

NFA Code of Governance (COG) Review 2020 - Questions Summary

The following table is a list of all the questions raised during the process.

- At the NFA council meeting on 7th January 2021.
- Email feedback received by 15/1/2021.
- NFA Code of Governance – Articles Review – Feedback 7/2/2021
- NFA Code of Governance – Final Articles Review - 17-2-2021

Question	Response
Who will fill the Council elected posts under the new board structure?	The council elected director posts can only be filled by members of the NFA council. Council will vote to elect directors after an open transparent process.
How will council representatives be elected onto the Board?	<p>All of the existing directors will resign their positions in April 2021 where there will be an election from council to elect directors to the new structure.</p> <ul style="list-style-type: none"> • A role profile will be created for each director position to define the skills required for the position. Existing directors and members of council can stand for election for each specific role. • A new board recruitment process will be used to assess candidates after which there will be a council vote (as it is done currently) to confirm the directors.
When will Phase 2 of the articles review begin?	A date for Phase 2 of the Code of Governance review which will deal with a review of the NFA council governance has not yet been defined. It is anticipated this will be completed prior to July 2022.
What's the reason for the Code of Governance (COG)?	<p>The new COG is working to introduce a standard for football governance across each of the 47 County FA's (CFA) in England. This is based on a sport England Code of Governance standard. The FA COG standard has 65 elements that are assessed for conformance.</p> <p>Given the huge responsibility 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.</p> <p>There is currently a wide variation in governance structure and operation across each of the county FA's in England. The COG will drive standardisation across the County FA's in England</p> <p>The result of the COG for the NFA will be a more open, independent, diverse organisation that supports meeting the demands and</p>

	requirements of running a football business and council within the fast changing world of football.
Can you send the Skills Audit document out to council members please?	A Skills Audit document for council members will be sent out to members once the COG process is complete and adopted so that we can get a good understanding of the skills that exist across council.

NFA Code of Governance – Articles Review – Feedback 7/2/2021

The following table is a list of feedback received on the draft articles circulated for review. The table shows each item and the formal response. These changes will be incorporated into the final set of articles which will be presented to council for approval.

Key Elements	Notes
Clarification of how the NFA Chairman for transition period is elected. During the transition phase it is intended that the chairman will be elected from one of the 4 new council elected directors. The flowchart below shows the process that will be used for this and what happens in the event that none of the 4 elected council directors wish to stand for the chairman position	<p>Once the new articles are adopted and 4 new council elected directors are appointed the chairman for the transition phase until summer council July 2022 will be elected from the 4 council directors.</p> <p>In event none of the 4 elected directors wish to stand for chairman candidates will be sought from the wider board or via an open recruitment process if none of the wider board are willing to stand.</p> <p>Please see the attached flowchart.</p>
Article 18.2: The article states: 18.2. If he or she has a bankruptcy order made against him or is declared bankrupt by any court of competent jurisdiction or where he or she makes any arrangement or composition with his or her creditors generally or applies for an interim order under section 253 of the 1986 Act in connection with a voluntary arrangement under the 1986 Act. Should this read: 'If he or she has a bankruptcy order made against him OR HER or is declared bankrupt by any court of competent jurisdiction'	Article 18.2 updated to reflect change.
Article 38.2.6. The FA Representative will be appointed by the board under the new articles therefore will not be a council member separately as in the existing articles	Remove article 38.2.6 to reflect change.
Article 38.2.7. One representative appointed by each affiliated league whose headquarters are within the County of Northamptonshire. Affiliated leagues with a membership exceeding 50 affiliated teams shall be entitled to appoint a	<p>Update article 38.2.7 to read:</p> <p>One representative appointed by each affiliated league. Affiliated leagues with a membership exceeding 50 affiliated teams shall be entitled to appoint a second representative</p>

second representative. One of the county leagues has their Headquarters located outside of the county.	
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NFA Code of Governance – Final Articles Review - 17-2-2021

The following table is a list of feedback received at the council meeting on 17-2-2021.

Item	Key Elements	Notes
1.	Current Article 11 allows 10% of members to call a general meeting But it has been replaced by new Article 23.1 which has removed the right of members to call a general meeting. As it stands, only directors may call a general meeting and this by default leaves them with the option to refuse anything but the annual general meeting. A good democratic process should give the members, whom the directors serve, the right to convene a meeting to propose a resolution.	<p>Article 23.1 of the standard FA Articles has not removed the ability for members (council members) to require the directors to call a general meeting as the power is contained in the Companies Act 2006 (Section 303). Although the current NFA Article 11 expressly allows 10% of members to require a general meeting to be called it is now not required as it would conflict with what is the current and required law. The figure in company law used to be 10% but this has been reduced to 5% in 2009. The 5% is in fact now obligatory therefore a duplication of this within the new NFA articles is not required.</p> <p>RESULT: No change to new Articles.</p>
2.	Current Article 114 states the provisions for approving alterations to articles. Without such provision, the process and required majorities to bring changes to the articles may be limited. It is logical therefore to include this article as it stands and merely re-instate it.	<p>The answer here is the same as 1 above. Section 21 of the 2006 Act enables a company to amend its Articles by special resolution i.e. one that requires a 75% majority.</p> <p>Article 114 was originally included but it is now unnecessary as this right is contained specifically within company law. Also the current wording within the existing articles may no longer be technically correct as some aspects particularly around winding up may have changed.</p> <p>RESULT: No change to new Articles.</p>
3.	Article 123 – Has not been included in the new articles. and although I looked carefully, I did not spot this, so apologies are extended.	<p>Article 123 deals with limiting each members liability to a maximum of £10 in the event the association is wound up for any reason. Upon review this provision remains the same and is included in Article 41, section 41.1.3</p> <p>RESULT: No change to new Articles.</p>
4.	The provision for Council to remove one of its elected directors is missing and as it currently stands needs the members to do this. (Article 18.10).	<p>Article 18.10 reflects the position in the Companies Act 2006 (Section 168), "A company may by ordinary resolution at a meeting (called as in Item 1 above) remove a director before the expiration of his period</p>

		<p>of office, notwithstanding anything in any agreement between it and him". This has always been the case. Council members as members of the association can hold a meeting and then have the ability to remove any of the directors under the new structure not just council elected directors. The new code of governance aligns the articles to the Company Act 2006 which provides members a provision to remove a director.</p> <p>RESULT: No change to new Articles.</p>
5.	<p>Who approves the directors' appointments which are not covered in the articles? Are they confirmed at an AGM or is this left with the NFA Board? Normal company practice sees the directors approved at AGM's to provide accountability to the company and its stakeholders. The new articles do not appear to make this clear but I may have missed that too.</p>	<p>1. Under the articles council directors are approved by Council as they are currently. Article 16.3</p> <p>2. The 3 independent directors or elected directors i.e. approved by the members. This is via an AGM or EGM. Initially we will have to call an EGM to approve the independent directors. Once through the transition then confirmation of any independent directors will happen at the yearly AGM. Article 16.1.1.</p> <p>3. The 3 other directors become directors automatically as a consequence of their status (i.e. CEO, Board Safeguarding Champion and chairman of the IAG) and no member approval is required.</p> <p>RESULT: No change to new Articles.</p>