



THE FA'S CODE OF GOVERNANCE FOR COUNTY FOOTBALL ASSOCIATIONS

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Unite the game, inspire the nation

In a world where change is accelerating at an incredible rate, the need for effective governance is paramount to meet the modern day challenges in our game. Football is not immune to this change and none of us should be afraid to embrace it. We believe this Code will help us develop strong governance to promote the success we all strive for. We encourage you to adopt it in order to equip our game for a brighter, more successful future.

Our national community across grassroots football includes more than 100,000 teams and as a football loving nation, there are more than 30 million spectators and 11 million participants. Football has the power to inspire and influence societal change. This is why it is vital that we are set-up appropriately through exceptional governance.

Given the huge responsibility – and privilege – that County FAs have in terms of developing, governing and regulating the game, we have a collective responsibility to ensure that our governance is ‘gold standard’. This will help us deliver the best possible outcomes for football as ultimately, strong governance structures help organisations address potential blind spots, ensuring that the organisation benefits from a strong range of appropriate skills complimented by effective decision-making structures. This reduces risks, improves performance and drives long-term organisational success.

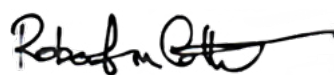
Football is For All. It’s a clear statement from The FA about how diversity and inclusion underpins everything that we do. It’s language that’s woven into the organisation.

As formats of the game change at a previously unheard-of rate, it’s more important than ever that we have diverse talent shaping thinking across our organisations; on our Boards, our Councils and our Executive teams. Diverse teams are more likely to bring broader thinking into how we do things and can relate better to our participants and our communities and ultimately improve our performance.

Where does For All fit into Governance? Firstly, the benefits of diversity in workplaces are clear and indisputable. There is lots of research that evidences how diverse companies outperform those who aren’t. It’s not a matter of opinion – having inclusive County FA structures that are representative of the diversity of our participants and of our local populations is simply the right thing to do. Football deserves the very best that we have to offer and governance is critical in this respect. With strong governance, we will be the best positioned we can be to ensure we thrive in the future by serving our participants in the most effective way.

This Code breaks down how our Governance structures can collectively be aligned to help us deliver Football For All. It encourages us to shine a spotlight on our governance and dissect how we are equipped to make decisions to best serve the game. Elements of this may be challenging at times. It requires that we look inward. It asks us to challenge ourselves. It asks that we look forward. It asks us to make changes. Throughout this self-examination, it is important that we accept that our responsibilities are to the game and always seek to improve what we do.

We are excited about the journey ahead and are sure you will find this Code an invaluable tool. We strongly encourage you work towards this Code and lead the way for the local governance of sport in England.



Bob Cotter

Chair,
National Game Board



Sue Hough

Vice Chair,
National Game Board



Setting a governance 'gold standard' that's football-specific

Back at the start of 2018, at a County FA Chief Executive Officer day at St George's Park, our County FA lead executives undertook an exercise to look forward and identify what collective actions are required to ensure County FAs thrive in the future. At the time, governance was one of the key areas discussed and it was unanimously agreed that football deserved the highest possible regional governance standards of any sport in England. That set the ball rolling with this piece of work.

Following consultation, a working group was set up to craft a Code that met this requirement. The existing gold standard, the Sport England Code of Governance, was used as the template. The working group was tasked with adapting this Code so that it was refined specifically for football and for County Football Associations, whilst staying true to the highest possible requirements of the existing Code. All 58 requirements of this Code were analysed, discussed and debated at length. Some remained, some were adapted, some were removed, and some new ones were added. At the end of many months of work, the new 'Code of Governance for County Football Associations' was produced and it now contains a total of 65 requirements.

These requirements are broken down and fall under five key Principles, as per the Sport England Code on which it is based. These are:

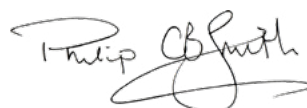
- Structure (31 requirements);
- People (15 requirements);
- Communication (4 requirements);
- Standards & Conduct (6 requirements);
- Policies & Processes (9 requirements).

If we look at this Code as being the destination, it's fair to say that County FAs will be on various stages of the journey. We recognise that Counties will need to take steps at their own pace. To help Counties navigate the path there is lots of support available, including many documents and guidance materials that are referenced in the toolkit, support from FA staff and of course support from one another. We encourage Counties to

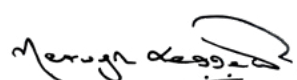
learn from and to support each other; many of you will be facing similar challenges and some of you will have already overcome those challenges and can share learnings from your journeys.

The working group was made up predominantly of County FA representatives, with representation also from the youth council, Sport England and The FA. The work of this group was overseen by a steering group. As members of the steering group, we are delighted to have been a part of this project and are very proud of this new Code. We pass on our sincere thanks to all those who contributed. We believe it is a significant piece of work that will put County FAs into the strongest possible positions in terms of building and executing strategies and operational plans that deliver the greatest outcomes for football. In doing that, it will also help ensure County FAs are best positioned to succeed and to thrive in the future.

The Affiliated Associations have asked for a 'Gold Standard' Code that is specific for football. We believe that this new Code delivers on that request. We encourage all County FAs to embrace and adopt this Code and trust that you find it a valuable tool.



Philip Smith
Chair,
**Affiliated Association Committee
and Member of Code of
Governance Steering Group**

Mervyn Leggett
Member of Code of Governance
Steering Group



WORKING GROUP MEMBERS

- **Colin Bridgford**
Affiliated Associations Committee Vice Chair/
Manchester County FA Chief Executive Officer
- **Peter Ducksbury**
Affiliated Associations Committee/Westmorland
County FA Chief Executive Officer
- **Ian Mason**
Affiliated Associations Committee/Oxfordshire
County FA Chief Executive Officer
- **Sarah Nickless**
Affiliated Associations Committee/The FA
Youth Council
- **Roy Northall**
Affiliated Associations Committee/Worcestershire
FA Chairman
- **Paul Bickerton**
London FA Chief Executive Officer
- **Lynsey Tweddle**
Head of Corporate Governance, Sport England
- **Kevin Coleman**
The FA Equality and Diversity Manager
- **Dal Darroch**
The FA Head of Diversity & Inclusion Strategic
Programmes
- **Tim Foster**
The FA Head of Operations
- **Mark Hardcastle**
The FA Senior Operations Delivery Manager
- **Sam Hobbs**
The FA National People Development Manager
- **Richard McDermott**
The FA Company Secretary

STEERING GROUP MEMBERS

- **Mervyn Leggett**
National Game Board Chairman up until July 2019
- **Philip Smith**
Affiliated Associations Chairman, National Game
Board Member, Kent County FA Chair
- **Phil Smith**
Director of Sport, Sport England
- **Dal Darroch**
The FA Head of Diversity & Inclusion Strategic
Programmes
- **Tim Foster**
The FA Head of Operations
- **Mark Hardcastle**
The FA Senior Operations Delivery Manager
- **Richard McDermott**
The FA Company Secretary

DEVELOPMENT OF THE CODE – TIMELINE



How to use this Code

This Code has been designed for County Football Associations. Across England there are 47 Affiliated Associations that are termed County Football Associations for the purposes of this Code (including the island associations and The Amateur Football Alliance). County Football Associations that have charity status are recognised throughout this Code and the Code applies equally.

Dispensations are provided to the three armed services associations and education partners for certain requirements of this Code. These are not highlighted in this document, but armed services and educational partners are in separate direct dialogue around their specific requirements.

Before the Code itself, the next few pages of this document cover:

Model Articles of Association: We have worked with Northridge Law to create a new set of Model Articles of Association. These are compliant with The FA County FA Code of Governance and can be found in **Appendix 1**.

Outline of the Five Principles: An overall explanation and why each Principle is important.

Definitions: **Page 14** contains a list of definitions of key terms.

The main Code, which starts on **page 16, is then broken down as follows:**

The Five Principles

These break down the key themes under which the requirements are detailed, and for each Principle we explain why it is important. As you'll see, each Principle has been given a different colour, to make navigation easier.

The Requirements

The requirements break down a set of actions that ensure each Principle can be met. There are 65 requirements in total. Each requirement is highlighted in the colour we have given each Principle and are in number order. All requirements must be met in order to achieve the Code, unless dispensation is provided as detailed above.

The requirements are not listed in any order of relative importance.

Commentary

The requirements are explained in full detail in a commentary. The commentary is intended to clarify the details of the requirements and eliminate any grey areas or potential confusion.

Tools/resources

Where relevant, each requirement signposts you to tools and resources to help guide you. These are usually in the form of Appendices to this document, but occasionally point to third-party resources.

For any further clarity on any elements of this Code or the supporting materials, please contact your Regional Manager, Mark Hardcastle or myself directly. We are all here to support you and look forward to working with you on this journey.



Tim Foster

Head of Operations,
The FA

LOOKING AHEAD



Once a County FA has been assessed against the Code, and is deemed to be compliant, the logo on the right will be issued in digital and print-ready artwork forms. It can then be used on County FA external and internal communications channels, as appropriate.

The Five Principles of Good Governance

PRINCIPLE 01: STRUCTURE (31 REQUIREMENTS)

County Football Associations shall have a clear and appropriate governance structure, led by a Board which is collectively responsible for the long-term success of the Association and exclusively empowered to lead it. The Board shall be properly constituted, and shall operate effectively.

Why is this important?

The right governance structure with decisions made at the right level enables the best decisions to be made to drive the success of the Association.

Having an appropriate governance structure demonstrates to all stakeholders that the Association is well managed. This is key to winning the confidence of staff, suppliers and potential investors and also provides a framework for the Association's growth and development.

PRINCIPLE 02: PEOPLE (15 REQUIREMENTS)

County Football Associations shall recruit and engage people with appropriate diversity, independence, skills, experience and knowledge to enable effective decisions that further the Association's goals.

Why is this important?

Diverse, skilled and experienced decision-making bodies which contain independent voice and engage in constructive, open debate enable good decision-making.

PRINCIPLE 03: COMMUNICATION (4 REQUIREMENTS)

County Football Associations shall be transparent and accountable, engaging effectively with stakeholders and nurturing internal democracy.

Why is this important?

Being responsive to members, participants and stakeholders, understanding their interests and hearing their voice helps shape the Association's governance and strategy. Transparency about why the Association exists, what it is trying to do, how it is doing it and with what results empowers stakeholders by giving them the information about the Association that they need to know.

PRINCIPLE 04: STANDARDS AND CONDUCT (6 REQUIREMENTS)

County Football Associations shall uphold high standards of integrity, and engage in regular and effective evaluation to drive continuous improvement.

Why is this important?

Having the right values embedded in the culture of the Association helps to protect investment and enhance the reputation of the Association, earning stakeholder trust. Constantly seeking to improve makes an Association swift to respond to new challenges and opportunities, reducing risk and maximising performance.

PRINCIPLE 05: POLICIES AND PROCESSES (9 REQUIREMENTS)

County Football Associations shall comply with all applicable laws and regulations, undertake responsible financial strategic planning, and have appropriate controls and risk management procedures.

Why is this important?

Understanding the legal environment and having in place appropriate financial and other controls help mitigate risk and enhance stakeholder trust.

Definitions

On this page, the words 'organisation' and 'Association' refer to the County FA.

The following are definitions of key terms which are used in this Code.

Board – this means the organisation's governing body. This may be called the Board (or Board of Directors or Board of Governors), the Trustees, the management committee or some other name. It is the body with overall and executive responsibility for governing the organisation, overseeing and controlling its management. This Code uses the word 'Director' to mean members of the Board (i.e. the organisation's governing body), and therefore should be interpreted as such, regardless of what the organisation calls them.

Co-opted – a Co-opted Director is one who is temporarily appointed as such by the Board outside of the customary appointment process in accordance with [Requirement 2.5](#).

Council – a body forming part of the constitutional or Associational structure of the Association, representing some or all of its stakeholders in some capacity, and having powers or rights with respect to its governance, but which is not the Board of the Association (or a committee of the Board) or the shareholders in general meeting. A body will be treated as a Council for the purposes of this Code if it fulfils this definition, regardless of the name given to it by the Association.

Ex Officio – a person holds a position (e.g. as a Director or committee member) 'ex officio' if they do so by virtue of some other office they hold, and their position is therefore wholly dependent (and conditional) on them continuing to hold that office. For example, a Chief Executive Officer who is on the Board in an ex-officio capacity will automatically step down from the Board upon resignation as Chief Executive Officer.

FA Representative – the person elected or appointed by the Association to represent the Association on the Council of The Football Association. When selecting its representative, the Association shall be required to abide by any eligibility criteria as shall

be put in place by The Football Association from time to time. By virtue of being on the FA Council, the representative might also be involved in various committees, making decisions that help to shape the game. The representative should be able to represent the views of the Association at FA Council meetings and also act as an effective communicator between the Association and the Football Association and will be required to comply with the Code of Conduct for FA Council members.

Independent – a person is independent if they are free from any close connection to the Association 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 Association 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 Association's affairs, e.g. as a representative of a specific interest group within the Association;
- (b) They are or have within the last four years been an employee of the Association; or
- (c) They have close family ties with any of the Association's Directors or senior employees.

Nominated Directors – Directors whose appointment to the Board arises from provisions in the articles of association of the Association permitting the election or nomination of Directors by the Association's membership, Council or by particular stakeholders.

Retrospective term limits – the Code does not currently require the prior service of incumbent Directors to be included in the calculation of their maximum term limits, although the Association may choose to do so. However, if you wish to introduce retrospective term limits in the future, we recommend that the effective date for calculating the prior service of a Director should be September 2019 (being the month in which the Code was approved by the National Game Board).

Senior Independent Director – an independent Director who is appointed as such by the Board, and whose responsibilities include:

- (i) Providing a sounding Board for the Chair;
- (ii) Serving as an intermediary for the other Directors when necessary;
- (iii) Acting as an alternative contact for stakeholders to share any concerns if the normal channels of the Chair or the Association's management fail to resolve the matter or in cases where such contact is inappropriate; and
- (iv) Leading on the process to appraise the performance of the Chair.

PRINCIPLE 01

STRUCTURE



STRUCTURE

THE PRINCIPLE:

County FAs shall have a clear and appropriate governance structure, led by a Board which is collectively responsible for the long-term success of the Association and exclusively empowered to lead it. The Board shall be properly constituted, and shall operate effectively.

WHY IS THIS IMPORTANT?

The right governance structure, with decisions made at the right level, enables the best decisions to be made to drive the success of the Association.

Having an appropriate governance structure demonstrates to all stakeholders that the Association is well managed. This is key to winning the confidence of staff, suppliers and potential investors and also provides a framework for growth and development.

More often, businesses want to partner with organisations that can evidence strong Governance structures, as in doing so this can reassure businesses that they will be minimising their risk of being potentially exposed to scenarios in the future that could not only endanger the reputation/brand of the Association, but of the partnering business.

Businesses are turning more and more to partners who can evidence not only good decision-making but inclusive and diverse organisations and cultures. Evidencing this is likely to become more and more important in terms of building and maintaining such relationships.

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REQUIREMENTS AND RESOURCES

BOARDS

Requirement 1.1

The 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 Board's management and oversight role and the executive's operational role.

Part A:

One of the key purposes of the Code is to help County Football Associations ensure that they make the best decisions. It is now widely accepted that having an effective Board is important to the success of any organisation, and this Code accordingly places emphasis on Boards, starting with the requirement that the Board of the Association has appropriate authority: Directors are collectively responsible and accountable for the long-term success of an Association and, as such, it is important and appropriate that ultimate authority rests with the Board.

Members of the Association (i.e. the legal members – in the case of a company limited by guarantee, for example, this means the members of the company whose names are entered into the company's register of members) also have an important role to play in governance, and the requirement that the Board has ultimate authority does not override or supersede the powers of such members under law.

Matters reserved to the Board often include:

- Approval of the Association's strategy (see **Requirement 1.1(Part B)** and the commentary on it below);
- Approval of the long term financial plan and annual budget;
- Monitoring delivery of the strategic plan and objectives;
- Periodic review of the financial plan and performance against annual budget;
- Ensuring legal and regulatory compliance as required;
- Periodic review of major risks;
- Discussion of, and engagement with, stakeholder proposals and concerns; and
- A process to identify areas where the Board may be assisted by further education and training.
- It is expected that the Board will discuss each of the above at least annually (and more frequently if necessary).
- In practice, the Board may delegate some responsibilities to committees or other groups but choose to retain certain matters for its attention only. It is important to understand that ultimately, accountability lies with the Board and accountability cannot be delegated. Requirements **1.23** to **1.28** discuss committees in more detail.

BOARDS

Requirement 1.1 cont'd

Part B:

It is important that the Board has the authority to set the Association's strategy but it is likely that in order to do so effectively, the Board will need to draw on, and consult, a range of stakeholders (the commentary to **Requirement 3.3** notes that a stakeholder is 'any person or group who has an interest in the Association or is affected by its actions').

Best practice suggests that the Board should set a rolling three to four year strategy for the Association which outlines its key long term objectives and the strategies being implemented to achieve them. This will be aligned to the National Game Strategy in place at the time. However, as one National Game Strategy comes towards an end, it is important that the Board continue to plan ahead and do not wait for the new Strategy guidance before commencing any planning.

From this strategic plan, an annual business/operational plan is developed by the executive of the Association, which outlines the key tasks to be undertaken to contribute to the achievement of the strategic objectives. The Board will agree with The Football Association key performance indicators and secondary measures to monitor the achievement of the strategic plan and business/operational plan objectives, with responsibility for achievement of the objectives, tasks and key performance indicators allocated to specific committees, employees or volunteers.

The responsibility to set the strategy also extends to keeping it under review, and it is recommended that the Board reviews it at least annually.



BOARDS

Requirement 1.1 cont'd

Part C:

Associations have an executive or management team which has responsibility for the day-to-day running of the Association and which is accountable to the Board.

Some Associations may only have a small number of staff and perhaps one or two senior executive positions. In this case it is still important to ensure, as far as possible, there is separation between the operational responsibilities of staff and the strategic role of the Board.

To enable the Board and the executive to perform their respective functions effectively it is important that the responsibilities of each are clear and understood by Directors, senior executives and others within the Association. As well as a list of reserved matters (see [Requirement 1.1 \(Part A\)](#) and the commentary under it); the Board should consider putting in place a list of delegated authorities covering both financial and non-financial obligations of the Board and the Board members.

Boards are non-executive (with the exception of the CEO or equivalent being appointed onto the Board in an Ex-Officio capacity) and non-operational. It is important that the Board understands that the Executive team, led by the lead Executive (CEO or equivalent) are free to deal with day-to-day operational matters without interference from the Board.

Boards may wish to consider the extent (if any) to which members of the Board or Council (if applicable) are able to liaise directly with the executive outside of the formal procedures, and whether any such communication should be reported to the Board for their record and information.

Where Associations have a Council, the role, responsibilities and decision-making rights of the Council are to be clearly defined. It is important that the Board are able to make decisions regarding the financial and operational elements of the business, where the Council can enjoy constitutionally derived powers to regulate the game. This is often referred to as "Business matters" (Board) and "Football matters" (Council). Where an Association does not have a Council, but has other committees with delegated authority or constitutionally derived powers, the same Principle applies.

Adherence to this Code will ensure that the Board contains the right skills to deliver the capability to make sound decisions regarding these business matters.

Tools/Resources

- See **Appendix 2: Example of Authority Scheme of Delegation**
- See **Appendix 3: County FA Board of Directors' Handbook Index – Template**

BOARDS cont'd

Requirement 1.2

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

Directors should act with this in mind when contributing to Board discussions and decisions. It is recognised that nominated Directors may be appointed to the Board by the Council and as such may provide a useful conduit between the Board and their 'constituency'. However, their duty to act in the best interests of the Association (as a whole) is paramount. This responsibility would ordinarily be explained to Directors as part of the appointment and induction process (see Requirements [2.11](#) and [2.12](#)) and followed up by the Chair if necessary. It may also be reflected in the Directors' Code (see [Requirement 4.4](#)).

Tools/Resources

- See **Appendix 3: County FA Board of Directors' Handbook Index – Template**
- See **Appendix 4: Companies Act 2006 – Duties of a Director**
- See **Appendix 5: Example of Director and Council Member Code of Conduct**



COUNCILS

Requirement 1.3

A Council shall not be able to override the Board, but may have reasonable rights to consultation and constructive challenge (see [Requirement 1.1 \(Part A\)](#))

A Council is defined as: ‘a body forming part of the constitutional structure of a County Football Association, representing some or all of its stakeholders in some capacity, and having powers or rights with respect to its governance, but which is not the Board of the Association (or a committee of the Association) or the shareholders in a general meeting’. The definition also notes that a body will be treated as a Council for the purposes of this Code if it fulfils this definition, regardless of the name given to it by the Association.

This Code does not offer any opinion nor recommendation as to whether a County Football Association should have a Council or an alternative structure, this is for the Association to determine.

Not all County Football Associations include a Council within their governance structure. However, where they exist they often act as the conduit for the members’ views, and can therefore play an important role in ensuring healthy democracy within the Association (see also [Requirement 1.1 \(Part A\)](#)).

It is for the Association to determine the role of its Council within the parameters set by this Code. However, the reasonable rights to consultation and constructive challenge that a Council may have in fulfilling its role as a conduit for the views of the wider sport could include:

- An audience with the Chair of the Board;
- An audience with the Board as a whole;
- The power to call a meeting of the members;
- The power to put resolutions at a members’ meeting;
- The right to be consulted on the development of the Association’s strategy and any major strategic decisions which affect football;
- Providing a forum for debate among stakeholders;
- Acting as a ‘sounding board’ for the Board and providing advisory opinions as and when appropriate;
- Providing a pool of candidates to fill certain positions; and
- Acting as an ambassador to disseminate the Association’s strategic vision, helping to ensure that all stakeholders understand and support a shared vision for the development of football and of their respective Association.

An Association may wish to consider undertaking periodic evaluations of:

- Its Council’s role, rights and effectiveness; and
- Whether it represents fairly the participant and stakeholder landscape of the sport: see also [Requirement 3.3](#) which requires Associations to develop a strategy for engaging with its stakeholders.

This evaluation can help the Association to decide whether its Council is serving the Association and its stakeholders well, and take any necessary steps to address any areas of weakness that are identified. In accordance with the Principle of transparency, the Association may decide to publish a summary of the conclusions of this evaluation process, and the resultant steps planned and/or taken, on its website.

COUNCILS cont'd

Requirement 1.4

Where Councils are permitted to appoint Directors, such appointments shall reflect not more than one third of the Directors.

By promoting Boards with skilled, diverse and independent opinion this Code seeks to ensure better informed and more rounded decisions. Striking the right balance between those who have an intimate knowledge of the sport and those who bring experience from outside is also important. All Directors should, however, act in the best interest of the Association, as set out in **Requirement 1.2**.

If one third is not a whole number, then this should be rounded down for the purposes of calculating the maximum number of Directors who may be appointed by the Council.

Requirement 1.5

A Nominated Director shall not be considered an independent Director and must be non-executive.

A Nominated Director is defined in 'Definitions' on **page 14** as a Director 'whose appointment to the Board arises from provisions in the articles of association of the Association permitting the election or nomination of Directors by the Association's membership, Council or by particular stakeholders'. This description means a Nominated Director does not meet the definition of independent.



COUNCILS cont'd

Requirement 1.6

Council members may hold office for a maximum of either two, four-year terms or three, three-year terms.

Although the application of Council term limits is encouraged, it is, as per other areas of this Code, up to the Association to decide which elements of this Code are applied.

Term limits ensure a periodic injection of new people and ideas and provide an opportunity to refresh the skills base of a Council to suit its purpose. This may be important in terms of succession planning, particularly if the Council appoints Nominated Directors to the Board. Establishing term limits for Council members will also open up opportunities for new or younger members to become actively involved in the administration of the game. It is important that the Council is collectively, and proportionately, representative of football being played in the County, and term limits help create a focus on understanding how to attract new individuals into the Council structure to support this representation. Without term limits, it is a risk that the Council could become less representative of the membership, especially in times of change of that membership group.

It is understood that it is challenging to attract a younger volunteer workforce onto organisations such as Councils, however it is possible if consideration is given to adapting how Councils function, in order to make them more appealing to a younger generation. Term limits will help Associations prioritise their planning in how to make this possible.

The Association may also wish to consider whether it needs to improve other aspects of diversity on its Council and if so how it will achieve this, for example by implementing and publishing a plan to achieve greater diversity on the Council and reporting publicly progress against it.

The Requirement sets maximum term limits: Associations may find it appropriate to set shorter individual terms (e.g. of two years) which can be repeated subject to the maximum limit of eight or nine years set out in the Requirement.

Term limits are not required to be set retrospectively at the point of introducing this Code; however although not a requirement they could be applied retrospectively if the Association chooses to do so.



COUNCILS

Requirement 1.6 cont'd

Term limits will not apply to committee members where a committee structure exists in place of a Council (this does not apply if a committee structure runs alongside a Council, with Council members being placed on the committees. In this case it is the Council term limits that apply).

It is appreciated that Council Members are volunteers who willingly give their time in the interests of running the game and it may be the case that the organisation with the right to appoint a Council Member may find it difficult to find someone to replace the incumbent when he/she has reached the end of his/her term. In these exceptional circumstances, when no-one else can be found to represent that particular organisation on Council, and where they are willing to do so, the Association may decide to extend the incumbent's term by a single additional term. In such circumstances we would expect the Association to work with the organisation to identify opportunities to appoint a new representative at the end of the additional term. This means that a Council member could potentially serve for a maximum of 12 years.

Term limits will apply to any other body to which stakeholders have a right of appointment even if this body is not called a Council.

If a council member is appointed as a Board Director, that member may remain on Council in a non-voting, non-representative capacity when he/she reaches the end of his/her Council term for as long as they remain a Board Director. The term as Board Director starts at zero regardless of term spent on Council, as the Director will become an Ex Officio Council Member. Despite these limits, this means a Council member could serve for 9 years on Council, with a potential extra term of another 3 years, then 9 years on the Board, with an additional term of 3 years if appointed as The Chair of the Board or onto The FA Council, which would be a total of 24 years.



COUNCILS cont'd

Requirement 1.7

In accordance with **Principles 03** and **04**, Councils must act with integrity and be transparent in their workings.

Acting with integrity and in a transparent manner are key elements of this Code. To demonstrate compliance, Associations with Councils should consider carefully how these Principles apply to their Councils. To assist, they may find it helpful to refer to the Requirements of **Principles 03** and **04** of this Code in order to formulate relevant policies and procedures. Examples include:

Integrity

- The requirement for a code of conduct for Council members (see **Requirement 4.4** by way of comparison); and
- Proactive management of conflicts of interest (see **Requirement 4.6** by way of comparison).

Transparency

Publication of (Publication on the Association's website is recommended):

- An explanation of the purpose of the Council;
- Council meeting agendas and minutes;
- The Council members' code of conduct;
- Council members who are in place from time to time;
- An explanation of how members are elected onto Council;
- Any conflicts of interest of Council members; and
- The outcome of any evaluation of the Council together with the resultant steps taken or to be taken (see the commentary to **Requirement 1.3**).

Tools/Resources

- See **Appendix 5: Example of Director and Council Member Code of Conduct**



BOARD SIZE AND COMPOSITION

Requirement 1.8

Where an individual no longer represents a stakeholder on The Council but is able to attend Council meetings in an honorary capacity, he/she shall not be able to vote.

Representatives of Council must all be representative of a particular stakeholder (e.g. a club or league). Those on Council in an honorary position are not eligible to vote.

Requirement 1.9

The 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 Directors.**

An appropriate Board size allows for full and frank discussions amongst all Directors, while balancing the need to have varying and diverse opinions, achieved by a membership with a balance of skills, experience, independence and knowledge. If the Board is too big, it may be too unwieldy to make effective decisions. If too small, issues of continuity may arise when vacancies occur and it may be difficult to achieve the required range of skills.

It is for the Association to determine the appropriate size for its Board, having regard to the factors set out above. The following Requirements are also relevant to this:

- Requirement 1.10 below which says that the size of the Board shall not exceed twelve unless agreed with The Football Association. It is not mandatory to have a Board of twelve, and Associations should consider whether a smaller Board would be appropriate for them, bearing in mind the above factors; and
- **Requirement 3.4**, by which County Football Associations must have a strategy for engaging with their stakeholders. A full understanding of the Association's stakeholder landscape may inform the composition of its Board (and it's Council, if it has one).

Requirement 1.10

The size of a Board should not exceed twelve persons.

The Football Association expect an Association to be able to meet Requirement 1.9 with a Board size of twelve or fewer. A temporary increase in size may be appropriate if it would assist in succession planning.

BOARD SIZE AND COMPOSITION cont'd

Requirement 1.11

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

One element which enables a Board to constitute itself properly and perform effectively is knowing which skills are required to deliver and oversee the Association's strategy, and then securing these skills through the Board appointment process. **Requirement 2.4** is clear that all Board appointments should be skills-based.

The skills matrix should clearly set out the skills required of the Board and include an assessment of the current position. Any gaps can then inform the preparation of the role description and person specification for any new Director which the Association is seeking to appoint. This assessment also enables the Association to have a clear picture of the skillset of its current Directors and draw on this experience as necessary when relevant matters arise, and to assess training and development needs.

This skills audit is to be conducted as a minimum every three years as continual self-assessment could result in blind spots developing. It is recommended that this is conducted independently to avoid blind spots in the process.

The requirement states that the skills matrix must be kept up-to-date. The Board should therefore review and if necessary amend it from time to time (it is suggested annually), and it may be convenient to undertake this review alongside the annual Board evaluation (see **Requirements 4.1** and **4.2**).

Tools/Resources

- See **Appendix 7: Board Skills: Diagnostic and Evaluation Questionnaire**
- See **Appendix 8: Board Skills: Diagnostic and Evaluation – Independent Assessment Flow**
The process flow to support Appendix 8 is available by contacting your FA Regional Manager to source an appropriate consultant.

Requirement 1.12

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

A Board's terms of reference will normally include a provision that ensures a certain number of people (a quorum) is required in order for a decision to be made. In determining this number, it is helpful to consider what would work from a practical viewpoint given the size of the Board. However, to avoid a situation where one individual is able to unduly influence or make a decision, this should, at the least, be greater than one.

If authority is delegated to an individual by the Board then the terms of the delegation should be clearly and fully recorded.

BOARD SIZE AND COMPOSITION cont'd

Requirement 1.13

If a member of the executive management of the Association (e.g. the Chief Executive Officer (or equivalent) or Senior Finance Officer) is appointed to the Board, then they may only be appointed in an Ex Officio capacity.

Some Associations may determine that it is appropriate for a member of its executive or senior management team to be a Director because of the way the Association operates and the knowledge, experience or insight brought by that role (see definition of 'Ex Officio' in the 'Definitions on [page 14](#)'). In these circumstances, the appointment relates to the role rather than the individual and if an individual ceases to be in that role, they should also cease to be a Director. As a vacancy arises the Association may take the opportunity to consider if it is still appropriate for the Ex Officio position to be a Director based on the skills and knowledge required by the Board.

It is recommended that CEOs (or equivalent) are on the Board in an ex-officio capacity although this is not a mandated requirement. Benefits of this include:

- The ability of the CEO to ensure the Board are well informed on operational matters;
- An ability for the CEO to challenge the Board if they are becoming too operationally involved (see [Requirement 1.1C](#)); and
- A reduced risk in a lack of clarity of matters being delegated to the CEO (or equivalent) by the Board.

Tools/Resources

- See [Appendix 9: County FA Chief Executive Officer Role Profile – Template](#)
- See [Appendix 10: County FA Finance Director Role Profile – Template](#)



TERM LIMITS

Requirement 1.14

Subject to the exceptions set out in Requirement 1.15 below, a Director may serve on the Board for a maximum of three terms of three years.

Term limits ensure the Board benefits from a periodic injection of new people and ideas and that power is not perpetually concentrated in one group. Terms limits also enable a Board to recruit the right skills at the right time to suit the strategic objectives of the Association. In a broader sense, term limits can also enlarge the group of people who promote the Association as former Directors leave but continue to speak positively about the Association.

The term limits required by this Code are not required to be applied retrospectively, although Associations may wish to apply retrospectively*. For those Associations choosing not to apply retrospective Board limit terms in full, the application of partially retrospective limits is encouraged.

* Associations wishing to be fully compliant with Tier 3 of the Sport England Code will need to adopt retrospective term limits.

Requirement 1.15

The exceptions referred to in Requirement 1.14 are as follows:

- (a) A Director may serve on the Board for a maximum of twelve years if appointed as Chair of the Association or if appointed onto the FA Council;
- (b) A Director appointed in an Ex Officio capacity may serve on the Board for the duration of their holding the relevant office; and
- (c) In exceptional circumstances (for example to assist succession planning), a Chair or Director may hold office for a further year.

Part A:

If an individual holds a position as Chair of the Board, or is appointed onto the Football Association's Council;

- They may serve on the Board (for an additional 3 year term and a maximum of twelve years); or
- They may be appointed to an honorary position, and/or attend Board meetings as an observer (i.e. not as a Director, and on a non-voting basis).

Part B:

This is in line with the definition of 'Ex Officio' found in 'Definitions' on [page 14](#).

TERM LIMITS

Requirement 1.15 cont'd

Part C:

As noted at **Requirement 1.9(c)**, the size of the Board should be sufficient to handle changes to its composition. In addition, **Requirement 2.7** requires succession plans for orderly appointments to the Board. However, where it would make sense to retain an individual beyond their normal term of office, and they are willing to do this, the Board may decide to extend their term for a further year. Whilst it is for the Board to decide when this is the right course of action, the expectation is that the rationale would be clear and it would only be done on an exceptional basis (e.g. because of unforeseen succession planning issues or because an individual brings a particular skill that is needed at that time). The Football Association would expect to be consulted on any proposal to extend a Director's term.

Requirement 1.16

When a Director has completed their maximum term, at least four years must elapse before they can be eligible to stand as a Director for that Association again.

Associations may wish to set a longer period if they consider this appropriate. If the Association does not allow a Director to stand again, even after four years have elapsed, this is not a Code compliance issue.



THE CHAIR

Requirement 1.17

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

The Chair has an important role in leading the Board and establishing an environment that enables the Board to achieve its potential and secure the long term success of the Association. As part of this leadership role, Chairs often:

- Set the Board's agenda;
- Ensure the effectiveness of the Board, including how individual Directors perform and interact at meetings (see **Requirement 4.1** regarding Board evaluation);
- Ensure that the Directors receive accurate, timely and clear information;
- Ensure that adequate time is available for discussion of all agenda items, in particular strategic issues, and that this time is used productively;
- Ensure that Board decisions are executed;
- Promote a culture of openness and debate amongst the Board by facilitating the effective contribution of all Directors and ensuring constructive relations between executives and Directors;
- Act as a link between the Board and executive, particularly the Chief Executive Officer (or equivalent);
- Manage conflicts of interest;
- Take a lead on governance matters; and
- Set an example in the values and behaviour they adopt, acting at all times in line with the mandatory Director's code that has been agreed by the Board (see further **Requirement 4.4**).

Associations are not required to appoint an independent Chair, but it may be prudent, when a Chair vacancy arises, to consider whether the appointment of an independent Chair would be the right step for the Association, as independent Chairs offer the potential to have a more detached, objective view.

Tools/Resources:

- See **Appendix 11: County FA Chair of the Board of Directors' Role Profile – Template**
- Also, within the first month of appointment, each new County FA Chair will be invited to Wembley Stadium to meet a combination of The FA Company Secretary, Director of Operations, Head of Operations, Senior Operations Delivery and National People Development Manager for an induction into the business.

THE CHAIR cont'd

Requirement 1.18

The roles of 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 Board.

This re-enforces **Requirement 1.1 (Part C)** which requires a clear division between the Board's management and oversight role and the executive's operational role. A Chair is only able to provide objective oversight if they have sufficient separation from, and are not directly responsible for, the day-to-day management of an Association. Conversely, a Chief Executive Officer (or equivalent) is often required to become intimately involved in developing and executing management plans for an Association. Keeping the roles separate therefore ensures each has the opportunity to perform their respective functions to the best of their ability.

Tools/Resources:

- See **Appendix 9: County FA Chief Executive Officer Role Profile – Template**
- See **Appendix 11: County FA Chair of the Board of Directors' Role Profile – Template**



INDEPENDENT NON-EXECUTIVE DIRECTORS

Requirement 1.19

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

‘Independent’ is defined in ‘Definitions’ on [page 14](#).

There are a number of reasons why it is beneficial to have independent non-executive Directors on a Board. They enhance decision-making by providing objective scrutiny and offering an independent perspective, drawing on their current and previous experience from outside of the Association. Having an element of independence in an Association’s governance structure often enhances the reputation of the Association and makes it a more favourable proposition to potential partners, investors or sponsors.

In some Associations, the majority of the Board is independent. However, other Associations may have good reasons for not adopting this model.

To perform effectively independent non-executive Directors need to receive a good induction (see [Requirement 2.12](#)), have access to the right information at the right time, and have the confidence and space within the boardroom to offer constructive challenge. In return, independent non-executive Directors need to ensure they are able to commit sufficient time to their role and to understanding the business of the Association.

In order to preserve the value deemed from having an element of independent challenge in the decision-making process, Associations may want to consider if a quorum of the Board should include a certain number of independent Directors.

This mirrors the Councils ability to appoint one third of Directors (see [Requirement 1.4](#)).

If one third is not a whole number, then this should normally be rounded up for the purposes of calculating the required number of independent non-executive Directors (unless otherwise agreed with The Football Association).

Tools/Resources

- See **Appendix 12: County FA Governance Nomination and Appointment Committee – Terms of Reference**
- See **Appendix 13: Board Recruitment Process Guidelines**

INDEPENDENT NON-EXECUTIVE DIRECTORS cont'd

Requirement 1.20

Each Board shall appoint one of its independent non-executive Directors to be the Senior Independent Director.

The Senior Independent Director has a specific role set out in 'Definitions' on [page 14](#). Senior Independent Directors can assist the working of the Board through the exercise of these special responsibilities. It is for Associations to decide whether this replaces the role of Vice-Chair should Associations decide to appoint a Vice-Chair (which is not a mandatory requirement).

The key difference between the Senior Independent Director and the Vice-Chair role is that the Vice-Chair, when standing in for The Chair, will utilise the Senior Independent Director as a sounding board, and also utilise the Senior Independent Director for feedback on performance. This is the same support the Senior independent Director would provide to the Chair.

Tools/Resources

- See **Appendix 14: County FA Senior Independent Director – Role Profile**
- See **Appendix 15: ICSA Guidance Note: The Roles of the Chairman, Chief Executive and Senior Independent Director under the Combined Code**



BOARD CONDUCT

Requirement 1.21

Boards shall adopt policies and practices that:

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

A Board's effectiveness is determined not only by who sits on it, but also what it does and how it acts. To garner the benefits brought by having a diverse Board with independent non-executive Directors, it is important that each Director feels they can offer their view in a trusted environment where different opinions are respected. Any policies and practices adopted by the Board should therefore foster an environment where Directors feel they can openly debate matters and are clear about how meetings are run and what is expected of them. As noted under **Requirement 1.17**, the Chair plays a key role in ensuring the right environment exists and that meetings are run according to the policies and practices that have been agreed by the Board.

It is recommended that this be evidenced through a Board Code of Conduct.

Tools/Resources

- See **Appendix 3: County FA Board of Directors' Handbook Index – Template**
- See **Appendix 5: Example of Director and Council Member Code of Conduct**



BOARD MEETINGS

Requirement 1.22

The 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.

Part A:

The regularity of Board (and committee) meetings is a matter for the Association to decide and is often determined by the Chair in consultation with other Directors and the Chief Executive Officer (or equivalent role). However, in deciding what is appropriate, the Association may wish to consider:

- The role the Board plays in monitoring and scrutinising performance against key strategic and financial priorities; and
- The benefits of scheduling meetings to fit with key business milestones (such as financial reporting periods) and to ensure dates are set well in advance to secure time in Directors' diaries.

Boards may choose to make provision in their terms of reference to enable meetings to take place 'virtually' to handle urgent matters that arise outside of the normal Board (or committee) meeting calendar.

Part B:

Maintaining a proper record of meetings and decisions promotes accountability and transparency by providing clarity about what was agreed, why a decision was made and who made it.

If a Director has any concerns about the running of the Association or a proposed action, these concerns should be recorded in the Board minutes.

Minutes from committee meetings should be made available to the Board so that Directors are aware of any decisions made under delegated authority. In the interests of wider transparency, Associations are also encouraged to think about publishing the minutes (or summary reports) from Board and committee meetings to provide stakeholders with information about decisions (see also the commentary under **Requirement 3.1**).

Tools/Resources

- See **Appendix 6: Example of a Board of Directors' Agenda**
- Refer to Diligent/ICSA Brief Notes on Board Minutes: <https://diligent.com/en-gb/minutes-kit-thank/>

BOARD COMMITTEES

Requirement 1.23

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

Audit committee

The audit committee has particular responsibility in relation to ensuring the adequacy of the Association's financial reporting and internal controls. It is for the Board to determine the composition of the audit committee but best practice suggests this should be comprised of at least two, and preferably three, independent non-executive Directors, with at least one member of the committee having recent and relevant financial experience. The Chair of the Board should not ordinarily be a member of the audit committee.

The audit committee is usually responsible for making a recommendation on the appointment, reappointment and removal of the external auditors and would meet the external and internal auditors at least annually, without management, to discuss matters relating to its remit and any issues arising from the audits.

Formal terms of reference for the audit committee should be agreed by the Board, these terms of reference and reports on the committee's work may be made available on the Association's website in the interests of transparency.

Tools/Resources

- See **Appendix 16: ICSA Guidance Note: Terms of Reference for the Audit Committee**
- Refer to ICSA Terms of reference for the audit committee Guidance Note: [icsa.org.uk/my_cg/download-resources/download?fileId=3319](https://www.icsa.org.uk/my_cg/download-resources/download?fileId=3319)
- Refer to FRC Guidance on Audit Committees: [frc.org.uk/getattachment/9ac07916-ea56-4027-864a-11ef9bfa24e4/Guidance-on-Audit-Committees-\(September-2012\).pdf](https://www.frc.org.uk/getattachment/9ac07916-ea56-4027-864a-11ef9bfa24e4/Guidance-on-Audit-Committees-(September-2012).pdf)
- Refer to the National Audit Office Audit Committee Self-Assessment Checklist: [nao.org.uk/wp-content/uploads/2012/10/Self_Assessment_Checklist.pdf](https://www.nao.org.uk/wp-content/uploads/2012/10/Self_Assessment_Checklist.pdf)

BOARD COMMITTEES cont'd

Requirement 1.24

The 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 Board to act as the nomination committee.

A majority of the members of the nomination committee shall be independent non-executive Directors and it shall be chaired by the Chair (except when it is dealing with the appointment of a successor to the Chair, when it shall be chaired by an independent non-executive Director).

If the Board acts as the nomination committee, it shall be chaired by an independent non-executive Director when dealing with the appointment of a successor to the Chair.

Nomination committee

A nomination committee has responsibility for leading the process for Board and senior executive appointments and making recommendations to the Board. In respect of Board appointments, this includes evaluating the Board's current capability against the agreed skills matrix, and, in light of this evaluation, agreeing a description of the role and capabilities required for a particular appointment. See also [Requirement 1.11](#) (skills matrix).

An Association need not have a nomination committee (which in any event can be ad hoc rather than permanent) if the nature of the Association and of its scope and operations are such that the whole Board can conveniently act as the nomination committee. The expectation is that large, complex Associations with significant and sizeable operations will find it helpful to have a standing nomination committee.

Terms of reference for the nomination committee should be agreed by the Board; these terms of reference and reports on the committee's work may be made available on the Association's website in the interests of transparency.

Having a majority of independent non-executive Directors on the committee provides assurance to the Board and stakeholders (including interested candidates) that the appointment process benefits from independent and objective scrutiny. The size of the nomination committee is up to the Association but in practice many Associations find a nomination committee of three is appropriate.

Tools/Resources

- See **Appendix 7: Board Skills: Diagnostic and Evaluation Questionnaire**
- See **Appendix 8: Board Skills: Diagnostic and Evaluation – Independent Assessment Flow**
The process flow to support Appendix 8 is available by contacting your FA Regional Manager to source an appropriate consultant.
- See **Appendix 12: County FA Governance Nomination and Appointment Committee – Terms of Reference**
- See **Appendix 13: Board Recruitment Process Guidelines**
- See **Appendix 15: ICSA Guidance Note: The Roles of the Chairman, Chief Executive and Senior Independent Director under the Combined Code**
- See **Appendix 17: County FA Board Nomination and Appointment Committee Chair – Role Profile – Template**

BOARD COMMITTEES cont'd

Requirement 1.25

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

The Equality Committee above refers to the Inclusion Advisory Groups (IAG) (sometimes known as Inclusion Advisory Boards, IAB) which have been set up and maintained by Associations. This point requires the Association to make these committees, groups or boards permanent committees to their Boards. It is important to note these groups/boards should exist in an independent and advisory nature. Equality Committees enable Associations to benefit from external experience and expertise from local diverse communities who can make sure the football offer they deliver is as inclusive and representative as possible.

Tools/Resources

- See **Appendix 18: Inclusion Advisory Groups – What You Need to Know**
- Also see within **Appendices 18** and **19** for examples of an Inclusion Advisory Group's Terms of Reference
- See **Appendix 20: How to be a More Inclusive County FA**

Requirement 1.26

The Chair of the committee established under 1.25 shall be appointed via an open, publicly advertised recruitment process.

It has been established and reinforced through FA commissioned research that one of the critical success factors of an Equality Committee is having a strong and influential Chair driving change. Therefore the recruitment of the most able and suitable candidate from the biggest pool of applicants is important. The Chair of the Equality Committee will become either a Board observer or Board member at the Association which means this role is crucial. A specific and demanding role description and recruitment process is necessary for this particular role.

Tools/Resources

- See **Appendix 16: ICSA Guidance Note: Terms of Reference for the Audit Committee**
- See **Appendix 18: Inclusion Advisory Groups – What You Need to Know**
- See **Appendix 19: Recruitment Pack for Appointment of County FA Independent Chair of Inclusion Advisory Group**
- See **Appendix 20: How to be a More Inclusive County FA**
- See **Appendix 21: County FA Independent Chair of Inclusion Advisory Group – Role Profile – Template**

BOARD COMMITTEES cont'd

Requirement 1.27

The Board shall establish:

- Any further committees which it considers necessary to support its work; and
- Other committees as shall be required by the Rules and Regulations of The football Association from time to time.

As noted in **Requirement 1.1(Part A)**, the Board may decide to delegate certain responsibilities to other committees or groups. Generally, delegation to committees does not detract from the Board's collective accountability for delegated issues, but can help significantly with the Board's management of them.

Typically, Boards often delegate consideration of the following governance-related issues to committees (in addition to the work of the audit committee and nomination committee).

- Risk management and internal control;
- Remuneration; and
- Ethics and compliance.

Sometimes these issues are part of the work of other committees (e.g. the audit committee's remit may include risk management and internal control, and the nomination committee's remit may include remuneration); sometimes separate committees are established. Whether and how to delegate consideration of the above issues is for the Board to determine.

In addition, Boards sometimes constitute committees to give detailed and expert consideration of football-specific issues.

A committee may include individuals who are not Directors, if the Board considers this appropriate. Recruiting individuals to serve on committees can bring specialist skills to them, and also act as a development opportunity, giving valuable experience to individuals who may in the future wish to pursue becoming Directors. It is recommended that any such appointments of non-Directors to committees are skills-based, and if appointments are to be made from outside the sport (e.g. the recruitment of technical specialists to audit or nomination committees), that they are publicly advertised, e.g. on the websites of The Football Association (a free service). Consideration should be given to ensuring that any relevant codes of conduct or expected behaviours are passed down to such appointees.

Tools/Resources

- See **Appendix 16: ICSA Guidance Note: Terms of Reference for the Audit Committee**
- Refer to ICSA Terms of reference for the audit committee Guidance Note: [icsa.org.uk/my_cg/download-resources/download?fileId=3319](https://www.icsa.org.uk/my_cg/download-resources/download?fileId=3319)
- Refer to FRC Guidance on Audit Committees: [frc.org.uk/getattachment/9ac07916-ea56-4027-864a-11ef9bfa24e4/Guidance-on-Audit-Committees-\(September-2012\).pdf](https://www.frc.org.uk/getattachment/9ac07916-ea56-4027-864a-11ef9bfa24e4/Guidance-on-Audit-Committees-(September-2012).pdf)
- Refer to the National Audit Office Audit Committee Self-Assessment Checklist: [nao.org.uk/wp-content/uploads/2012/10/Self_Assessment_Checklist.pdf](https://www.nao.org.uk/wp-content/uploads/2012/10/Self_Assessment_Checklist.pdf)
- See **Appendix 22: County FA Remuneration Committee Terms of Reference – Template**
- See **Appendix 23: Risk Committee Terms of Reference – Template**

BOARD COMMITTEES cont'd

Requirement 1.28

Each committee established under Requirements [1.23](#), [1.24](#), [1.25](#) or [1.27](#) shall report to the Board and have clear terms of reference which identify its responsibilities and any powers delegated to it by the Board.

Terms of reference for Board committees should set out the reasons for the delegation and the responsibilities and powers the Board has agreed to delegate. They should be agreed by the Board. Best practice suggests that terms of reference should also include details about the membership of the committee, the frequency of meetings, how decisions are recorded and reported to the Board and how many committee members should be present for a decision to be made (i.e. the quorum). As well as sharing minutes from committee meetings, it is important that the Chair of each committee has an appropriate reporting mechanism to the Board to ensure Directors are aware of key decisions made under delegated authority.

The terms of reference of each committee may be made available on the Association's website in the interests of transparency.

Tools/Resources

- See **Appendix 12: County FA Governance Nomination and Appointment Committee – Terms of Reference**
- See **Appendix 16: ICSA Guidance Note: Terms of Reference for the Audit Committee**
- Also see within **Appendices 18** and **19** for examples of an Inclusion Advisory Group's Terms of Reference
- See **Appendix 22: County FA Remuneration Committee Terms of Reference – Template**
- See **Appendix 23: Risk Committee Terms of Reference – Template**



YOUTH COUNCIL

Requirement 1.29

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

Due to the proportion of affiliated football being played by young people, it is sensible that all Associations should have a Youth Council that formalises the voice of young people in the administration and development of the game at a local level. Where they work best, the involvement of Youth Councillors adds to the confidence and credibility of the Association in how it engages with young people. It also extends the Association's workforce with a number of skilled and motivated volunteers. There are examples of Youth Councils aligning themselves with the Association's Development Plans to aid and extend delivery as well as buddying Youth Councillors with Football Development staff. Youth Councils have contributed previously to the delivery of safeguarding programmes, the staging of events, festivals and Cup Finals, marketing and communications, Respect campaigning, club and league development and outreach community football programmes.

Youth Councils have proved useful and important for both The FA and many County FAs. The FA has, for example, received international recognition for its Youth Council, which is represented on both the main FA Council and The FA's Inclusion Advisory Board.

Tools/Resources

- See **Appendix 24: County FA Youth Council Guidance**
- See **Appendix 25: County FA Youth Council Constitution and Terms of Reference – Template**
- See **Appendix 26: County FA Youth Council Code of Conduct**

Requirement 1.30

The Youth Council shall have the right to appoint a member representing young people onto the Associations' Equality Committee (as required by [Requirement 1.25](#)).

In parallel with The FA, which appoints a representative of its Youth Council onto its Inclusion Advisory Board, having the voice of young people on the Equality Committee is a logical and inclusive step towards greater diversity across all areas of the game. Formalising this voice and embedding it in this way will help to change the culture of football, in terms of how football is run and developed at a local level.

Any member of an Association's Youth Council who is proposed to sit on an Equality Committee must also comply with the role description 'essential' criteria to ensure the relevant standards, skills, experience and qualities are brought to the committee.

Tools/Resources

- See **Appendix 24: County FA Youth Council Guidance**
- See **Appendix 25: County FA Youth Council Constitution and Terms of Reference – Template**

YOUTH COUNCIL cont'd

Requirement 1.31

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

Boards of the Association shall be required to provide evidence that they are listening to, representing and empowering young people.

As highlighted in the commentary of **Requirement 1.30**, The FA Youth Council are represented on FA Council and via the FA Inclusion Advisory Board. Other means could be created to enable the views of young people to be heard within the Board of the Association:

- Full Board member;
- Co-opted Board member;
- Board member with observer status only;
- Invited to Board meetings to discuss matters which directly involve and/or impact young people; and
- Association's Youth Council and IAG minutes to be submitted to the Board for discussion.

If this is not achieved by a young person being on the Board in any capacity, then evidence in the form of agendas and minutes from the Board itself can be used.

Tools/Resources

- See **Appendix 27: Understanding and Engaging with Under-18s**



PRINCIPLE 02

PEOPLE



PEOPLE

THE PRINCIPLE:

Associations shall recruit and engage people with appropriate diversity, independence, skills, experience and knowledge to take effective decisions that further the Association's goals.

WHY IS THIS IMPORTANT?

Diverse, skilled and experienced decision-making bodies which contain independent voice and engage in constructive, open debate enable good decision-making.

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REQUIREMENTS AND RESOURCES

DIVERSITY

Requirement 2.1

Each Association shall:

- (a) adopt a target of, and take all appropriate actions to encourage, a minimum of 30% of each gender on its Board;
- (b) demonstrate a strong and public commitment to progressing towards achieving greater diversity generally on its Board, including the adoption of further Board diversity targets to include but not be limited to BAME and disability. The targets shall be determined by the Association and shall reflect the diversity of its local area as evidenced through local demographic data; and
- (c) appoint a member of the committee leading on equality, inclusion and diversity matters to the Board, as a minimum in an observer capacity (see [Requirement 1.25](#)).

It is recognised that decision-making is improved when a Board is able to draw on, and harness, a diverse range of opinions.

Gender is an important aspect of diversity and an Association will be expected to work towards achieving at least 30% of each gender on its Board, while also demonstrating publicly its commitment to achieving gender parity and greater diversity generally on its Board. It should demonstrate the actions it is taking to meet these targets. Although the term “each” is used in reference to gender in these notes, non-binary identification should also be considered when applying this requirement.

If 30% is not a whole number, then this should normally be rounded up for the purposes of calculating the required number of male/female Directors (unless otherwise agreed with The Football Association).

The targets referred to in this Requirement are explicitly targets, and not fixed quotas. However, the Association must be able to demonstrate how the target reflects local demographic data. The obligation on funded Associations is to demonstrably commit to work towards achieving them, and to take all appropriate actions in order to do so. Nevertheless, in order to drive real change The Football Association expects this commitment and the actions taken to be meaningful.

Requirement 2.1(b) above references Black, Asian, and minority ethnic and disability diversity expressly within the context of greater diversity generally. Data from the sector shows that representation from these groups on Boards remains low and that Associations need to do more to increase it, and to be able to demonstrate the actions they are taking to do so.

It is also important to think about what ‘greater diversity’ means. Here the Code is referring not only to the protected characteristics of the Equality Act 2010 (which are gender, age, disability, gender reassignment, race, sexual orientation, religion or belief, marriage and civil partnership and pregnancy and maternity) but also socio-economic background and diversity of thought. Associations should seek to recruit to their Boards people who think in different ways as well as those who have different backgrounds. For example, Associations may wish to consider the possibility of addressing the diversity of formal structures other than the Board, in order to build internal capacity for succession planning.

DIVERSITY

Requirement 2.1 cont'd

Any member or related Association or body (e.g. a Council) which has the right to appoint Directors of the funded Association should do so in a way that encourages a diverse range of candidates, e.g. by use of a structured process which allows for the consideration of candidates from a range of backgrounds. Where diversity is being driven exclusively or primarily from independent, non-executive Directors, The Football Association may wish to challenge whether Associations really are taking all appropriate actions to drive diversity.

It will be for an Association to decide how it identifies and agrees the actions that should be taken to support and/or maintain the diversity targets set out in this Requirement. However, the Board should have a role in this process and should monitor progress against the actions, in particular discussing the annual progress update and the plan for the following year before this information is published.

Requirement 2.2

Each Association shall identify proportionate and appropriate actions to be taken to support and/or maintain (as appropriate) the diversity targets set out in Requirement 2.1.

Same commentary as applies to Requirement 2.1.

Requirement 2.3

The Board shall ensure that the Association prepares and publishes on its website information (approved by the 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 Requirement 2.2.

Same commentary as applies to Requirement 2.1.

Tools/Resources (these apply to Requirements 2.1, 2.2 and 2.3, with an additional tool/resource for 2.3 listed at the foot of the page)

- See **Appendix 20: How to be a More Inclusive County FA**
- Refer to Equal Human Rights 'How to Improve Board Diversity' guide: equalityhumanrights.com/en/advice-and-guidance/how-improve-board-diversity-six-step-guide-good-practice
- See **Appendix 28: Sporting Equals Guidance Document: How to Increase Ethnic Diversity in Sports Leadership**
- Refer to Women in Sport 'Checklist for Change': womeninsport.org/wp-content/uploads/2015/11/FINAL_Checklist-for-change_Trophy_Women_031115.pdf
- Refer to Women in Sport 'Beyond 30%': womeninsport.org/research-and-advice/our-publications/beyond-30-report/
- See **Appendix 29: County FA Equality Policy – Template**
- See **Appendix 30: Sport England: Suggested Key Requirements of a Board and Sport Diversity Action Plan**
- See **Appendix 31: Example of a County FA Equality and Diversity Action Plan**
- See **Appendix 32: Sport England and UK Sport Guidance Document: Diversity Action Plan**
- In relation to Requirement 2.3, also see **Appendix 33: Documents to consider including in Governance Section of County FA Website**

BOARD RECRUITMENT

Requirement 2.4

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

The aim of the recruitment process is to secure the best candidates for the Board, and to do so in a formal and transparent way which builds trust in the Association (thereby demonstrating integrity, as required by **Principle 04**).

The appointment process may well differ for independent and Nominated Directors but whatever the process, it should comply with this Requirement. Thus, it should be documented, and information about the process should be available to the Board and relevant stakeholders as appropriate. For example, if a Nominated Director is appointed by the membership, it is important to ensure all members have access to the information about the process in a timely manner.

Irrespective of the process of appointment, all appointments should also be made on merit in line with the skills required of the Board. **Requirement 1.11** requires each Association to maintain an up-to-date matrix detailing the skills, experience and knowledge required of its Board. This skills matrix enables the Association to prepare the role description and person specification for any new Director which the Association is seeking to appoint, whether this be for an independent non-executive Director or a Nominated Director position. The Association's succession plan (**Requirement 2.7**) also informs this process.

In order to ensure that the appointment of Nominated Directors who, under the terms of the Association's constitution, are elected to the Board (e.g. by a particular constituency or by the membership as a whole) are made on merit and in line with the required skills, Associations may wish to give consideration to the following process.

- As noted above, a role description and person specification are prepared;
- Vacancies (including the role description and person specification) are communicated widely (e.g. by publication on the website of The Football Association.); and
- The nomination committee reviews applications and provides a view on whether proposed candidates have the required skills and experience. If this is the case, in the interests of transparency, it would be appropriate for the view of the nomination committee to accompany any election materials relating to that candidate so that those making the selection have access to that information.

(Note: see further **Requirement 1.24** about nomination committees.)

BOARD RECRUITMENT

Requirement 2.4 cont'd

Tools/Resources
<ul style="list-style-type: none"> • See Appendix 7: Board Skills: Diagnostic and Evaluation Questionnaire • See Appendix 8: Board Skills: Diagnostic and Evaluation – Independent Assessment Flow The process flow to support Appendix 8 is available by contacting your FA Regional Manager to source an appropriate consultant. • See Appendix 9: County FA Chief Executive Officer Role Profile – Template • See Appendix 11: County FA Chair of the Board of Directors' Role Profile – Template • See Appendix 34: County FA Generic Director Role Profile – Template • See Appendix 35: County FA Director Application Pack • See Appendix 36: Director Appointment Letter – Template • See Appendix 37: Equality and Diversity Monitoring Form • Refer to Reach Skills 'How do I recruit great Trustees' guide: reachskills.org.uk/knowledge-centre/support-boards/recruiting-and-retaining-trustee/how-do-i-recruit-great-trustees • Refer to Edward Drummond & Co 'Process for Finding and Hiring a Non-Executive Director': edwarddrummond.com/hiring-process-non-exec-director
Requirement 2.5
<p>In exceptional circumstances a Director may be co-opted onto the Board if this is necessary to ensure that the Board has the skills and/or experience necessary to fulfil its role.</p>
<p>A Co-opted Director as defined in 'Definitions' on page 14 is a Director who is 'temporarily appointed as such by the Board outside of the customary appointment process'. It is for the Board to determine why and if a Co-opted Director is required and the length of time the Co-opted Director remains on the Board. However, this period should be limited and would not normally be longer than a year. The Co-opted Director's voting rights should be decided by the Board at the time of appointment.</p> <p>If a Director joins the Board in this capacity it is helpful to ensure the reasons for this are documented and that the Co-opted Director has a clear understanding of their position. This is not to be used as a way to enable an incumbent Director to exceed his/her term limit.</p>
Tools/Resources
<ul style="list-style-type: none"> • See Appendix 38: Example of Article for County FAs to Co-opt Directors

BOARD RECRUITMENT cont'd

Requirement 2.6

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

Open recruitment is the best way to find high quality candidates. In addition, the active promotion of diversity is a core element of the Code and to support this it is crucial that Board positions are advertised widely and not solely through personal connections. Associations are encouraged to post any Board vacancies on the jobs section of the Football Association website (there is no cost to an Association to do this). Associations should also consider where else they can be advertised, in order to obtain the widest possible reach.

Council Chairs are not to be appointed as Ex-officio Board Chairs. In an open and transparent process, Council Chairs would be eligible to apply, but would go through an open and transparent selection process.

Requirement 2.7

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

Effective succession planning reduces the risks associated with the loss of experienced leadership and helps maintain an appropriate balance of skills and experience within the Association and on the Board, as well as ensuring progressive refreshing of the Board. Having plans in place also enables the Board or Association to act swiftly in response to abrupt changes to the Board or senior management, helping to reduce any associated risks or costs.

It will be for the Association to determine which positions within senior management should be captured by the succession plan.

Tools/Resources

- See **Appendix 39: County FA Succession Planning Guidance**



BOARD RECRUITMENT cont'd

Requirement 2.8

The nomination committee shall lead the process for Board appointments on behalf of the Board (unless, as set out in **Requirement 1.24**, the Association does not have a nomination committee, in which case the Board shall be responsible for the appointment process).

Commentary under **Requirement 1.24** sets out the role of the nomination committee.

The nomination committee (or Board) may also want to consider the following when leading the process for Board appointments:

- As well as referring to the Board skills matrix (**Requirement 1.11**) when preparing the role description and person specification for each Director role, it is helpful for the documentation to include an assessment of the time commitment expected (recognising the need for availability in the event of crises);
- In order for the Board to decide whether to approve a recommendation, it is important that it has sufficient and timely information about the recommended candidate, and the Chair of the nomination committee would ordinarily be responsible for ensuring this is the case; and
- If the candidate recommended by the nomination committee is rejected by the Board, the Board should be clear about its reasons and refer the matter back to the nomination committee: the nomination committee may be able to recommend a suitable alternative candidate from the current process, or alternatively that the recruitment process is re-run.

Tools/Resources

- See **Appendix 7: Board Skills: Diagnostic and Evaluation Questionnaire**
- See **Appendix 8: Board Skills: Diagnostic and Evaluation – Independent Assessment Flow**
The process flow to support Appendix 8 is available by contacting your FA Regional Manager to source an appropriate consultant.
- See **Appendix 9: County FA Chief Executive Officer Role Profile – Template**
- See **Appendix 11: County FA Chair of the Board of Directors' Role Profile – Template**
- See **Appendix 34: County FA Generic Director Role Profile – Template**



BOARD RECRUITMENT cont'd

<p>Requirement 2.9</p>
<p>The Board or nomination committee shall inform The Football Association of any appointment process being carried out by the Association in relation to:</p> <ul style="list-style-type: none"> (a) any Directors; (b) the Chief Executive Officer; <p>and shall permit The Football Association to observe any such process.</p>
<p>The appointment process for Directors and the Chief Executive Officer is a matter for the Association to determine and conduct and this Requirement does not signal an intention to lead or control the process. Indeed if The Football Association ask to be involved in a particular process, it would only be in the capacity of an observer and would not include having a vote on which candidate to appoint. It may also be that The Football Association could offer support during the process and act as a critical friend, ensuring that the process is fair and accords with best practice. The Football Association would ask the Association to ensure the representative has sufficient information about the process (e.g. timetable, job specification, CVs of those shortlisted) in a timely fashion.</p> <p>The notification should go in the first instance to the Football Association's Regional Manager, who will inform the Head of Operations and The Company Secretary.</p>
<p>Requirement 2.10</p>
<p>No individual shall be appointed as a Director until he or she has provided to the Association a declaration of good character.</p>
<p>Operating with integrity and transparency is a key element in this Code and asking individuals to complete a declaration of good character provides the Board with additional information concerning the individual's conduct which enables them to determine if the candidate would be a suitable appointment.</p> <p>Some Associations already require Directors to complete a similar declaration before appointment, and this is considered good practice. We will consider current sector practice and issue further guidance on the recommended content of the declarations.</p>
<p>Tools/Resources</p>
<ul style="list-style-type: none"> • See Appendix 40: Director's Declaration of Good Character

INDUCTION OF NEW DIRECTORS

Requirement 2.11

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

Directors need a clear understanding of their collective and individual responsibilities in order to perform effectively. It will be for an Association to determine the form of this statement but it may include reference to:

- The responsibilities set out in the Board's terms of reference;
- The requirement that they may act in the best interests of the Association as a whole (rather than a particular group or constituency), and in a manner consistent with their legal duties (see [Requirement 1.2](#));
- Expectations about conduct (in line with the Directors' code at [Requirement 4.4](#)); and
- Any responsibilities specific to their particular role on the Board (e.g. Senior Independent Director).

It is good practice to review the statements periodically to ensure they remain up to date.

Tools/Resources

- See [Appendix 4: Companies Act 2006 – Duties of a Director](#)



INDUCTION OF NEW DIRECTORS cont'd

Requirement 2.12

Each Association shall ensure that new Directors receive a full, formal and tailored induction on joining the Board.

All Directors should receive an induction on joining the Board. The objective of an induction process is to ensure all new Directors have the information they need to become as effective as possible, as soon as possible. A good induction process should help build an understanding of the Association and its main relationships and establish links with the key people within the Association. The induction may be tailored in recognition of the different needs, skills and experience of each Director but there is likely to be a baseline of common information shared with all. Associations may also find it helpful to think about using different methods for the induction process (e.g. one-to-one meetings, attendance at events, information packs, and visits).

Topics that may be covered in an induction include the following:

- The role of a Board and the duties of a Director (in line with the written statement of responsibilities at **Requirement 2.11**);
- The Association's history and structure;
- The Association's governing documents (e.g. articles, schedule of reserved matters, Board and committee terms of reference, recent Board and general meeting minutes), strategic plan, financial information, and significant issues;
- The Association's key stakeholders (it may be appropriate to facilitate meetings with such stakeholders, e.g. clubs, leagues, funders etc.); and
- This Code.

Careful consideration should be given to the amount of time needed for a proper induction, and whether it should be staggered in order to promote incremental learning and avoid an immediate over-burdening of too much information. This could be discussed with a new Director, also giving them an opportunity to contribute to the process by outlining any specific elements they would like included; for example, a newly appointed Director who is taking a position on a Board committee may want to spend more time with those who are responsible for matters that come before that committee.

Associations may wish to consider pairing a newly appointed Nominated Director with an independent non-executive Director, and vice versa, in order that each can learn from the other: Nominated Directors often have unrivalled knowledge of football, and independent Directors often bring experience from senior levels of the wider business community.

Tools/Resources

- See **Appendix 3: County FA Board of Directors' Handbook Index – Template**
- See **Appendix 41: Example of Induction Checklist for Directors**
- Refer to ICSA guidance on induction of Directors: theaic.co.uk/sites/default/files/uploads/files/ICSAinductionofdirectors.pdf

REMUNERATION

Requirement 2.13

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

Having a formal, approved procedure for determining remuneration provides assurance to Directors and employees that decisions are made on a consistent basis. In addition, a good remuneration policy is designed to support performance, encourage the underlying financial health of the Association and promote sound risk management.

As noted in **Requirement 1.27**, a Board may choose to constitute a remuneration committee and delegate responsibility to it to agree the remuneration of Directors and senior management. The committee may also have responsibility for agreeing a remuneration policy.

Whatever procedure an Association chooses to adopt for determining remuneration, it should be clearly documented and made available to those with an interest in the outcome.

Tools/Resources

- See **Appendix 22: County FA Remuneration Committee Terms of Reference – Template**



FA REPRESENTATIVE

Requirement 2.14

Each organisation 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 Board.

The FA representative is the representation of the Association within the main Football Association Council, and by virtue of being on that Council will also be appointed onto various committees, helping to shape football in England. Given the importance of FA Representatives contributing effectively in these areas, it is important that FA representatives are chosen who are able to contribute.

An “Open” procedure is one that ensures all who are eligible are aware of the vacancy and the appointment procedure. A “Formal” process is one where a clear process exists in writing and the process is documented and minuted accordingly. A “Transparent” process is one in which it is easy for interested parties to find out information about how the appointment process works along with the duties that the FA Representative is required to undertake.

A Board who have been selected based on skills will be able to identify the skills required for an FA Representative to contribute in this way and also to act as an ambassador for the Association within the FA Council.

Tools/Resources

- See **Appendix 7: Board Skills: Diagnostic and Evaluation Questionnaire**
- See **Appendix 8: Board Skills: Diagnostic and Evaluation – Independent Assessment Flow**
The process flow to support Appendix 8 is available by contacting your FA Regional Manager to source an appropriate consultant.

SAFEGUARDING CHAMPION

Requirement 2.15

Each Association shall appoint one of the Directors as the Board Safeguarding Champion in compliance with The Football Associations Safeguarding Operating Standard and the Board Safeguarding Champion shall fully meet the role description.

See the [County FA Safeguarding Operating Standard](#) for further information.

PRINCIPLE **03**

COMMUNICATION



COMMUNICATION

THE PRINCIPLE:

Associations shall be transparent and accountable, engaging effectively with stakeholders and nurturing internal democracy.

WHY IS THIS IMPORTANT?

Being responsive to stakeholders, understanding their interests and hearing their voice helps shape the Association's governance and strategy. Transparency about why the Association exists, what it is trying to do, how it is doing it and with what results empowers stakeholders by giving them the information about the Association that they need to know.

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REQUIREMENTS AND RESOURCES

DISCLOSURE OF INFORMATION

Requirement 3.1

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

Requirement 3.2

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

Activities

Many Associations publish an annual review of the activities of the Association. From a governance perspective, this review could include reports on the working of the Board (as referred to in [Requirement 1.22](#)), its Council (if the Association has one) and key committees.

Finance

[Requirement 5.5](#) requires audited annual accounts to be published.

Diversity

Requirements [2.1](#) to [2.3](#) set out the obligations concerning transparency with regard to diversity.

To comply with these Requirements, the Association should give consideration to publishing the following as standing information:

- A statement of intent about its commitment to equality and diversity goals, and
- Its policies and procedures relating to equality and diversity.

Annual reporting could include details of the following:

- How the Association has ensured that any Board recruitment activity that has occurred during the year has been undertaken in such a way as to increase diversity;
- Data on Board, staff, volunteers and participants;
- Identification of a strategic lead for equality and diversity; and
- Any other activities that have been undertaken, e.g. shadowing and mentoring schemes, and/or programmes to reach out to particular communities to build capacity in the leaders of the future.

Other

Associations may wish to go further and publish more information.

Tools/Resources

- See [Appendix 33: Documents to consider including in Governance Section of County FA Website](#)

ENGAGEMENT STRATEGY

Requirement 3.3

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

This is to be published under a Governance section on the Associations website. It is important that local stakeholders are able to find such information quickly and easily

A stakeholder is any person or group which has an interest in the Association or is affected by its actions.

The stakeholder landscape of an Association is likely to be complex, and one model is unlikely to fit all. For example, Associations have hugely differing numbers of participants. Nevertheless, it is incumbent on each Association to consider properly who its stakeholders are, and how it should best engage with them.

Accessibility and effective communication are important in order to give stakeholders timely and accurate information: see further [Requirement 3.1](#) above.

Tools/Resources

- See **Appendix 33: Documents to consider including in Governance Section of County FA Website**

STAFF SURVEY

Requirement 3.4

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

- act on the results internally, communicating clearly to their employees how such actions are to be taken; and**
- make topline data available to The Football Association to collate the results for the purpose of developing a greater understanding of the County Football Association workforce.**

To build a healthy organisational culture it is important to listen to staff on a regular basis in a way in which they feel their voices are being heard and that from which, they can see that action results. Such feedback can help leadership of the Association understand opportunities to drive culture, performance, job satisfaction, retention and to improve the mental health and wellbeing of the workforce.

It can also be a useful tool in building trust between the workforce and senior leadership.

It is recommended that such surveys are anonymous to ensure honesty in responses.

The Football Association will engage an independent research partner (currently Critical Research) to conduct an annual County FA staff engagement, diversity and wellbeing survey.

STAFF SURVEY

Requirement 3.4 cont'd

Tools/Resources

Work is in progress between The FA and independent research company Critical to design a staff survey for County FAs. The administration of the survey and the analysis and reporting of the results will be carried out entirely by Critical to ensure independence and anonymity of respondents. Every County (where the completion rate is greater than 90%) will receive a report designed to assist the Board and CEO in deciding on interventions to improve staff engagement, diversity and wellbeing. The FA will receive a top line report of the results across all County FAs.

The first survey is planned for launch in February 2020 and the subsequent reports are planned to be delivered in April 2020

The survey will be an annual exercise.



PRINCIPLE **04**

STANDARDS AND CONDUCT



STANDARDS AND CONDUCT

THE PRINCIPLE:

Associations shall uphold high standards of integrity, and engage in regular and effective evaluation to drive continuous improvement.

WHY IS THIS IMPORTANT?

Having the right values embedded in the culture of the Association helps protect public investment and also enhances the reputation of the Association, earning stakeholder trust. Constantly seeking to improve makes an Association swift to respond to new challenges and opportunities.

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REQUIREMENTS AND RESOURCES

DEVELOPMENT OF THE BOARD

Requirement 4.1

The 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 Directors, and that of its committees (committee evaluation need not be undertaken annually).

Evaluation assists with the continuous improvement of the Board and its committees. The Requirement covers three tiers of evaluation: the whole Board, Board committees, and individual Directors.

Internal evaluation of the Board

The areas to be covered in the annual whole-Board evaluation will depend on factors specific to the Association, e.g. its purpose, size and particular challenges it is facing, (it may be helpful to refer to the skills matrix) but it is expected that, broadly, it will cover the following issues:

- (i) The balance of skills, experience, independence and knowledge of the Directors on the Board;
- (ii) Its diversity (see Requirements [2.1](#) to [2.3](#));
- (iii) The ability of the Board to function as a unit; and
- (iv) Any other factors relevant to its effectiveness.

The above list is not exhaustive.

Evaluation of Board committees

The process should usually be led by the Chair of the committee, reporting to the Chair of the Board. It is for the Board to determine the frequency with which evaluations of Board committees should take place. Annual evaluation is considered best practice, but it is recognised that the size of many funded Associations means that their resource needs to be carefully focused so as to maximise governance performance.

Evaluation of individual Directors

The purpose of individual evaluation is to determine whether each Director continues to contribute effectively and demonstrate commitment to the role of a Director. This process should normally be led by the Chair of the Board. The non-executive Directors, led by the senior independent Director, are usually responsible for performance evaluation of the Chair, taking into account the views of all other Directors. It may be appropriate to agree individual development plans as a result of these evaluations; these should not be published.

The Association should ensure that its Directors continually update their skills, knowledge and familiarity with the Association required to fulfil their role. It should provide them with the necessary resources in order to do so.

A toolkit is available to help Associations undertake such audits. Although such audits can be undertaken by way of self-assessment, it is important that they are conducted externally every 3 years (as a minimum) to ensure impartiality in the process (see [Requirement 4.2](#)).

Tools/Resources

- See **Appendix 7: Board Skills: Diagnostic and Evaluation Questionnaire**
- See **Appendix 8: Board Skills: Diagnostic and Evaluation - Independent Assessment Flow**
The process flow to support Appendix 8 is available by contacting your FA Regional Manager to source an appropriate consultant.
- See **Appendix 42: County FA Board Director Appraisal – Template**

DEVELOPMENT OF THE BOARD cont'd

Requirement 4.2

External evaluation of the Board shall be facilitated at least every three years or at the request of The Football Association.

External evaluation of the Board provides independent perspective on the performance of the Board. It should be facilitated at least every three years or at the request of The Football Association. If the external facilitator has any other connection with the Association, then this should be disclosed to The Football Association and, it is recommended, publicly in the annual governance statement. This is because if, for example, the facilitator also provides other services (e.g. recruitment services) to the Association, there can arise the perception of a lack of objectivity. The provision of other services is not in itself a bar to undertaking facilitation of a Board review, but the Board must consider any potential conflict of interest.

The Football Association has procured partners to help provide these services to County Football Associations, although the Association is not obligated to use the procured partners (provided they utilise a provider who is independent). The Football Association will endeavour to create processes that minimise costs to the Associations of such evaluations. Details of these procured partners are available from Mark Hardcastle, Senior Operations Delivery Manager.

Tools/Resources

- See **Appendix 7: Board Skills: Diagnostic and Evaluation Questionnaire**
- See **Appendix 8: Board Skills: Diagnostic and Evaluation – Independent Assessment Flow**
The process flow to support Appendix 8 is available by contacting your FA Regional Manager to source an appropriate consultant.

Requirement 4.3

The Board shall agree and implement a plan to take forward any actions resulting from the evaluations.

Board evaluations are only worthwhile if the issues that are identified are addressed and followed up.

Following an evaluation, the Chair should act on its results by recognising the strengths and addressing the weaknesses of the Board. This could include, where appropriate, proposing new members be appointed to the Board or seeking the resignation of Directors.

Continuing development – governance expertise

Associations should consider undertaking activity which will build their governance understanding and knowledge. This is to ensure that there is continuous development by Associations as a whole of their governance activity. Relevant activity may include attendance by a Director or senior member of staff at a governance training event run by a recognised leader in the field (e.g. the Sport and Recreation Alliance, Sport England, UK Sport, the Institute of Directors, the Institute of Chartered Secretaries and Administrators, a law firm event, or a private sector conference provider etc.), or by a bespoke training event run for the Association perhaps in conjunction with other funded Associations in order to promote efficiency.

Tools/Resources

- See **Appendix 7: Board Skills: Diagnostic and Evaluation Questionnaire**
- See **Appendix 8: Board Skills: Diagnostic and Evaluation – Independent Assessment Flow**
The process flow to support Appendix 8 is available by contacting your FA Regional Manager to source an appropriate consultant.

INTEGRITY

Requirement 4.4

Each Association shall adopt a mandatory Directors' code that, amongst other things, requires all Directors to act at all times, with integrity, in a forthright and ethical manner and in accordance with their Association's conflicts policy (see also [Requirement 1.22\(b\)](#)).

Tools/Resources

- See **Appendix 5: Example of Director and Council Member Code of Conduct**

Requirement 4.5

The Directors' code, terms of reference and other policies of the Board and its committees shall be reviewed at least every three years to ensure compliance with current laws.

Tools/Resources

- See **Appendix 1: Model County FA Articles of Association to Comply with Code of Governance**
- See **Appendix 5: Example of Director and Council Member Code of Conduct**

CONFLICTS OF INTEREST

Requirement 4.6

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

Conflicts of interest can arise where there is a conflict between the interests of the Association and either the Director's personal interests or those of another body with which the Director is involved.

The Association may find it helpful to maintain a register of interests.

Acting in the best interests of the Association includes disclosing to the Board (and in the annual report) any other significant commitments that might impede a Director's ability to participate or make decisions without bias. This obligation is on-going, and conflicts must be reported if they arise subsequent to appointment.

Tools/Resources

- See **Appendix 43: ICSA Guidance Note: Specimen Conflict of Interest Policy, Declaration Form and Register of Interests for Charity Trustees**
- See **Appendix 44: Declaration of Interests' Form – Template**

PRINCIPLE 05

POLICIES AND PROCESSES



POLICIES AND PROCESSES

THE PRINCIPLE:

Associations shall comply with all applicable laws and regulations, undertake responsible financial strategic planning, and have appropriate controls and risk management procedures.

WHY IS THIS IMPORTANT?

Understanding the legal environment and having in place appropriate financial and other controls help mitigate risk and enhance stakeholder trust.

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REQUIREMENTS AND RESOURCES

LEGAL COMPLIANCE AND CONTROL

Requirement 5.1

The Board shall ensure that:

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

In order to assist Directors in meeting these requirements, the Director's written statement of responsibilities (see **Requirement 2.11**) may include an outline of key legal and regulatory obligations, and the Directors' induction process (see **Requirement 2.12**) could supplement this by explaining what each obligation means. The obligation is however on-going, and Boards should consider how they can keep their understanding of these obligations up to date.

Directors are not required to have absolute knowledge of all applicable regulations that may apply to the Association. However, they must be sufficiently familiar with the applicable regulations to enable them to identify potential issues and, know the appropriate channels to elevate such issues for further investigation.

Associations are best placed to determine which legal and regulatory obligations are pertinent to them. This could include the following topics (which is not an exhaustive list):

- Company law;
- Charity law (if applicable);
- Health and safety;
- Data protection;
- Bribery and anti-corruption;
- Whistle-blowing legislation; and
- Safeguarding of vulnerable groups. (Note: the funding agreements of The Football Association contain specific obligations concerning safeguarding. These require appropriate policies and procedures to be put in place, and that Associations implement and adhere to the Safeguarding Operating Standard issued by The Football Association).

Tools/Resources

- See **Appendix 4: Companies Act 2006 Duties of a Director**
- See **Appendix 36: Director Appointment Letter – Template**

FINANCIAL CONTROL

Requirement 5.2

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

The Board takes responsibility for ensuring that it and the Association's staff have the relevant financial competence and qualifications to meet their obligations. More detailed guidance can be found in the Financial Management County FA Operating Guidance Manual (see link below).

Tools/Resources

- See **Appendix 10: County FA Finance Director Role Profile – Template**
- Refer to the [**Financial Management County FA Operating Guidance Manual v1.4**](#)

Requirement 5.3

The 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 Directors, staff and volunteers (where relevant). The Board must review and update them at least once every two years.

The financial policies and procedures of an Association are an important part of the overall control framework. Effective policies and procedures, that are understood by the Directors, staff and volunteers will help to ensure effective management of the Association's finances. The financial policies should be appropriate for the Association but would be reasonably expected to include policies covering:

- Controls on expenditure – who can spend what and with whose authority;
- Controls on travel and subsistence – when and what can be claimed for travel and subsistence;
- Exercising budgetary control – who can spend how much and on what, and what expenditure needs special permission;
- Banking – how income is banked, who can authorise direct debits and how bank accounts are reconciled;
- Procurement – how an Association ensures that effective competitive procurement processes are in place where appropriate; and
- Reserves – target levels and how these will be monitored.

A policy around reserves is an important element of the financial management and forward financial planning and a policy would usually establish the target level of reserves for an Association to hold. This level will vary from Association to Association, and the policy on reserves would set out why a certain level is appropriate for that Association and therefore why holding these reserves is necessary. The reserves policy is explained in the the Financial Management County FA Operating Guidance Manual (see link below).

Communication of the relevant policies to staff and volunteers will be important for ensuring that the policies are understood and followed. Associations may want to consider including relevant policies within their induction processes and making policies readily accessible via an intranet page or staff handbook.

Tools/Resources

- See **Appendix 10: County FA Finance Director Role Profile – Template**
- Refer to the [**Financial Management County FA Operating Guidance Manual v1.4**](#)

FINANCIAL CONTROL cont'd

Requirement 5.4

Each 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.

Most Associations will be required to follow the accounting standards set out under UK Generally Accepted Accounting Principles (GAAP). Responsibility for the approval of the accounts rests with the Board and Directors should also ensure that the annual accounts are transparent and understandable to members, funders and the general public.

In addition to the requirements under UK GAAP, as a recipient of public funds, the annual accounts of each Association should provide visibility of the income received from The Football Association via a note, together with an analysis of expenditure against that income.

Tools/Resources

- See **Appendix 10: County FA Finance Director Role Profile – Template**
- Refer to the [Financial Management County FA Operating Guidance Manual v1.4](#)

Requirement 5.5

The annual accounts must be audited and published on the Association's website.

As laid out in section 7 of the County FA funding agreement, the County FA must have its accounts independently audited annually. This can be undertaken by a 'reporting accountant', but in any case such accountant must be wholly independent of the Association. Accounts are to be published where it is easily accessible to members and the public, for instance on the Association's website.

Tools/Resources

- See **Appendix 10: County FA Finance Director Role Profile – Template**
- Refer to the [Financial Management County FA Operating Guidance Manual v1.4](#)

FINANCIAL STRATEGY

Requirement 5.6

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

The Board should present a fair and transparent assessment of the Association's long term position and future prospects.

This includes establishing a strategic plan and making judgements about the longer term financial viability and direction of the Association. Typically the strategic plan and financial forecast would be for a minimum of 3 years and aligned to the National Game Strategy. The Board should have processes in place to monitor progress against that plan and the one year budget and how they will put in place remedial action if required.

Many Associations in the sporting sector have relied on public funding to contribute to their ongoing administration costs.

Boards should ensure that their strategy includes a balanced assessment of ways that they might realistically seek alternative sources of funding or could engage with other partners to deliver shared objectives. Examples would include engaging members, the public or private sector on sponsorship opportunities or commercialisation of sporting rights.

RISK MANAGEMENT AND INTERNAL CONTROL

Requirement 5.7

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

The Board is responsible for determining the nature and extent of the principal risks that it is willing to take in achieving its strategic objectives.

The Board should ensure there are processes to:

- Consider and maintain a record of identified risks;
- Agree appropriate steps in order to mitigate their potential impact;
- Monitor and review the risk management systems; including detailed risk assessments ; and
- Focus on those risks which could threaten the Association's financial position, strategic objectives and future performance.

The Board should describe in their annual report the principal risks and how they are being managed and mitigated. Risks may include financial, operational, reputational, behavioural or external risks. Financial approval levels are an example of a financial risk. See Financial Operating Guidance Manual for further information.

RISK MANAGEMENT AND INTERNAL CONTROL

Requirement 5.7 cont'd

Tools/Resources
<ul style="list-style-type: none"> • See Appendix 45: Guidance on the use of Risk Registers and Safeguarding Risks • See Appendix 46: Safeguarding Risk Assessment Tool – Template • See Appendix 47: Sport England: Risk Policy for a Small Association • Refer to Kingston James Charities toolkit: a toolkit for effective risk management: mooreks.co.uk/upload/pdf/chartiesrisktoolkitfinal.pdf • Note: County FA Business Continuity Operating Guidance Manual to be launched in 2020/21 • Refer to the Financial Management County FA Operating Guidance Manual v1.4
Requirement 5.8
<p>The 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.</p> <p>Although the design of risk management and internal control procedures will be influenced by the type, size and complexity of the Association, the Board should monitor the effectiveness of the risk framework and include this in their annual report.</p> <p>Examples of appropriate internal control systems which may help an Association mitigate risks include:</p> <ul style="list-style-type: none"> • Clear allocation of internal responsibilities and powers which are subject to appropriate authorisations and approvals; • A robust system for the selection and training of employees to ensure suitably qualified individuals are appointed to positions within the Association; and • Establishing clear lines of reporting and communication; and developing record-keeping systems (e.g. accounting systems).
Tools/Resources
<ul style="list-style-type: none"> • See Appendix 45: Guidance on the use of Risk Registers and Safeguarding Risks • See Appendix 46: Safeguarding Risk Assessment Tool – Template • See Appendix 47: Sport England: Risk Policy for a Small Association • Refer to Kingston James Charities toolkit: a toolkit for effective risk management: mooreks.co.uk/upload/pdf/chartiesrisktoolkitfinal.pdf • Note: County FA Business Continuity Operating Guidance Manual to be launched in 2020/21

EQUALITY

Requirement 5.9

Each organisation shall be required to achieve and maintain the Preliminary Level of the Equality Standard for Sport.

This Preliminary level is the minimum level of The Equality Standard, Associations are encouraged to achieve the highest award attainable.

Tools/Resources

- See [Appendix 20: How to be a More Inclusive County FA](#)
- See [Appendix 48: The UK Equality Standard – A Framework for Sport](#)
- See [Appendix 49: The UK Equality Standard – Resource Pack](#)
- See [Appendix 50: The UK Equality Standard for Sport – Guidance for Sports Organisations](#)



APPENDICES

This document refers to numerous Tools/Resources – most of which are in the form of Appendices. All these Appendices (listed below) will be available in mid-February from **Microsoft Officer 365 County FA CEO and Chairs Operating Model Team**. Where relevant, they will be editable so you can configure them to your County FA.

Appendix 1	County FA Code of Governance Articles of Association – Template and Guidance Notes
Appendix 2	Example of Authority Scheme of Delegation
Appendix 3	County FA Board of Directors' Handbook Index – Template
Appendix 4	Companies Act 2006 –Duties of a Director
Appendix 5	Example of Director and Council Member Code of Conduct
Appendix 6	Example of a Board of Directors' Agenda
Appendix 7	Board Skills: Diagnostic and Evaluation Questionnaire
Appendix 8	Board Skills: Diagnostic and Evaluation – Independent Assessment Flow
Appendix 9	County FA Chief Executive Officer Role Profile – Template
Appendix 10	County FA Finance Director Role Profile – Template
Appendix 11	County FA Chair of the Board of Directors' Role Profile – Template
Appendix 12	County FA Governance Nomination and Appointment Committee – Terms of Reference
Appendix 13	Board Recruitment Process Guidelines
Appendix 14	County FA Senior Independent Director – Role Profile
Appendix 15	ICSA Guidance Note: The Roles of the Chairman, Chief Executive and Senior Independent Director under the Combined Code
Appendix 16	ICSA Guidance Note: Terms of Reference for the Audit Committee
Appendix 17	County FA Board Nomination and Appointment Committee Chair – Role Profile – Template
Appendix 18	Inclusion Advisory Groups (IAGs)What You Need To Know
Appendix 19	Recruitment Pack for Appointment of County FA Independent Chair of Inclusion Advisory Group
Appendix 20	How to be a More Inclusive County FA
Appendix 21	County FA Independent Chair of Inclusion Advisory Group – Role Profile – Template
Appendix 22	County FA Remuneration Committee Terms of Reference – Template

Appendix 23	Risk Committee Terms of Reference – Template
Appendix 24	County FA Youth Council Guidance
Appendix 25	County FA Youth Council Constitution and Terms of Reference – Template
appendix 26	The <i>[insert name of County FA]</i> Youth Council Code of Conduct
Appendix 27	Understanding and Engaging with Under-18s
Appendix 28	Sporting Equals Guidance Document:How to Increase Ethnic Diversity in Sports Leadership
Appendix 29	County FA Equality Policy – Template
Appendix 30	Sport England: Suggested Key Requirements of a Board and Sport Diversity Action Plan
Appendix 31	Example of a County FA Equality and Diversity Action Plan
Appendix 32	Sport England and UK Sport Guidance Document: Diversity Action Plan
Appendix 33	Documents to consider including in Governance Section of County FA Website
Appendix 34	County FA Generic Director Role Profile – Template
Appendix 35	County FA Director Application Pack
Appendix 36	Director Appointment Letter – Template
Appendix 37	Equality and Diversity Monitoring Form
Appendix 38	Example of Article for County FAs to Co-opt Directors
Appendix 39	County FA Succession Planning Guidance
Appendix 40	Director’s Declaration of Good Character
Appendix 41	Example of Induction Checklist for Directors
Appendix 42	County FA Board Director Appraisal – Template
Appendix 43	ICSA Guidance Note: Specimen Conflict of Interest Policy, Declaration Form and Register of Interests for Charity Trustees
Appendix 44	Declaration of Interests’ Form – Template
Appendix 45	Guidance on the use of Risk Registers and Safeguarding Risks
Appendix 46	Safeguarding Risk Assessment Tool – Template
Appendix 47	Sport England: Risk Policy for a Small Association
Appendix 48	The UK Equality Standard – A Framework for Sport
Appendix 49	The UK Equality Standard – Resource Pack
Appendix 50	The UK Equality Standard for Sport – Guidance for Sports Organisations



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