



LondonFA

Title: London FA AGM 2020 #7 - Briefing paper explaining proposals for amendments to London FA Articles of Association

Meeting: London FA AGM

Date: 23 November 2020

Author(s): London FA Board

EXECUTIVE SUMMARY

These amendments follow much deliberation and consultation among board and Council members since 2019. At the centre of these proposals are three main areas needing amendment or decision – A1, 2 and 3.

The current difficulties as regards holding London FA General and Council meetings brought on by the COVID-19 pandemic have also led us to add other proposals to support engagement of members – B.

Finally, also proposed are one or two smaller changes which clarify current uncertainties – C.

A. Three main areas needing amendment or decision.

A1. Voting rules for Council-elected Directors: clarity is required on which appointed, elected and ex-officio members of Council have votes to decide on the Council-elected directors.

A2. Selection of Board and Council members by Nominations & Remunerations Committee: a different process is required to avoid any conflicts of interest.

A3. Deputy Chair Election: should this be for council-elected directors on the London FA Board only, or for all Football Directors on the London FA Board?

Summary note on A1 - Voting rules for Council-elected Directors.

This required us to bring our governance standards up to date with Sport England / UK Sport Tier 3 requirements. We have sought to do this without in any way disadvantaging the 8 incumbent and 2 currently proposed Vice-Presidents.

The amendments will propose that we introduce a NEW category of Council members - up to 10 Life Vice-Presidents - who will have all the rights of the current Vice-Presidents. The Life Vice-President position will be in recognition of outstanding service and contribution to grassroots football in London and **WOULD NOT REQUIRE** the incumbents to stand for re-election every 3 years. We would invite all the 8 current & 2 currently proposed Vice-Presidents to become Life Vice-Presidents.

Alongside the introduction of this new Life Vice-President position we propose we *retain* the current category of 10 Vice-Presidents as an elected post but in future with a *maximum consecutive period of office of 3 terms of 3 years*. From this year 2020 onwards, the 10 elected Vice-Presidents will be *able to vote in the election of council members to the London FA Board*. Vice-Presidents would be proposed & elected from Council and would have to have served on Council for a minimum of 3 years.

The Board hopes that members find this a satisfactory approach to address the twin goals of recognising & honouring outstanding service while ensuring we bring governance rules up to date.

DETAIL OF PROPOSALS FOR AMENDMENT OF LONDON FA ARTICLES

INTRODUCTION

The current Articles of Association for the London FA were approved by members at an Extraordinary General Meeting (EGM) on 16th January 2019 with a small number of additional amendments made at an EGM in May 2020 to deal with the consequences of COVID-19. At the EGM in January 2019, the London FA Board committed to reviewing these Articles in early 2020, in consultation with the London FA Council, and any further changes would be put to the members at the 2020 AGM, which was then fixed for June 2020. The 2020 AGM date has now been changed to 23 November 2020.

PROPOSALS

A. Main areas needing amendment or decision

A1. Voting rules for Council-elected Directors

It has been recognised that the current process, which restricts voting to elect Council-elected Directors to the Council members listed at Article 36 (vi), is controversial and should be reviewed. However, concern was expressed that the Articles do not provide enough clarity on the specific role, selection of and terms of office for various ex-officio positions (President, Vice-Presidents, Representative of Professional Clubs, etc). The Board was open to considering extending the right to vote in Council elections for Council-elected Directors to be granted to one or more specific categories of ex-officio members, but in order to do this wanted more clarity on the purpose and rules governing these positions.

In order to address this, we need to firstly understand what the different categories of council members are, what are their current voting rights and any other rules related to these positions. This detail is attached at Governance Report Appendix 1 – Current Categories and Conditions

Taken together, if every category is included, there could be up to 93 members of the London FA Council who could choose the 4 Council members to be elected to the board. This is even without including Past Presidents and Honorary Vice-Presidents. Our proposals below would increase the number of those entitled to stand as and to vote for Council-elected directors, but only from 50 to a maximum of 65.

The recommendations are:

1. Chair & Board members

The working party proposes that we DO NOT allow the Chair or Board members to vote for Council-elected directors because existing directors should not be able to influence by their votes who Council chooses as new directors. **This does not change the present position.**

2. Vice-Presidents

We propose that the maximum number of Vice-Presidents remains at 10 and that Vice-Presidents will continue to be nominated by Council for election at the AGM in every election year. But we propose we **clarify and change the role of Vice-Presidents and the process for choosing them from 2020, and**

from 2020 give all elected Vice-Presidents new rights to stand as and vote for Council-elected directors. This changes the present position.

In return Vice-Presidents should be democratically accountable to Council. The working party therefore proposes that all Vice-President positions should be up for election in 2020 and in every subsequent election year. Maximum term limits of 3 terms of 3 years should be introduced for Vice-Presidents from 2020 (but not applied retrospectively).

To facilitate the easiest transition and to avoid suggestions that we are introducing rules retrospectively, we propose that in 2020 the rules limiting all Council members to a maximum period of 3 terms of 3 years will not be applied to those individuals who are Vice-Presidents on 31st March 2020 and are re-elected as Vice-Presidents at the 2020 AGM. These Vice-Presidents will be eligible to be re-elected as Vice-Presidents for a maximum of three further terms from 2020.

We also propose that from 2020 a minimum of 30% (i.e. 3/10) of Vice-President positions should be reserved for females and 30% (i.e. 3/10) reserved for males, in line with the Governance Code for Sport Tier 3 requirements and our existing gender requirements governing membership of the London FA Board. We propose also adding one new requirement - that from 2020 to be elected as a Vice-President an individual would need to have served at least one term as a Council member.

We recognised that these changes will alter the function and purpose of the Vice-Presidents' roles away from long service. We are therefore recommending that all 10 Vice-Presidents should in future be recognised as senior members of the London FA Council and each take responsibility for an identified portfolio. This portfolio would be recommended by the London FA CEO and based on the new London FA 2020-2025 strategy. Specific role profiles would be developed for these Vice-President positions and would include the following requirements: (i) Council members would need to demonstrate they have significant experience and expertise in this area, (ii) they should be ready to work with the London FA staff responsible for this area of work by providing support, advice, guidance and new ideas, and (iii) they should be ready to represent this area of work and the London FA externally.

The 10 initial identified portfolios are: (i) safeguarding, (ii) football discipline, (iii) male adult football, (iv) female adult football, (v) youth football, (vi) disability football, (vii) inclusion and diversity (with a specific focus on lower socio-economic groups), (viii) coaching, (ix) refereeing and (x) marketing and communications.

All nominees would indicate their preferred portfolio or portfolios but it would be the London FA Board's role to work to allocate specific portfolios to each Vice-President once Vice-Presidents are elected.

3. Life Vice-Presidents

We understand that it is very important to recognise significant and excellent long service, both by existing Vice-Presidents and others. We therefore propose to do this in a clearer and more permanent way by introducing a new category of senior Council member, Life Vice-President, to honour London FA Council members who have given significant long service to the London FA. **This is a new proposal.**

We propose that this new category be established from 2020, that there should be a maximum of 10 Life Vice-Presidents at any time, and that these positions will be for life or until retirement and therefore will not be bound by term limits. Life Vice-Presidents must be nominated by Council, elections will be by the members at the AGM in each election year, and the number of new Life Vice-Presidents elected at any AGM cannot increase the number to more than 10.

As a transitional arrangement in 2020 only, we propose that all Vice-Presidents in office or already nominated as at 31st March 2020 should, as an alternative to seeking election as Vice-President at the

AGM in 2020 (and later for a maximum of two further terms at the following two AGMs in election years as permitted by new maximum consecutive term limit), have the right to seek nomination by Council at the AGM in 2020 as Life Vice-President in recognition of their significant and excellent long service to the London FA. There are ten people currently in this category.

From 2029 only, individuals who have served for 3 terms of 3 years (9 years in total) as a Vice-President will be eligible to seek nomination as Life Vice-Presidents. We also propose that as the nature of these roles are for life or until retirement and therefore not democratically accountable (i.e. not subject to term limits or re-election), Life Vice-Presidents will have the right to vote on Council business but not to stand for or vote in elections for Council-elected directors.

4. Life Members

We propose that each existing Life Member may continue as a Life Member with the right to vote on Council business, and we propose that in recognition of their long and meritorious Council service existing Life Members may also stand for or vote in elections for Council-elected directors. **This clarifies the present position and is linked with a new proposal that in future the Life Member category is replaced by the category of Life Vice-Presidents (a maximum of 10, as above), which is a change to the present position. No change is required in the position of the (three) existing Life Members.**

5. President

We propose to **increase the rights of the President and allow the President to stand for and vote in elections for Council-elected directors. This is a new proposal and changes the present position.** This is because the President is the most senior member of the London FA for their period of office (which is limited to 3 terms of 3 years) and it would be anomalous for the President to have no right to stand as or vote for Council-elected directors if less senior officers, i.e. Vice-Presidents, are entitled to stand as and vote for directors. Each President's right to vote for directors ends when their presidential term ends.

6. Past-Presidents

We propose that we do not allow the (unlimited number) of Past Presidents to stand as or vote for Council elected directors. They have no existing voting rights. **This does not change the present position.**

7. Professional Club Representatives

We propose that we do not allow Professional Club Representatives to stand as or vote for Council elected directors as these should be for grassroots football representatives. **This clarifies the present position.**

8. Honorary Vice-Presidents

We propose that we do not allow the (unlimited number) of Honorary Vice-Presidents to stand as or vote for Council elected directors as Honorary VPs have no existing voting rights, and, as the title implies, they are honorary officers and with no maximum number of terms. **This clarifies the present position.**

9. The FA Representative

We propose that we officially recognise the FA Representative as a Council member, and that he or she is granted full voting rights and can stand and vote for Council-elected Directors. **This is a new proposal.**

In summary from 2020 the proposed rules for election and entitlement to vote will be as follows:

Category	Term limits	General voting rights	Votes for Council-elected Directors	Pre-conditions	Any other comments
President	Yes (3x3)	Yes	Yes	None	Nominated by Council, elected at the AGM
Vice-President	Yes (3x3)	Yes	Yes	Served at least one 3-year term as Council member	All 10 Nominated by Council, elected at the AGM Minimum 30% female and 30% male
Life-Vice President (NEW)	No	Yes	No	From 2023, have served 3 terms of 3 years as a Vice-President	Nominated by Council, elected at the AGM
Life Members	No	Yes	Yes	N/A - no new Life Members to be added	N/A - no new Life Members to be added
Past-Presidents	No	No	No	Have served previously as President	
Honorary Vice-Presidents	No	No	No	Currently to have served 20 years as a Council member. This will need to be reviewed	Nominated by Council, elected at the AGM
FA Representative	Yes (3x3)	Yes	Yes	Selected by Board through open and transparent process	

We also propose to state clearly in the Articles that no individual will be able to have more than one vote in any election or item of Council business, irrespective of the number of ways in which they become Council Members (i.e. Board member and Vice-President).

A2. Selection of Board and Council members by Nominations & Remunerations Committee

The Nominations & Remunerations Committee (the Committee) is made up of members of the Board, as set out in Article 90. Currently members of the Committee are responsible for selecting new Board and Council members, many of whom they already have an existing relationship with. This is recognised as a conflict of interest.

We propose that the most logical way forward to address any conflicts of interest would be to bring in external people from an independent standing panel (the Panel) to join the Committee for these decisions, and to give these panel members the responsibility to share in the interviews and the vote on these decisions.

For clarity, we would refer to the definition of independent as set out in the Sport England and UK Sport Governance Code for Sport:

'a person is independent if they are free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be 'independent' even if they are a member of the organisation and/or play the sport. Examples of a 'close connection' include: (a) they are or have within the last four years been actively involved in the organisation's affairs, e.g. as a representative of a specific interest group within the organisation such as a sporting discipline, a region or a home country; (b) they are or have within the last four years been an employee of the organisation; or (c) they have close family ties with any of the organisation's directors or senior employees.

We therefore propose that the London FA Nominations & Remunerations Committee (the Committee) decide who the panel members are, and this would be done by recruiting externally, we suggest once every three years. Recruitment for panel members should be advertised in a way that is likely to bring the vacancies to the attention of the public and all people appointed must have applied. Panel members would be people who, while independent, have experience in other County FAs, the FA, Sport England, professional football clubs or professional football club community trusts, sports academies, or university or college football clubs or societies, or other relevant walks of life. No-one appointed to the panel could take part in any decision about anyone known to them. Panel members could serve either only for the purpose of Board / Council appointments or also when there were any complaints against Board members and/or the Chief Executive.

We propose that the panel is gender balanced and as far as possible broadly representative of London's ethnic diversity, age and other characteristics and abilities. It should comprise a maximum of four people.

Board Recruitment

We propose that all applicants to be directors (apart from Council-elected directors) will be interviewed by the committee.

To nominate existing directors for re-appointment as directors, at least two panel members (a minimum of one female and one male to guarantee gender equality) will serve on the Committee to take part in and vote on these decisions together with the London FA Chair or the Deputy Chair.

To nominate new directors to be appointed when the nominees are neither existing directors nor Council members, the rules governing this process can be slightly different as there is no conflict of interest. In this instance one panel member will take part in these interviews alongside one member of the Committee and in addition to the London FA Chair or Deputy Chair. To guarantee gender equality, the Panel and Committee members conducting the interviews must include at least one female and one male.

Applicants to join the board can only be approved and recommended to the board for appointment as board members if they have majority support of the interviewing committee.

Council Recruitment

We propose that for Council member appointments, recruitment is different, to reflect the larger numbers involved and to avoid creating an approach that is overly bureaucratic and hard to execute. We therefore propose the following change:

All applicants to Council (new and existing) will need to apply and be interviewed. The application process will be simple (e.g. an email to the London FA CEO of between 50 and 300 words describing

why the applicant feels they are suitable to become a Council Member). All applicants will then be interviewed by the London FA Chair or Deputy Chair and a minimum of one panel member. To guarantee gender equality, those conducting the interviews must include at least one female and one male.

Applicants to join Council must be approved by the interviewing committee and can be recommended to the Board for appointment as Council members only if they have the support of the interviewing committee. Furthermore, when the Board is considering the Council member appointment recommendations, the panel member(s) involved in the interviews will be present at the Board meeting and be invited to contribute to the discussion.

A3. Election of LFA Deputy Chair

At the EGM on 16th January 2019, it was agreed that ahead of the 2020 AGM the London FA would review whether the position of the London FA Deputy Chair should be restricted to Council-elected Board Directors only or open to all Board Football Directors, and that a decision between these options would be on the agenda of the 2020 AGM.

We propose that the current arrangement, which is that the Deputy Chair role is open to all Board Football Directors, should remain in place.

We also propose that we keep the current arrangement that the board of directors rather than the Council has the right to elect the LFA Deputy Chair. This election will be through a preferential voting system and in the event of a tie the LFA Chair will have the casting vote. We propose also that the Deputy Chair will be elected no later than the second Board meeting following the appointments of new Board members.

B. Proposals for changes in London FA general and council meetings, to include meetings to change Articles to allow remote participation and voting.

B1. We propose that the Articles are amended to make clear that, with the agreement of Council, the Board can decide to allow members to participate remotely in general and Council meetings, if confidentiality and security can be technically secured.

B2. We propose that the Articles are amended to make clear that, with the agreement of Council, the Board can decide to allow members to vote remotely in general and Council meetings, if confidentiality and security can be technically secured.

B3. We propose to allow that members who participate remotely can be counted towards the quorum for general and Council meetings and added to those entitled to vote in future on proposals to alter our Memorandum or Articles, provided confidentiality and security can be technically secured.

C. Proposals for small changes to Articles to clarify matters which have arisen in recent meetings or have been raised by members

C1. We propose to make clear that no individual member or Council member can have more than one position at the same time on the Council or more than one vote on any business or in any election, and to allow vacancies on Council to be filled.

C2. We propose to clarify that Council members and directors can serve for a third continuous term, providing they have not served for three continuous terms by the beginning of their third term.

C3. We propose to clarify the already existing powers of Council to remove LFA officers to make them more precise and fairer.

C4. Lastly, we will propose some drafting and minor amendments with no change of substance.

Paul Bickerton,
London FA Chief Executive, on behalf of the Board – September 2020