

*Adopted by the Society Board on 20 January 2018.*

## Swansea City Supporters Trust Governance

### Trust Board Roles

Please find listed below a brief list of Board positions to be elected and a summary of their key duties. The Board consists of between 7 and 11 elected positions and between 2 and 4 co-opted posts. The Board meets monthly and each Board member may sit on or lead sub-groups depending on the campaigns and priorities of the Trust. All Board Members shall, in the execution of their duties, act in accordance with the wider Governance policies of the Trust.

#### **CHAIRMAN**

The role of the Chairman is to facilitate the smooth running of the Society Board, to act as a figurehead for the Trust and to help guide its strategic direction by:-

- Providing leadership and focus to the Board
- Chairing Board meetings and general members meetings.
- Setting and maintaining standards for the performance of the Board.
- Leading on the appraisal and development of the Board.
- Ensuring that the Board is effective in its tasks of setting and achieving the Trusts strategic objectives.
- Striving to establish good working relationships with Swansea City Football Club and other groups associated with the Club.
- The post holder will be elected by the Trust Board for a period of 2 years, after which the post holder may stand for re-election for further 2 year periods and, if successful, up to a total of 6 years.

#### **VICE CHAIRMAN**

The role of the Vice Chairman is to deputise in the absence of the Chairman and to assist the Chairman in ensuring that policies and procedures become embedded and that strategies are realised, by:-

- Assisting the Chairman to ensure annually agreed aims and objectives become operational realities.
- Working with the Chairman and Supporters Trust Board Secretary to manage arrangements for Trust General Meetings, open meetings and consultations etc.
- Convening and chairing meetings in the absence of the Chairman.
- Representing the Trust at key events.
- Assisting the Chairman to ensure appropriate policies and procedures are developed and implemented.
- Creating and managing relationships with stakeholders as required by the Board and/or Chairman.
- The post holder post will be elected by the Trust Board for a period of 2 years, after which the post holder may stand for re-election for further 2 year periods and, if successful, up to a total of 6 years.

#### **TREASURER**

The role of the Treasurer is to maintain the Trust accounts, ensure that all statutory returns are completed and returned on time and to implement policies and procedure such that the accounts show a true and fair view and that assets of the Trust are safeguarded, by:-

- Maintaining computerised records of books of account.
  - Reporting the financial position on a regular basis.
  - Recommending actions on financial matters to the Board.
  - Providing financial advice on business plans and projects.
- Preparing and submitting any statutory documents that are required.
- Facilitating the statutory audit of the Trusts annual financial statements.
  - The post holder will be elected by the Supporters Trust Board for a 2-year period, after which the post holder may stand for re-election. Due to the specialist nature of this post there is no maximum term of office with this post.

### **BOARD MEMBER WITHOUT PORTFOLIO (7 positions)**

There are between 3 and 7 Trust Board Members elected for a period of 2 years, with no specific duties attached. Individuals holding these positions are encouraged to commit as much time as they are able to participate in areas that suit their skills or interests. Trust Board members may apply for re-election for a further 2 year period.

### **SECRETARY**

The position of Secretary will not be elected and instead will be chosen by the elected Supporters Trust Board.

The Secretary will be a non-voting role and although present at Trust Board meetings is not counted as a Trust Board member. The duties of the Secretary will include:

- Taking Minutes of all meetings of the Society Board.
- Ensuring systems are in place to record and retain Minutes for all Board and Sub-Committee meetings.
- Sending out of notice and other administration duties required by the Trust's constitution.
- Ensuring the smooth running and integrity of the annual elections.
- Providing advice to the Board on the interpretation of the constitution and ensuring that appropriate advice is sought where necessary.
- Safeguarding the needs of members.

### **CO-OPTED MEMBERS**

- Up to 4 Co-opted Members may be elected to the Trust Board. Each potential Co-opted Member has to put his/herself up for consideration by the Trust Board.
- If accepted, each Co-optee may serve on the Trust Board for 1 year, after which they must request consideration for another 1 year term in office. There is no limit to the number of times a Co-optee may ask to be considered. A Co-optee may, of course, become a Board Member without Portfolio in the interim period (see above).
- Should there be more than 4 individuals requesting a Co-optee post in any given year, the Trust Board will undertake an interview process to select the most suitable candidates.
- Individuals holding these posts are encouraged to commit as much time as they are able to participate in areas that suit their skills and interests.

### **SUPPORTER DIRECTOR**

#### **1. Eligibility**

1.1 To be eligible for nomination for Swans Trust (ST) Supporters Director the candidate must:

- Have been a member of the ST Board for at least 1 (one) year.
- Agree to carry out the responsibilities and activities outlined in the Supporters Director Remit.
- Not have been disqualified by a court from acting as a Company Director (unless he or she has been given leave (permission) to act by a court for a particular company).
- Not be an undischarged bankrupt (except with leave of the court).
- Supply a statement of between 300 and 600 words of why they believe they should be elected as ST Supporters Director.

1.2 The Nomination form and Candidate statement are to be completed and signed by two ST members and returned to the ST Secretary.

1.3 The ST Trust Board will discuss the nominations at their next meeting; Candidates will be allowed the opportunity to amend their Statement at the request of the ST Trust Board in the week following the Board meeting.

1.4 It is desirable for candidates to have the following personal qualities:

- Integrity and trustworthiness
- Diplomacy
- Confidentiality
- Be articulate
- Media skills

1.5 When first elected the ST Supporters Director will serve for a period of 2 (two) years, after which the post holder may stand for re-election for further 2 year periods and, if successful, up to a total of 6 (six) years.

## **2. Legal Duties and Implications**

2.1 The ST Supporters Director has the same legal responsibilities to the company Swansea City Football Club (SCFC) and shareholders as all the other Directors, and must act at all times in the best interest of the SCFC as a whole. However, the unique terms of the reference of the Supporters Director mean that their view on what is in SCFC's best interests will be informed and influenced by the views of the supporters.

2.2 Normally a Director would be expected to work in cooperation and agreement with the rest of the SCFC Board. The SCFC Board works on a consensus basis whereby, once a decision has been reached, even by majority vote, then it will be supported by all Directors. However, if at any time the Supporters Director feels that the action the Board is taking is not in the best interests of the company (SCFC) as a whole then they are legally required to oppose that action.

2.3 For additional information see document issued by Supporters Direct

- “Being a Director
- What you Need to Know”.

## **3. Supporters Director Obligations to ST Board**

3.1 Acknowledging and fully accepting the legal duties and implications as above, the ST Board expects the Supporters Director to carry out the “Duties and Responsibilities” as laid out in the “Supporters Director Remit” below.

3.2 Failure to do this will, in the first instance, be brought to the attention of the Supporters Director by the Chairman, Secretary and two other Trust Board members. Ideally this group will work with the Supporters Director to improve the situation.

3.3 Ongoing failure to comply by the Supporters Director will lead to a vote of no confidence in the Supporter Director.

3.4 A vote of no confidence will be put to ST Board members together with a report on the non-compliance leading to the vote of no confidence.

3.5 The ST Board may, in the event of the Supporters Director not being unable to continue in office, appoint a person to undertake the duties of Supporters Director, as detailed in subparagraphs 2.1, 2.2 and 2.3 of this document. If the appointment takes place during the mid-term of the outgoing Supporters Director, his/her successor will serve in the position until the current term of office is completed.

3.6 The Supporters Director will give the ST Board 6 months notice in the event of the post holder relinquishing his/her post.

#### **4. Supporters Director Remit**

##### **4.1 Mission/Objectives:**

- The main aims of the Supporters Director are to represent ST and all supporters' interests.
- Acting as a "bridge" and a pro-active communication channel between the supporters, ST and the ST Board.
- Having responsibility to act in the best interests of SCFC at all times; promoting best practice found in other clubs.

##### **4.2 Responsibilities and activities:**

- Attending and participating in all SCFC Board meetings, shareholder meetings, etc., unless impossible.
- Formulating the direction and strategy of the Club, developing policy.
- Managing effective communication between SCFC Board and ST.
- Having a duty of care for employees and customers and corporate responsibilities including health and safety plus fiduciary care.
- Attending as many as possible home and away matches, using the opportunity to interact with SCFC directors, opposition directors, club staff and supporters, visiting supporters' trusts or representatives.
- Attending Fans Forums and being available for questions.
- Attending and participating in ST Board monthly meetings giving regular reports and updates on appropriate information, and on matters requiring discussion and/or input from the Trust, either in person or by providing a written report to the Trust Secretary in advance of the meeting.
- Attending ST AGM and be available for questions.
- Pro-actively seeking the views and concerns of supporters, communicating any significant issues raised to the relevant parts of the club and attempting to secure the best outcome for the supporters, bearing in mind the director's ultimate legal responsibilities.
- Being easily available for supporters to contact via various media (email, telephone, post, etc.) and providing a prompt acknowledgement and response to communications.
- Liaising with the media, especially with regard to promoting SCFC and SCFC's community activities.
- Attending SAG meetings as appropriate.

- Maintaining regular contact with all supporters' groups (VP Club, Supporters Club, Supporters Direct, Football Supporters Federation, SCFC regional groups) and attending meetings wherever possible.
- Being an Ambassador for the Club, hosting visiting officials.
- Liaising with local officials, Council officials, sponsors, etc.

#### **5. Supporters Director Remuneration**

- All monies paid in respect of the Supporters Director role are to be paid to the Supporters Trust. The Trust Board to determine payment to the Supporters Director, based on the time and commitment involved in executing his/her duties and impact on his/her current employment.
- The Supporters Director should not enter into any paid employment, commercial agreement or business arrangement without the unanimous agreement of the ST Board