

Register No: IP030872



**BOARD MEMBERSHIP AND CONDUCT POLICY**


**OF**

1

**PORTSMOUTH SUPPORTERS' SOCIETY**

**LIMITED**

**Registered Under the Industrial  
And Provident Societies Acts 1965-78**

The development of the original Model Rules for a Supporters Community Mutual was promoted and funded by the Co-operative Party with help and advice from Co-operatives UK, DWF Solicitors and Supporters Direct  and their contribution is hereby gratefully acknowledged.

# **PST BOARD MEMBERSHIP AND CONDUCT POLICY [PORTSMOUTH SUPPORTERS' SOCIETY LIMITED]**

## **1. Introduction**

This document is drafted in accordance with the New Model Rules of Portsmouth Supporters' Society Limited adopted pursuant to a resolution of the Society at a General Meeting held on 8<sup>th</sup> December 2014 and the Best Practice guidance issued by Supporters Direct.

The purpose of this policy is to ensure that:

- 1.1. the Society Board has the skills and experience which it needs to operate effectively;
- 1.2. the interests of the community served by the Society are adequately represented;
- 1.3. the level of representation of different groups on the Society Board strikes an appropriate balance having regard to their legitimate interest in the Society's affairs;
- 1.4. the Board operates in an effective, efficient and professional manner.

## **2. Definitions**

- 2.1. "AGM" means the annual general meeting of the Society.
- 2.2. "Disciplinary Offence" means an Indictable Offence and/or offences described as a Disciplinary Offence in paragraphs 5.3, 9.2 and 11.5 of this Board Membership and Conduct Policy.
- 2.3. "Member(s)" means a member(s) of the Society.
- 2.4. "Society Board Member(s)" means a Member(s) of the Society Board including any persons co-opted onto the Society Board in accordance with the Rules.
- 2.5. "Election Policy" means a detailed set of rules and regulations of the Society set out in a separate policy statement.
- 2.6. "Board Membership and Conduct Policy" means the terms and conditions laid out in this document.
- 2.7. "Co-opted Member(s)" means a person(s) who and has/have been elected to the Society Board by Board Directors but not elected by the Members.
- 2.8. "Rules" means the rules and regulations of the Society laid out in the separate Rules document.
- 2.9. "Secretary" means the secretary of the Society.
- 2.10. "Treasurer" means the elected treasurer of the Society.
- 2.11. "Society" means Portsmouth Supporters' Society Limited (also known as Pompey Supporters' Trust).
- 2.12. "Society Board" means the elected Board of the Society including any co-opted Society Board Members.

## **3. Duties of the Society Board**

The Society Board has the same general legal responsibilities as the Directors would of any other business or company. Society Board Members owe their duties to the Society acting as

an agent with the responsibility of looking after the assets of the Society responsibly. In particular;

3.1 Collectively, Society Board Members are required to provide leadership of the Society and to ensure that satisfactory arrangements are in place in respect of the following key elements:

- Strategy: developing the overall strategy for the Society;
- Performance: setting agreed goals and objectives, and monitoring progress against performance;
- Risk: assessing the integrity of financial information and ensuring that financial and other controls/systems of risk management are robust and defensible.

3.2 Individually, each Society Board Member is required to:

- input in the setting of the strategic aims of the Society, including constructively challenging existing arrangements;
- input in the setting of the values and standards of the Society and the establishment of necessary policies and procedures;
- provide proactive advice on any issues that he or she considers need to be addressed;
- use independent judgment, reasonable care, skill and diligence;
- be aware of the Society's legislative and regulatory requirements;
- act in accordance with the Society's constitution;
- avoid conflicts of interest and declare interest in proposed transactions/arrangements;
- not accept benefits from third parties;
- promote the success of the Society and the Club;
- ensure that the necessary financial and human resources are in place for the Society to meet its agreed objectives.

#### **4. Election of Members**

4.1 Elections shall be governed in accordance with the Election Policy.

4.2 Vacancies arising amongst the Society Board Members elected by the members will be dealt with as follows.

4.2.1 If a vacancy caused by retirement or removal is not filled at the general meeting at which they retire or are removed, the vacancy may be filled by the Board.

4.2.2 A vacancy occurring by death or resignation may be filled by the Board.

4.2.3 In each case the Society Board Member appointed to fill the vacancy is to retire at the next annual general meeting and the Board will make provision for an election to be held. For the avoidance of doubt the retiring Society

Board Member may stand for re-election at the meeting at which he/she retires.

## **5. Co-opted Members**

- 5.1 The Society Board shall have power to co-opt additional Society Board Members at its discretion. Co-opted Members may be co-opted to either fill a casual vacancy on the Society Board in accordance with Rule 65. Co-opted Society Board Members may have a specialist knowledge or specific skills required or attributes which the elected Society Board Members feel would be beneficial to have on the Society Board. Also Members may be co-opted on the basis of their ability to fill those roles on the Board which remain vacant at any one time to ensure that the aims and objectives of the Society are met provided that elected Society Board Directors are not outnumbered by Co-opted Society Board Members.
- 5.2 The co-option of an additional Society Board Member shall be by resolution at any meeting of the Society Board in line with Rule 66. Co-opted Society Board Members will serve until the next AGM and may then either stand for election to the Society Board or seek a further period of co-option.
- 5.3 Co-opted Board members may not serve on a disciplinary committee.

## **6. Principles of Board Membership**

- 6.1 All members of the Society Board, whether elected or otherwise, must be members of the Society and in exercising their duty must at all times have in mind the aims and objectives of the Society.
- 6.2 All members of the Society Board must abide by decisions of the majority of them and take all such steps as are necessary or desirable to give effect to such decisions. Society Board Members are expected to adhere to the principles of collective responsibility.
- 6.3 In particular, it shall be considered a disciplinary offence for a Society Board Member to publicly criticise or to otherwise undermine any decision or policy of the Board.
- 6.4 It is expected that once decisions have been made by the Society Board, Society Board Members in disagreement with them accept the decision as the settled view of the Society Board, with items already determined only being reconsidered in the light of new information or significantly changed circumstances.
- 6.5 The Society Board may by majority vote determine that Society Board Members are not bound by collective responsibility in respect of any particular matter in which case the above shall not apply.
- 6.6 Society Board Members shall not act in any way to bring the Society into disrepute.
- 6.7 No person can be a Society Board Member:
  - 6.7.1 who ceases to be a Member of the Society;
  - 6.7.2 who is subject to a bankruptcy order or has in place a composition with their creditors;
  - 6.7.3 who is subject to a disqualification order made under the Company Directors Disqualification Act 1986;
  - 6.7.4 who fails to abide by any rules for the conduct of elections made by the Society Board;
  - 6.7.5 who is removed from office in accordance with the disciplinary process set out in the disciplinary policy;

- 6.7.6 in relation to whom a registered medical practitioner who is treating them gives a written opinion to the Society stating that they have become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 6.7.8 in relation to whom by reason of their mental health, a court makes an order which wholly or partly prevents them from personally exercising any powers or rights which they would otherwise have;
- 6.8 Any Society Board Member who:
  - 6.8.1 ceases to comply with the criteria set out Section 6 of this Board Membership and Conduct Policy; or
  - 6.8.2 ceases to be a Member; or
  - 6.8.3 resigns;
 Ceases to be a Society Board Member.
- 6.9 Any Society Board Member who:
  - 6.9.1 fails without good cause to attend 3 consecutive Board meetings; or
  - 6.9.2 fails without good cause to participate in board training is to vacate the office of Society Board Member if required to do so by a majority of the other Society Board Members.

## **7. Disciplinary Process**

- 7.1 Where any Society Board Member is deemed by a majority of the Society Board to have committed a Disciplinary Offence as defined in this document or has otherwise acted in a way which a majority of the Society Board believe is in contrast to the spirit of this document or the Rules, they shall be at liberty to constitute a Disciplinary Committee ("the Disciplinary Committee") to determine the facts and take such measures as the Disciplinary Committee sees fit. If the Society Board decides to constitute a Disciplinary Committee the Society Board Member(s) concerned will be suspended until the Disciplinary Committee meets and shall not be entitled to vote nor attend Society Board meetings for the period of suspension.
- 7.2 The Disciplinary Committee will consist of the then Chair and Vice-Chair of the Society Board unless one or both of them is the subject of the disciplinary action, in which case another Society Board Member will be selected by the Society Board as Chair of the Disciplinary Committee and he/she shall have the casting vote if necessary. In addition up to 3 but no less than 2 other Society Board Members (who shall not be the subject of the disciplinary action) shall sit on the Disciplinary Committee.
- 7.3 Either the Society Board or the Society Board Members who are the subject of the hearing may request for an independent member to join the Disciplinary 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 hearing on any board or committee and shall ideally not be a member of the Society itself.
- 7.4 In the event that it is not possible to agree the identity of the Independent member, Supporters Direct will select the Independent member.
- 7.5 All incidental expenses for Independent members shall be met by the Society.

- 7.6 The Disciplinary Committee shall meet as soon as is practicable (where possible within 7 days) after the Society Board meeting which constituted the Disciplinary Committee and shall invite the Society Board Member 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 and may 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 Society Board Member concerned fails to either attend or submit his or her 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 and make its decision.
- 7.7 The Society Board Member 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 Secretary who shall contact Supporters Direct who shall appoint an independent organisation whose decision will be binding on all parties. The appeal will take place as soon as possible after the member concerned has requested it, and no later than 28 days following the date of receipt of the appeal. There will be no further right of appeal by any party.
- 7.8 The final decision will be communicated to Society Board 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.

## **8. Board Procedure**

- 8.1 The newly elected Society Board (after each AGM and not merely the first AGM) shall meet to select from amongst themselves a Chair, a Vice Chair, a Treasurer and a head for such sub-committees as the Society 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 abilities of the newly elected Society Board Members. The Secretary shall be appointed by the Society Board. As soon as practicable the names and roles of the new Society Board Members shall be posted on the Society's website and sent out to members.
- 8.2 Vacancies arising amongst the Society Board Members elected by the members will be dealt with as follows;
- 8.2.1 If a vacancy caused by retirement or removal is not filled at the general meeting at which they retire or are removed, the vacancy may be filled by the Society Board;
- 8.2.2 A vacancy occurring by death or resignation may be filled by the Society Board;
- 8.2.3 In each case the Society Board Member appointed to fill the vacancy is to retire at the next annual general meeting and the Society Board will make provision for an election to be held. For the avoidance of doubt the retiring Society Board Member may stand for re-election at the meeting at which they retire.
- 8.3 Society Board Members will not receive any payment for serving on the Society Board other than the payment of expenses incurred in carrying out their duties.

- 8.4 All information held by the Society is subject to the Confidentiality principles set out below. Any Society Board Member collecting details of new members must ensure that they forward all the correct information and monies to the Secretary or a nominated person.
- 8.5 Acceptance of gifts and hospitality shall be dealt with under the Gifts and Hospitality Policy.
- 8.6 Any review of policies or the constitution will ordinarily be led by the Secretary with a committee drawn from the membership and Society Board Members.

## **9. Declaration of Interest**

A Society Board Member shall declare an interest in any contract or matter in which s/he has a personal, material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter, provided that nothing shall prevent a Society Board Member voting in respect of her/his terms and conditions of employment or any associated matter. A breach of this rule will result a disciplinary procedure.

## **10. Confidentiality and Collective Responsibility**

- 10.1 Society Board Members and officers of the Society acknowledge that discussions at Society Board Meetings are strictly confidential save where expressly stated not to be, and save for official reports of meetings, such as publication of approved minutes. With the exception of those circumstances set out below, all Society Board Members and officers shall keep all such discussions or information strictly private and confidential.
- 10.2 The confidentiality provisions shall not apply where a Society Board Member or an officer is asked to co-operate with any statutory or regulatory body and should not stifle due and proper debate on issues within the confines of Society Board meetings or discussions between Society Board Members conducted in confidence.

For the avoidance of doubt the confidentiality provisions above remain in force even after a former Society Board Member is no longer serving on the Society Board. Breach of the confidentiality provisions is a Disciplinary Offence.

- 10.3 Only persons authorised by the Society Board may act as spokespersons for the Society. Society Board Members who are not authorised as spokespersons have a duty to ensure that their public statements (including on electronic media) do not conflict with the policy agreed by the Society Board.
- 10.4 A person who ceases to be a Society Board Member shall as soon as reasonably possible return to the Society Board all documents and electronic records held by that Society Board Member which have been held in conjunction with that person's duties as a Society Board Member. Should those effects be not returned, the Society is authorised to involve outside agencies to secure their recovery, up to and including considering the failure to return such effects as unlawful possession of the Society's property.

## **11. Officers**

- 11.1 A serving officer who is not re-elected to the Society Board at the annual general meeting shall nevertheless continue to perform interim duties solely to ensure normal administrative functions are undertaken to maintain the Society's operations until the first Society Board meeting following the annual general meeting when a successor can be appointed. For the avoidance of doubt; they should have no role in any substantive actions and all parties with whom they deal in this period should be advised as to this situation.

## **12. Treasurer**

- 12.1 All money collected by Society Board Members on behalf of the Society must be either forwarded to the Treasurer for entry into the Society's Bank Account or deposited in Society's Bank Account with the consent of the Treasurer and a receipt provided to the Treasurer as soon as reasonably practicable. There will be no exception to this rule.
- 12.2 The Society may pay any reasonable expenses which Society Board Members connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.
- 12.3 The Treasurer has the authority to pay any reasonable expenses to the Society Board Members for phone calls, stationery etc without the consent of a full Society Board, but he/she must inform the Society Board of the amounts paid out.
- 12.4 All cash donations and payments taken must be recorded on a form approved by the Treasurer and as advised by the Society Auditor/Independent Examiner. At least two Society Board Members must sign the completed form. A failure to complete the form to the requirements of the Treasurer may be a Disciplinary Offence.

The Society shall maintain in force bank mandates which require that any cheque issued by the Society must bear the signature of two Society Board Members.

## **13. Secretary**

- 13.1 The Society is to have a Secretary whose functions will include:
- a. acting as Secretary to the Society Board;
  - b. attending all meetings of the Society Board;
  - c. acting as Secretary of any subsidiary company or society of the Society;
  - d. summoning and attending all general meetings of the Society and being responsible for keeping the minutes;
  - e. being responsible for keeping the register of members and other registers required to be kept by these Rules;
  - f. monitoring the conduct of the Society's affairs to ensure that it is conducted in accordance with these Rules;
  - g. arranging for Society Board Members to obtain independent legal, accounting tax or other professional advice if he or she considers it appropriate;
  - h. publishing to members in an appropriate form information which the Secretary in his or her discretion or the Society Board shall direct members should have about the affairs of the Society;
  - i. preparing and sending all returns required to be made to the Registrar of the Financial Conduct Authority.
- 13.2 The Secretary shall not be a Society Board Member but will be appointed to serve the Society members interests.