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Exeter City AFC Supporters' Society Limited

Trust Board Membership & Conduct Policy

(as of 25th October 2015)



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Trust Board Membership and Conduct Policy

1 Introduction

This document has been prepared under the Rules of Exeter City AFC Supporters Society Limited and sets out the Trust Board Membership and Conduct Policy adopted pursuant to a resolution of the Trust Board dated 7th September 2015.

The purpose of this policy is to ensure that:

- 1.1 the Trust Board has the skills and experience which it needs to operate effectively;
- and
- 1.2 the Trust Board operates in an effective and professional way and in accordance with its Rules and other Policies.

2 Definitions

- 2.1 "Rules" means the rules and regulations of Exeter City AFC Supporters Society Limited (Register no. 29339R) under the Co-Operative and Community Benefit Societies Act 2014.
- 2.2 "Trust" means Exeter City AFC Supporters Society Limited (also known as Exeter City Supporters' Trust).
- 2.3 "Club" means Exeter City AFC Limited, whose registered office is St James Park, Stadium Way, Exeter, EX4 6PX.
- 2.4 "Member" means a Person whose name is entered in the Register of Members of the Trust.
- 2.5 "Trust Board" or "the Trustees" mean all those persons appointed to perform the duties of directors of the Trust.
- 2.6 "Trustee" means a director of the Trust and includes any person occupying the position of director, by whatever name called, and who agrees to be bound by these Rules.
- 2.7 "Co-opted Trustee" means a Trustee co-opted onto the Trust Board pursuant to these Rules.
- 2.8 "Secretary" means the Trust Secretary.
- 2.9 "Officer" means any non-voting officer of the Trust appointed by the Trust Board under the Rules.
- 2.10 "Finance Officer" means the Finance Officer of the Trust.
- 2.11 "Person" means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or any representative of an unincorporated body, firm, partnership or corporate body;
- 2.12 "AGM" means the annual general meeting of the Trust.
- 2.13 "Trust Election Policy" means the procedures of the Trust for the conduct of elections to the Trust Board, adopted pursuant to a resolution of the Trust Board dated
- 2.14 "Trust Board Membership and Conduct Policy" means the terms and conditions laid out in this document.
- 2.15 "Trust Disciplinary Policy" means the disciplinary policy of the Trust set out in a separate statement and adopted pursuant to a resolution of the Trust Board dated September 2012.

3 Principles of Trusteeship

- 3.1 All Trustees of the Trust Board, whether elected or otherwise, must be Members of the Trust over the age of 18 and in exercising their duty must at all times have in mind the aims and objectives of the Trust.
- 3.2 Trustees will pursue the highest standards of ethical conduct in the interests of Members, the Club, employees, creditors and all other stakeholders.

4 Election of Trustees and Operation of the Trust Board

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- 4.1 Elections shall be governed in accordance with the Election Policy and shall normally be held annually.
- 4.2 The Trust Board shall determine the number of posts to be elected in each election taking into account the total number of Trustees current serving and the number of Trustees retiring at each election, pursuant to its Rules.
- 4.3 After each election and the ratification of the elected Trustees at the Trust's AGM, the Trust Board shall meet as soon as is practicable to elect a Chair, make co-options, appoint or reappoint the Trust Secretary and Officers, elect Trust representatives to serve as members of the Club Board, and select lead Trustees for such working groups or sub-committees as the Trust Board shall determine from time to time, having due regard to the roles and responsibilities prescribed for each of the positions and the skills and competencies of the Trustees.
- 4.4 As soon as is practicable the names and roles of the new Trust Board, its group leads and Club Board appointments, and its appointed and elected Officers should be posted on the Trust's website.
- 4.5 Any Trustee or Officer who:
- (a) ceases to comply with the criteria set out in this Trust Board Membership and Conduct Policy; or
 - (b) ceases to be a Member; or
 - (c) resigns
- is to vacate their office.
- 4.6 Any Trustee who
- (a) fails without good cause to attend 3 consecutive Trust Board meetings; or
 - (b) fails without good cause to participate in activities stipulated by the Trust Board
- is to vacate the office of Trustee if required to do so by a majority of the other Trustees.

5 Co-opted Trustees

- 5.1 The Trust Board may co-opt up to five Co-opted Trustees in accordance with the Rules. Co-opted Trustees will normally be chosen to contribute to the working of the Trust Board one or more of:
- (a) specialist knowledge of an area of the work of the Trust which it considers would be beneficial to the Trust;
 - (a) specific skills required to undertake one or more particular project(s) or task(s); or
 - (b) attributes (including age range, geographical location or membership of an under-represented group) which the Trustees feel would be beneficial to have represented on the Trust Board.
- 5.2 Prospective Co-optees must provide for the information of the Trust Board a statement of their skills and competencies and other relevant information, in a format similar to the information required of prospective Trustees under the Election Policy. The co-option of an additional Co-opted Trustee shall be made, following consideration of this statement and personal interview as appropriate, by resolution at any meeting of the Trust Board at which two thirds of those Trustees present vote in favour.
- 5.3 Co-opted Trustees will be appointed by the Trust Board for a fixed period, subject to annual review, and will be given a formal statement of their appointment including the end date.
- 5.4 Co-options may be extended year-on-year at the discretion of the Trust Board subject to an annual review held at or immediately after the Trust's Annual General meeting but before the expiration of their period of appointment.
- 5.5 Co-opted Trustees may not serve on a disciplinary committee, but (unless otherwise specified in the Rules) shall otherwise hold the same voting and other rights as elected Trustees, during the period of their appointment.

6 Officers of the Trust

- 6.1 In accordance with the Rules the Trust Board shall appoint a Trust Member who is not a Trustee to be the Trust's Finance Officer. The Finance Officer shall be responsible for ensuring that the Trust's accounts are complete, accurate and up to date. They shall ensure the Trust's finances are managed efficiently and professionally and that appropriate reporting is made at the Trust's meetings of transactions undertaken,

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monies received and paid out including donations and sales, balances held and other financial information as shall from time to time be required by the Trustees.

- 6.2 All monies collected by Trustees or Officers on behalf of the Trust must be either forwarded to the Finance Officer for entry into the Trust's Bank Account or deposited in Trust's Bank Account with the consent of the Finance Officer and a receipt provided to the Finance Officer as soon as reasonably practicable.
- 6.3 The Trust may appoint other Officers as it sees fit to undertake specific tasks or roles which it considers to be necessary for the conduct of its work or beneficial to the understanding of its policies, decisions and activities, but which it does not wish to make the responsibility of a Trustee. Officers of the Trust shall attend its meetings but shall not vote.
- 6.4 Any Officer appointed by the Trust Board may be removed if their performance is considered unsatisfactory by a two thirds majority of the Trustees present at a Trust Board meeting.

7 Conduct of Trustees and Officers

The following principles shall govern the conduct of Trustees and Officers in all their work and dealings as members of the Trust Board:

7.1 Honesty, Integrity and Commitment

Trustees and Officers shall abide by the law at all times and shall act honestly and with integrity in all of their dealings on behalf of the Trust. Their conduct will uphold the reputation and good name of the Trust. They shall adhere to the truth, and not mislead directly or indirectly nor make false statements, nor mislead by omission.

Trustees and Officers shall not discriminate on the grounds of people's age, disability, gender / gender reassignment, marriage / civil partnership, pregnancy / maternity, race, religions belief, sex, or sexual orientation. They shall treat everyone with whom they have dealings as a Trustee with personal respect and politeness, and respect the privacy of others.

Trustees and Officers will devote sufficient time and attention to the Trust in order to fulfill their duties as a Trustee or Officer.

Trustees and Officers shall not make promises or commitments on behalf of the Trust without the authority of the Trust Board, particularly but not limited to commitments that the TB has not decided, or would be unable, to honour.

Trustees have collective responsibility. They are bound by the decisions of the Trust Board and when representing the Trust will support those decisions outside the Trust Board environment.

This duty survives a Trustee's membership of the Trust Board.

7.2 Personal Transactions

Trustees' and Officers' personal or other business dealings will be kept separate from their dealings as a Trustee or Officer.

Trustees and Officers shall not use the name of the Trust or the Club to further any personal or other business transaction not related to the Trust, the Club, or any related business interests.

Trustees and Officers shall use goods, services and facilities provided to them by the Trust, the Club or associated business, strictly in accordance with the terms on which they are provided.

7.3 Confidentiality of Information

Trustees and Officers will ensure that confidential information (or any information that could be considered to be of a sensitive nature) relating to the Trust or the Club's operations, its customers, employees, creditors or associated businesses is not given either inadvertently or deliberately to third parties unless that information is required by law or a regulatory body.

In particular, proceedings of any part of any meeting of the Trust Board or one of its working groups not held in open session shall be strictly confidential, except for official reports of such meetings, such as publication of approved minutes and website reports. Only persons authorised by the Trust Board may act as spokespersons for the Trust, and Trustees and Officers who are not authorised as spokespersons have

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a duty to ensure that their public statements (including on electronic media) do not conflict with or undermine the policy agreed by the Trust Board.

Trustees and Officers will not use information obtained by them as a Trustee or Officer for personal financial gain, nor will that information be used to obtain financial benefit for any other person or business.

This duty survives a Trustee's or Officer's membership of the Trust Board.

7.4 Disclosure of Interests

Trustees and Officers shall fully disclose promptly to the Secretary and to the other members of the Trust Board any private or other business interests or any other matters, which may lead to potential or actual conflicts of interest.

7.5 Disclosure of Criminal Investigations

All Trustees and Officers shall disclose as soon as is practicable details of any criminal investigations or proceedings they are subject to whilst serving on the Trust Board. The Trust Board will then determine whether any action should be taken to suspend or terminate their membership of the Trust Board.

7.6 Payments, Gifts, Entertainment and Travel

Trustees and Officers shall not use their status as a Trustee or Officer to seek personal gain from those doing business or seeking to do business with the Trust or Club. Trustees and Officers shall not accept any offer of personal gain over the value of £10.00 if offered, especially but not limited to gifts, entertainment, travel and hospitality beyond normal reciprocal levels.

7.7 Expenses of Trustees

The Trust may pay any reasonable expenses which Trustees and Officers properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Trust. The Finance Officer and the Secretary shall provide guidance as necessary as to eligibility of expenses for reimbursement.

8 Disciplinary Process

The Trust's Disciplinary Policy is set out in a separate document. The following paragraphs describe how this will be applied by the Trust Board in relation to its Trustees and Officers:

- 8.1 A written complaint must be made to the Secretary that a Trustee or Officer has acted contrary to the Objects of the Trust as set out in the Rules. The Secretary shall then inform the Trustees that this complaint has been received.
- 8.2 In considering the written complaint, where a majority of the Trust Board deem that a Trustee or Officer has committed a disciplinary offence they shall be at liberty to constitute a Disciplinary Committee ("the Disciplinary Committee") to determine the facts, hold a hearing to consider these, and take such measures as the Committee sees fit. If the Trust Board decides to constitute a Disciplinary Committee the Trustee or Officer concerned will be notified immediately and will be suspended until the Disciplinary Committee has concluded its deliberations and shall not be entitled to vote nor attend Trust Board meetings for the period of suspension.
- 8.3 The Disciplinary Committee shall consist of the then Chair and Secretary of the Trust Board unless one or both of them is the subject of the disciplinary action, in which case another elected Trustee will be selected by the Trust Board as Chair of the Committee. In addition up to three but no less than two other elected Trustees (who shall not be the subject of the disciplinary action) shall also sit on the Disciplinary Committee. The Chair of the Committee shall have the casting vote if necessary.
- 8.4 Either the Trust Board or the Trustee or Officer who are the subject of the complaint may request for an independent member to join the Committee. The Independent member will be selected on the basis of mutual agreement, and shall for the avoidance of doubt not be someone who has served with any of the subjects of the complaint on the Trust Board or any committee thereof, and shall ideally not be a member of the Trust itself.
- 8.5 All reasonable incidental expenses for Independent members shall be met by the Trust.

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- 8.6 The person who is the subject of the Disciplinary Committee shall be entitled to have an independent witness with them at any hearing held to consider the complaint. Any such witness shall be eligible to observe proceedings but not to participate in the hearing.
- 8.7 The Disciplinary Committee shall meet as soon as is practicable (where possible within 7 days) after the Trust Board meeting which constituted the Disciplinary Committee and shall invite the Trustee or Officer concerned to attend or submit his/her version of events and/or mitigating circumstances. The Disciplinary Committee shall act honestly and equitably in assessing the facts of the disciplinary case before it. It shall act by majority and first make a finding(s) as to the facts. It may then impose such sanction as it sees fit, including for example:- dismissal; further suspension to allow more facts to be gathered, after which a further meeting of the Disciplinary Committee shall be held; censure; or warning. If appropriate the Disciplinary Committee may choose to impose no sanction. If the Trustee or Officer concerned fails to either attend or submit their version of events and/or mitigating circumstances as envisaged above, the Disciplinary Committee can proceed and make such inferences as it sees fit from such non-attendance or non-submission.
- 8.8 The Trustee subject to the disciplinary hearing may appeal against the decision of the Disciplinary Committee within 7 days of being notified of the decision. The appeal must be made to the Trust Secretary who shall contact Supporters Direct who shall appoint an independent organisation such as Co-operatives UK whose decision will be binding on all parties. The appeal will take place as soon as possible after the Trustee or Officer concerned has requested it and no later than 28 days following the date of receipt of the appeal. As the independent organisation is independent of the Trust there will be no further right of appeal by any party.
- 8.9 The final decision will be communicated to Trust Members only after the conclusion of the appeal, or when the date for the lodging of an appeal has passed without such appeal being lodged. The Secretary will be responsible for communicating the decision, and no members of the Disciplinary Committee shall make any comment about the proceedings publicly. All Disciplinary Committees including the very existence of any Disciplinary Committee proceedings shall remain confidential except as communicated by the Secretary.

I confirm that I have read the Trust Board Membership & Conduct Policy and agree to be bound by its provisions:

Signed: _____ (Trustee or Officer – delete as appropriate)

Print Name: _____ Date: _____