within the Area) within that particular Area.
- Voting papers must be delivered in a sealed envelope by such time as the Trustees shall prescribe to the office and shall be opened by such person or persons as the Trustees shall decide. The person receiving the largest number of votes appropriate in each Area shall be declared elected at the next annual general meeting.
- In the case of two or more persons polling an equal number of votes the Members shall at the meeting after the annual general meeting appoint at the Member's complete discretion, one person to be the Area Representative for that particular Area. In the event of no nomination having been received from an Area the Area Representative for that particular Area may be appointed by the Members at the meeting after the annual general meeting.
- Those persons elected as Area Representatives shall hold office for a period of one year from the annual general meeting after their election but shall be eligible for re-election.
- In the event of a casual vacancy occurring relating to any Area Representative, the Members shall have power (but shall not be obliged) to appoint a substitute Area Representative suitably qualified to represent that Area until such time as the person who was replaced was due to retire and such substitute shall be eligible for re-election.

(ii) **Disability Clubs' Representative** – one representative elected by the Disability Clubs whose parent county of affiliation is the Association.

B. Nominated Stakeholder Groups

Each organisation or group of organisations, entitled to nominate a person to be a Member, shall submit to the Trustees for approval by such time as the Trustees shall prescribe, the name of the person they propose to nominate as a Member. Such persons if approved by the Trustees shall serve for a one-year term from the end of the annual general meeting in each year and shall be eligible for re-appointment. In the event of a casual vacancy occurring in relation to any Member appointed, the organisation concerned shall have power but shall not be obliged to fill the vacancy, subject to the approval of the Trustees.

Nominated Representatives – one representative for each of the following: -

- Any football league, whose parent county of affiliation is the Association, which has been in existence and sanctioned to the Association for at least two seasons and continues to arrange a seasonal programme of competitive fixtures for their member clubs.
- Worcestershire Schools' FA
- Worcestershire Referees' Association
- Worcestershire FA Youth Council
- Each Senior Club whose parent county is the Association, whilst they retain the status of Step 2 (or equivalent) or above in the FA National League System, or a FA Women's Combination League Club or above.

C. Life Members

Life Members may be appointed by the Trustees from time to time.

Life Members shall: -

- be entitled to remain as Members for the rest of their lives without the need to be reappointed.
- have such rights and privileges as the Trustees shall, from time to time, prescribe.
- be entitled to receive notice of and attend all relevant meetings but have no voting rights.

Existing Life Members of Worcestershire Football Association Limited shall have their Life Membership transferred to the CIO.

1.8

The Trust Board shall be of an appropriate size to:

- (a) Meet the requirements of the Association;
- (b) Have the appropriate balance of skills, experience, independence and knowledge;
- (c) Manage changes to its composition (including that of its committees) without undue disruption; and

(d) Promote an open dialogue amongst the Trustees.

1.9

The Association must maintain an up-to-date matrix detailing the skills, experience, independence and knowledge required of its Trust Board.

1.10

No one individual on the Trust Board may have the unfettered ability to take a decision.

1.11

An employee of the Association other than the Chief Executive Officer (or equivalent), may not be appointed or elected as a Trustee, during the term of their employment.

1.12

The Trust Board will annually appoint the WFA representative to the FA Council.

1.13

Each Trust Board must appoint a Chair who shall be responsible for the leadership of the Trust Board, and consideration should be given to appointing an Independent Chair.

1.14

The roles of Trust Chair and Chief Executive Officer shall not be exercised by the same individual and the division shall be established in writing and agreed by the Trust Board.

1.15

At least one third of the Trust Board shall be independent non-executive Trustees.

1.16

Each Trust Board shall appoint one of its independent non-executive Trustees to be the Senior Independent Trustee.

1.17

Trust Boards shall adopt policies and practices that:

- Foster openness and debate amongst Trustees; and
- Set out clear expectations with respect to the running of Trust Board meetings and direct behaviour.

1.18

The Trust Board and its committees shall:

- (a) Meet sufficiently regularly to discharge their duties effectively; and
- (b) Maintain a proper record of their meetings and decisions.

1.19

The Trust Board shall maintain an audit committee unless the particular circumstances of the Association are such that it is appropriate for the Trust Board to act as the audit committee.

1.20

The Trust Board shall maintain a nomination committee either on a permanent or on an ad hoc basis unless the particular circumstances of the organisation are such that it is appropriate for the Trust Board to act as the nomination committee.

1.21

The Trust Board shall maintain a permanent committee of the Trust Board to lead on equality, inclusion and diversity matters.

1.22

The Trust Board shall maintain a Football Regulatory Committee unless the particular circumstances of the Association are such that it is appropriate for the Trust Board to act as the Regulatory Committee. The power of this Committee must be consistent with and subject to the Rules of The Football Association.

1.23

The Chair of the committee established under 1.21 shall be appointed via an open, publicly advertised recruitment process.

1.24

Each committee established under Sections **1.19**, **1.20**, **1.21** or **1.22** shall report to the Trust Board and have clear terms of reference which identify its responsibilities and any powers delegated to it by the Trust Board.

1.25

The Association shall be required to establish a Youth Council in line with the guidance provided by The Football Association from time to time.

1.26

The Youth Council shall have the right to appoint a member representing young people onto the Associations' Equality Committee.

1.27

The Trust Board shall be required to demonstrate how it provides the opportunity for the views of young people to be heard within the Trust Board.

02: PEOPLE

2.1

The Association shall:

- (a) adopt a target of, and take all appropriate actions to encourage, a minimum of 30% of each gender on its Trust Board; and
- (b) demonstrate a strong and public commitment to progressing towards achieving greater diversity generally on its Trust Board, including the adoption of further Trust Board diversity targets; and
- (c) appoint a member of the committee leading on equality, inclusion and diversity matters to the Trust Board, as a minimum in an observer capacity.

2.2

The Association shall identify proportionate and appropriate actions to be taken to support and/or maintain (as appropriate) the diversity targets set out in Section 2.1 and to publish a diversity and inclusion action plan.

2.3

The Trust Board shall ensure that the Association prepares and publishes on its website information (approved by the Trust Board) about its work to foster all aspects of diversity within its leadership and decision-making, including an annual update on progress against the actions identified in Section 2.2.

2.4

The Association shall have a formal, rigorous and transparent procedure for the appointment of new Trustees to the Trust Board, and all appointments shall be made on merit in line with the skills required of the Trust Board.

2.5

In exceptional circumstances a Trustee may be co-opted onto the Trust Board if this is necessary to ensure that the Trust Board has the skills and/or experience necessary to fulfil its role.

2.6

The appointment of the Trust Board Chair and independent non-executive Trustees must be via an open, publicly advertised recruitment process.

2.7

The Trust Board shall have in place succession plans for orderly appointments to the Trust Board and to key positions within senior management.

2.8

The nomination committee shall lead the process for Trust Board appointments on behalf of the Trust Board unless the Association does not have a nomination committee, in which case the Trust Board shall be responsible for the appointment process).

2.9

The Trust Board or nomination committee shall inform The Football Association of any appointment process being carried out by the Association in relation to:

- (a) any Trustees;
 - (b) the Chief Executive Officer;
- and shall permit The Football Association to observe any such process.

2.10

No individual shall be appointed as a Trustee until he/she/it has provided to the Association a declaration of good character.

2.11

On appointment, each Trustee shall be given a written statement of their responsibilities.

2.12

The Association shall ensure that new Trustees receive a full, formal and tailored induction on joining the Trust Board.

2.13

Remuneration of Trustees and employees, if any, shall be determined in accordance with a formal, approved procedure.

2.14

The Association shall have an open, formal and transparent procedure for the appointment of the FA Representative. The appointed representative shall comply with any eligibility criteria as required by The Football Association from time to time.

The appointment shall be made by the Trust Board.

2.15

The Association shall appoint one of the Trustees as the Trust Board Safeguarding Champion in compliance with The Football Association's Safeguarding 365 Standard.

03: COMMUNICATION

3.1

The Association shall publicly disclose information on its governance, structure, strategy, activities and financial position to enable stakeholders to have a good understanding of them.

3.2

Any information disclosed shall be fair, accurate and presented in an understandable manner.

3.3

The Association shall develop a strategy for engaging with, and listening to, its stakeholders which the Trust Board shall contribute to and review at least annually.

This is to be published under a Governance section on the Association's website. It is important that local stakeholders can find such information quickly and easily.

3.4

The Association shall be expected to carry out a regular staff survey at least once a year and:

- (a) act on the results internally, communicating clearly to their employees how such actions are to be taken; and
- (b) make top-line data available to The Football Association to collate the results for the purpose of developing a greater understanding of Worcestershire Football Association's workforce.

04: STANDARDS AND CONDUCT

4.1

The Trust Board, led by the Chair, shall undertake, and maintain in writing a record of, an annual evaluation of its own skills and performance and of individual Trustees, and that of its committees (committee evaluation need not be undertaken annually).

4.2

The Trust Board shall consider facilitating an external evaluation of the Trust Board at least every three years, or at the request and expense of The Football Association.

4.3

The Trust Board shall agree and implement a plan to take forward any actions resulting from the evaluations. Trust Board evaluations are only worthwhile if the issues that are identified are addressed and followed up.

4.4

The Association shall adopt a mandatory Trustees' Code of Conduct that, amongst other things, requires all Trustees to act at all times, with integrity, in a forthright and ethical manner and in accordance with the Association's Conflicts of Interest policy.

4.5

The Trustees' Code of Conduct, Terms of Reference and other policies of the Trust Board and its committees shall be reviewed at least every three years to ensure compliance with current laws.

4.6

The Chair shall proactively address and manage conflicts of interests amongst the Trustees. No Trustee may participate in the discussion of, or vote in respect of, a matter in which they have a material conflict of interest.

05: POLICIES AND PROCESSES

5.1

The Trust Board shall ensure that:

- (a) both individually and collectively it understands the key legal and regulatory obligations which affect the Trust Board and the Association; and
- (b) the Association has appropriate policies and procedures in respect of these obligations.

5.2

The Association shall exhibit honesty, integrity and competence in financial matters.

5.3

The Trust Board shall adopt appropriate and proportionate finance policies and procedures. The Association shall take all reasonable steps to ensure that these policies and procedures, where appropriate, are communicated to, and understood and followed by, its Trustees, staff and volunteers (where relevant).

The Trust Board must review and update them at least once every three years.

5.4

The Association must prepare annual accounts which:

- (a) comply with legal requirements and recognised accounting standards; and
- (b) give specific disclosure of income received from The Football Association and public investors and clearly account for the expenditure of such funding.

5.5

The annual accounts must be audited or independently reviewed by a Reporting Accountant, and published on the Association's website.

5.6

The Trust Board must actively plan and monitor the financial position and performance of the Association against an annually approved budget and a projected three year financial forecast.

5.7

The Association shall maintain robust risk management and internal control systems.

5.8

The Trust Board shall conduct an annual review of the effectiveness of the Association's risk management and internal control systems to ensure that they provide reasonable assurance.

5.9

The Association shall be required to achieve and maintain the Preliminary Level of the UK Equality Standard for Sport.

06: COMMITTEES & WORKING GROUPS

6.1

Each Committee/Working Group of the Association shall be constituted and held in accordance with arrangements determined by the Trust Board unless otherwise specified elsewhere.

6.2

No Members shall divulge to non-Members any matter or matters defined as confidential by the Trust Board Chair or Chair of a committee/working group until the minutes have been received and adopted by the Trust Board, unless permission has been granted by the Trust Board.

6.3

The Trust Board may delegate consideration of matters to any committee/working group.

6.4

Each committee/working group shall annually appoint a Chair and a Vice-Chair who shall be elected by those members on that committee/working group.

6.5

Nominees for the post of Chair and Vice-Chair shall be proposed and seconded at the first meeting of the committee/working group, at which the committee/working group Chair and Vice-Chair shall retire. If only one nominee is proposed, he/she/it shall be deemed to be elected. Where there are two or more nominees there shall be an election by ballot. All members of the committee/working group shall be entitled to vote. A nominee shall be elected if he/she/it receives more than 50% of the votes cast in the ballot. Where no nominee has more than 50% of the votes cast a further ballot or ballots shall be held until a nominee receives more than 50% of the votes cast. Any member of the committee/working group may be nominated for each ballot. Where a Chair or Vice-Chair vacates office other than at the expiry of term of office, a replacement shall be elected at the next meeting of the committee/working group.

6.6

The Trust Board shall have power to co-opt on to any committee/working group not more than three Members or non-Members, who because of their particular knowledge and experience can make a valuable contribution. Any non-Member person co-opted onto a committee/working group will be appointed annually.

6.7

The quorum for any committee/working group meeting shall be three.

6.8

Each committee/working group shall be appointed for a term of one year. The membership of any committee/working group shall be determined by the Trust Board which may at any time amend the membership of such a committee/working group if the Trust Board considers it appropriate.

6.9

The Trustees of the Association shall be ex-officio members of each committee/working group.

6.10

A meeting of any committee/working group shall be convened by the Chief Executive Officer or the Chair of that committee/working group giving notice to the members of such committee/working group.

6.11

A member of a committee/working group may only participate in a meeting of that committee/working group if present at the meeting.

6.12

A quorum will be deemed to be present even if a member or members of the committee/working group is or are obliged to retire temporarily from the meeting for any reason and provided that at least three members remain the committee/working group shall conduct the business in question.

6.13

In exceptional circumstances, the Chair of a committee/working group may ask each member of a committee/working group to make a decision in writing on a specific matter. In such exceptional circumstances a meeting shall not be required. A decision in writing signed by more than 50% of the members of a committee/working group entitled to receive notice of a meeting of that committee/working group shall be as valid and effectual as if it had been passed at a meeting of the committee/working group duly convened and held, and may consist of several documents in the like form each signed by one or more member or members of the committee/working group, provided that such will be effective only if it can be demonstrated that every member of the committee/working group received notice of the proposed matter. Any such decision shall be minuted as a written decision of the committee/working group and shall be signed by the Chair.

6.14

Subject to any relevant provision in the Constitution or Rules to the contrary, a committee/working group may adopt such procedures for the consideration of a matter as it considers appropriate. The Chair of a meeting shall be responsible for all matters of procedure relating to such meeting and the Chair's decision on such matters will be final and binding. Each member of a committee/working group shall have one vote and the Chair shall, in the event of a tie, have a second and casting vote.

6.15

The minutes of a meeting of a committee/working group if signed by the Chair of such meeting, or by the Chair of the next meeting, shall be conclusive evidence of the matters stated in such minutes.

6.16

The minutes of all committee/working group meetings shall be issued, and a copy sent to all committee/working group members with the notice calling the next meeting of that committee/working group.