

Isle of Man FA Director and Council Member Code of Conduct



1. Scope

- 1.1 This Code of Conduct ("Code") applies:
 - (i) To all Directors appointed to the Board of the Association;
 - (ii) All Members of The Council of the Association ("Council") as defined within the Association's Articles of Association ("Articles");
 - (iii) All individuals appointed to any committee or sub-committee of the Council or of a Board of the Association; and
 - (iv) Where so stated, to past Directors of the Association or past members of any committee or sub-committee of either a Board or Council.
- 1.2 The Code applies whenever a Director, Council Member or Committee Member is
 - (i) conducting the business of the Association;
 - (ii) conducting the business of the office to which they have been elected or appointed; and
 - (iii) when they are acting as a representative or ambassador of the Association.
- 1.3 This Code is supplemental to and should be read in conjunction with: (i) the Articles; (ii) the Standing Orders for the Conduct of Business at Meetings of Council of the Association and Committees of a Board or Council ("Standing Orders"); and (iii) the terms of reference of any committee and/or sub-committee.

2. Accountability

You are accountable to the Association and must exercise your powers in accordance with your legal duties (where applicable) in good faith and for the benefit of the Association, its members, employees and the wider football family. You will be held accountable for your actions and your part in reaching decisions, and must submit yourself to whatever scrutiny is thought to be appropriate to your role.

3. Confidentiality

- 3.1 You must ensure that you handle confidential information in accordance with the law and with regard to the best interests and reputation of the Association.
- 3.2 You must not use confidential information for private purposes or to harm the Association or to maliciously damage the reputation of others, or disclose confidential information to the media or any other third party without the prior authority of the Chair or the Chief Executive Officer (or a nominee of either the Chair or Chief Executive Officer). This obligation continues indefinitely after you cease to hold any position referred to in paragraph 1.1 above.
- 3.3 Confidential information is any information which comes into your possession as a result of your Association role, which you know or ought reasonably to know is confidential including, without limitation, the personal data of individuals who are subject to regulatory proceedings.

4. Press and Media

- 4.1 You are not entitled to discuss or disclose any Association business with or to the press or wider media, unless:
 - (i) It is explicitly part of your remit; or
 - (ii) You are specifically authorised by the Association to do so.
- 4.2 If you receive any enquiries from the press or wider media about the Association you agree not to comment on behalf of the Association and to pass on the relevant information as soon as reasonably practicable to the Chief Executive Officer or Chair of the Association. If you are representing the views of another body as opposed to the Association on a matter affecting the Association, this must be made clear to the media and you should

inform the Chief Executive Officer or Chair of such media engagement. It is acknowledged that your position within the Association may be referred to by the media notwithstanding that you are not commenting on behalf of the Association.

5. Conflicts of interest

- 5.1 You agree to abide by the law, the articles of association of the Association, Standing Orders and relevant committee terms of reference relating to conflicts of interest. You must declare all conflicts of interest in advance and, if required, preclude yourself from participation where a material conflict of interest exists.
- 5.2 You must notify any actual or perceived conflicts of interest to the Chief Executive Officer of the Association through the annual declaration process and on an interim basis, as soon as reasonably practicable after becoming aware of the actual or perceived conflict, if your circumstances change.

6. Decision-making

- 6.1 Whilst you may properly be influenced by the views of others, including the body that has the right to appoint you to the Association, it is your responsibility to decide objectively, independently and in good faith what view to take, and how to vote.
- 6.2 Directors must act in the best interests of the Association in a manner consistent with their legal duties. In particular, a Director must exercise their duties in a way that they consider, in good faith, would be most likely to promote the success of the Association for the benefit of its members as a whole having regard (among other matters) to:
 - (i) The likely consequences of the decision in the long term;
 - (ii) The interests of employees;
 - (iii) The need to foster business relationships with suppliers, customers and others;
 - (iv) The impact of operations on the community and the environment;
 - (v) The desirability of maintaining a reputation for high standards of business conduct; and

- (vi) The need to act fairly as between the relevant members of the Association.

- 6.3 You must not act outside the constitutional framework of the Association.
- 6.4 You should support the Principle of collective decision-making, accept a decision passed by the relevant threshold and support that decision. It is acknowledged that you may wish to convey your dissenting view to a decision to your relevant stakeholders through appropriate communication channels (including for example but without limitation at a Council Meeting) where such decisions may be the subject of further scrutiny or discussion. Such communications shall not be a breach of the Code provided they conform with your duties in relation to Confidentiality (paragraph 3) and Press and Media (paragraph 4). It is recognised that if the decision is not in accord with the views of the body you represent, you may publicly represent the views of that body on that issue.

7. Diligence

You must exercise reasonable skill, care and diligence in carrying out your duties, especially (but not limited to) preparing for and attending Board, Council, committee and sub-committee and other meetings.

8. Allowances and Expenses

You agree to abide by the Association's Expenses Policy as amended from time to time and must ensure that your claims are reasonable, accurate and honest and supported by appropriate documentation and that you do not use the Association's resources for your own, your family or friends' gain.

9. Gifts and Hospitality

You must not accept gifts, hospitality or other benefits from third parties that might reasonably be thought to influence, or be intended to influence, your judgement; or where to do so could bring discredit upon the Association. You will comply in all respects with the Association's Gifts and Hospitality Policy as amended from time to time.

10. Leadership

You should promote and support the Principles set out in this Code by leadership and example, always acting in such a way as to preserve confidence in the Association. You must not knowingly misrepresent the views or policies of the Association.

11. Treatment of Others

You must treat others with respect and dignity (including but not limited to the Association staff and volunteer workforce) and must not bully, harass, victimise or discriminate against any person(s) or do anything which would cause you or the Association to breach any of the equality enactments or could reasonably be considered as bringing the Association into disrepute.

12. Stewardship

You have a responsibility to play your part in complying with and ensuring that the Association uses its resources prudently and in accordance with the law, the articles of association of the Association, Standing Orders, Rules of The FA ("Rules"), regulations adopted by the Association and other constitutional documents of the Association.

13. Betting

You are deemed to be a Participant under The FA's Betting Rules and will comply in all respects with those Rules and any replacement of or amendment to them from time to time.

14. Social Media

When using social media, you must conduct your activity with professionalism, honesty, respect and good judgement and ensure that such conduct is

not in any way detrimental to the Association. The provisions relating to Confidentiality (paragraph 3) and the Press and Media (paragraph 4) shall apply in respect to social media.

15. General Conduct and Behaviour

15.1 No code of conduct can be all-embracing and it is necessary to honour the spirit of the Code as well as its letter. Your behaviour should be honest, ethical, impartial and considerate, and dedicated to the development and good management of the Association. Should your conduct or behaviour fall below these standards, the Code may apply, notwithstanding that such conduct or behaviour is not covered explicitly above.

15.2 For the avoidance of doubt and, in exceptional circumstances only, the Code may also apply in respect of historical conduct or behaviour (which shall be limited to the period of time served in any role described in paragraph 1.1 above) and to actions carried out while not acting in an official Association capacity which could reasonably be considered as bringing the Association into disrepute.

16. Breach

16.1 If you are accused of a breach of this Code you will submit to the Association's disciplinary process which is set out in **Appendix 5.1**, and abide by the result (subject to any right of appeal included in that process).

16.2 In accordance with the Articles and the Standing Orders, a breach of this Code may result in removal from office.

Review

This Code shall be subject to review as required and at least every three years.

I agree to abide by this Code of Conduct:

Signature: Name:

Date:

Appendix 5.1

1. Procedure in the event of an alleged breach

In the event that an individual alleged to be in breach of the Code is an employee of the County FA (including the CEO) the relevant disciplinary processes as set out in the employee's contract and the Association's Disciplinary Policy shall be followed in the first instance.

In the event that an individual alleged to be in breach of the Code is a Participant (pursuant to the Rules as amended from time to time), the relevant disciplinary processes as set out in the Rules shall be followed in the first instance.

Nothing shall prevent any action being taken pursuant to the Code of Conduct or these procedures following the instigation of an employment or Rules related disciplinary process.

Where there are reasonable grounds to suspect that an individual has breached the Code, all relevant evidence shall be passed to the Chief Executive Officer ("CEO") of the County FA. Where the allegation is against the CEO, the relevant evidence should be passed to the Chair or a Board Director designated by the Chair ("designated person"). The CEO (or designated person) shall then as soon as reasonably practicable commence a four-part process:

- 1.1 **Decision on whether there should be an Interim Suspension or other appropriate interim action;**
- 1.2 **Investigation and Recommendation;**
- 1.3 **Decision and Sanction; and**
- 1.4 **Appeal Process.**

Each part of the process is more particularly described in paragraphs 1.1 to 1.4 below. Where considered appropriate, the Chair and a Vice-Chair or other Board Director of the County FA may jointly agree to vary the process set out in paragraphs 1.1 to 1.3, and the Chair may vary the Appeal Process set out in paragraph 5 (except where the Chair or the relevant Vice-Chair of the County FA is the subject of an ongoing disciplinary process). A variation to the process may include, but shall not be limited to, a person other than the CEO/ designated person, or together with the CEO/ designated person, leading the process as described below.

All parties involved in an investigation and related proceedings shall act in a spirit of cooperation to ensure that proceedings are conducted expeditiously, fairly and appropriately.

1.1 Decision on whether there should be an Interim Suspension or other appropriate interim action

Where there are reasonable grounds to suspect that an individual has breached the Code, the CEO/designated person shall have the power to order that the individual be suspended on an interim basis from his/her duties or that other appropriate interim action be taken pending an investigation. Any such power shall only be exercised in consultation with the Chair (or in the event that the Chair is the subject of the disciplinary process a suitable alternative that is agreed by the Vice-Chair of the County FA). A non-exhaustive list of factors to be considered when reaching this decision include:

- (a) The strength of the evidence available;
- (b) The seriousness of the alleged breach;
- (c) Whether there are any relevant safety or welfare concerns to be considered; and
- (d) Whether the individual is to fulfil any duties on Association business prior to a final decision being reached.

1.2 Investigation and Recommendation

- 1.2.1 The CEO/designated person shall carry out an investigation into all alleged breaches of the Code, which shall include (where practicable) giving the individual an opportunity to answer any allegations made. The CEO/designated person shall be entitled to request any reasonable support in conducting the investigation including for example but without limitation the appointment of a third party to assist in the investigation. The CEO/designated person or the alternative competent investigator assisting the CEO/ designated person in the investigation will interview the individual and any witnesses to produce statements, which will be used in the formation of the recommendation. At the end of any investigation, the CEO/ designated person shall consult with

the Chair (or if the Chair is the subject of the disciplinary process a suitable alternative that is agreed by the Board of the County FA (as appropriate) and then provide a written report (the "Report") to the individual which shall include the following:

- (a) Details of which section(s) of the Code are alleged to have been breached;
- (b) Details of relevant evidence to support the allegation(s); and
- (c) The CEO/designated person's conclusion on whether there is sufficient evidence for the matter to proceed.

- 1.2.2 Upon receipt of the Report from the CEO/designated person, the individual shall be granted a reasonable opportunity to provide any further written submissions that he/she may wish to put forward prior to a final decision being reached by the "Deciding Panel" (see 1.3 below).

1.3 Decision and Sanction

- 1.3.1 The Chair (or if the Chair is the subject of the disciplinary process a suitable alternative that is agreed by the Vice-Chair of the County FA) shall constitute a "Deciding Panel" which shall comprise of at least two members and may include the Chair, the Vice-Chair of the Association, the Senior Independent Director or other persons (including persons independent from the Association). No person shall participate in the Deciding Panel where they have a conflict of interest.
- 1.3.2 Bearing in mind the nature of the matter before them, the Deciding Panel may appoint any third party, such as an expert in one of the protected characteristics under the Equality Act 2010, to provide them with guidance on any matter involving the alleged breach including for example but without limitation:
- (i) Whether a breach may have occurred;
 - (ii) The severity of the breach; and/or
 - (iii) If relevant, an appropriate sanction.

- 1.3.3 The individual against whom the allegations are made shall have the opportunity to appear before the Deciding Panel if so requested by the individual. The Deciding Panel may also request that the individual appear before it if the Deciding Panel consider this to be necessary and appropriate. The individual may choose to be accompanied by a representative. If the individual chooses to have formal legal representation, this shall not be at the County FA's cost.

- 1.3.4 The Deciding Panel may speak directly with a complainant or witness or other persons as it may choose.

- 1.3.5 The Deciding Panel shall collectively decide, after considering the Report provided by the CEO/designated person, together with any written or oral submissions by the individual, complainant and any witnesses as well as the views of any third party whose guidance is sought, whether there has been a proven breach of the Code, and on any appropriate sanction.

- 1.3.6 The Deciding Panel shall consider the admissibility of anonymous evidence on a case by case basis in the context of the fairness of the proceedings as a whole and on the assumption that such anonymous evidence shall only be admissible in exceptional circumstances. In doing so, the Deciding Panel shall consider the significance of such evidence (for example, if the evidence is new or is available from other sources) and the reason(s) for the witness wishing to provide the evidence anonymously.

- 1.3.7 In reaching a decision the Deciding Panel shall apply the civil standard of proof being "the balance of probabilities".

- 1.3.8 The following non-exhaustive list of matters may be taken into account when considering the appropriate sanction:

- (a) The severity of the breach of the Code;
- (b) The manner in which the individual has acted following the alleged breach, including, for example, the manner in which the individual has co-operated with the investigation;

- (c) Any other mitigating factors; and
 - (d) Whether the individual can continue to represent the County FA, including fulfilling his/her duties on the Board of the County FA, or Council or on any County FA Committee(s) with integrity and credibility.
- 1.3.9 Available sanctions may include, but are not limited to, any one or more of: a warning, censure, suspension of any nature and duration, or removal from office. The factors that the Deciding Panel shall consider when determining the appropriate sanction are set out in paragraph 1.3.8 above.
- 1.3.10 The individual shall be notified of the decision in writing with reasons.

1.4 Appeal Process

- 1.4.1 The individual may appeal against any finding that he/she has breached the Code, and/or against any sanction imposed following such a finding.
 - 1.4.2 The notice of an appeal must be lodged with the Chair within 14 days of notification of the decision appealed against.
 - 1.4.3 The notice of appeal must:
 - (a) Identify the specific decision(s) being appealed;
 - (b) Set out the grounds of appeal;
 - (c) Set out a statement of all of the facts and submissions upon which the appeal is based; and
 - (d) Confirm whether the individual requests an oral hearing.
 - 1.4.4 The available grounds of appeal shall be only that:
 - (a) The Deciding Panel misinterpreted or failed to comply with the Code or any rules or regulations relevant to its decision;
 - (b) New evidence has come to light that was not available at the time of the original hearing;
 - (c) The Deciding Panel came to a decision to which no reasonable such body could have arrived at; and/or
 - (d) The Deciding Panel issued a sanction which is excessive.
- 1.4.5 The appeal shall be considered and finally determined by the Chair unless
- (i) The Chair has been a member of the Deciding Panel in which case the appeal shall be considered by a nominee of the Chair; or
 - (ii) The appellant specifically requests that the appeal is determined by an Appeals Panel, in which case the Chair shall constitute such an Appeals Panel and the provisions of paragraphs 1.3.1 and 1.3.2 of this procedure shall apply.
- In the event that an oral hearing is requested:
- (a) The Chair shall have the right to appoint other persons to act as his/her advisers during the hearing. Such persons shall not, however, vote on the final decision which shall be the Chair's.
 - (b) The Chair may adopt such procedures as he/she considers appropriate and expedient for the just determination of any appeal, and shall not be bound by any enactment or rule of law relating to the admissibility of evidence in proceedings before a court of law.
 - (c) The individual appearing before the Chair may be accompanied by a representative (as per paragraph 1.3.3 above). Any such representative shall not be permitted to give evidence as a witness. The Chair may, in his/her discretion, appoint any person (who shall not be a professional legal adviser) ("the Respondent") to present the case against the individual. The Chair may also proceed in the absence of any party, unless he/she is satisfied that there are reasonable grounds for the failure of the party to attend, and shall do so in such manner as he/she considers appropriate.

- 1.4.6 Following consideration of the submissions of the parties (whether at an oral hearing or in writing), together with all documentary evidence presented, the Chair may:
- (a) Allow or dismiss the appeal;
 - (b) Remit the matter to be considered again by the Deciding Panel;
 - (c) Exercise any power which the Deciding Panel could have exercised; or
 - (d) Make any further or other order considered appropriate, either generally, or for the purpose of giving effect to his/her decision.
- 1.4.7 In the event that the Chair is the subject of the disciplinary procedures, one of the Vice-Chair of the County FA shall be responsible for the application of the relevant procedures set out in 1.4 and the notice of appeal shall be lodged with the CEO.

2. Confidentiality/Publication of proceedings

- 2.1 Subject to paragraph 4.2 below, the investigation and any related proceedings shall be confidential between the County FA and the individual concerned.
- 2.2 The County FA shall have the power to publish in the public press, on a web site or in any other manner considered appropriate:
- (i) The outcome of any investigation and related proceedings;
 - (ii) The details of any decision; and
 - (iii) The representations, submissions, evidence and documents created in the course of the investigation and related proceedings. Subject to their duty of confidentiality as set out in the Code, the individual may choose to make a public statement following the published outcome of the disciplinary process.

3. Arbitration

- 3.1 Subject to paragraph 3.2 below, any dispute or difference arising out of the Code of Conduct or these procedures shall be referred to The Football Association.
- 3.2 Where there has been an alleged breach of the Code the individual that is alleged to have committed the breach may not commence an arbitration until such time as the process set out in paragraphs 1.1 to 1.4 above has been concluded.