

# Newport County AFC Trust - Board and Club and Community Groups Policy

## 1. Introduction

The following document has been drafted in accordance with the existing rules and side policies and sets out the relationship between the Trust Board, the Club group and the Community group of the Club.

The policy was adopted by the Newport County AFC Trust Board on 28<sup>th</sup> September 2017.

The purpose of the policy is:

- 1.1 to clarify the decision making relationship between the Trust Board and the two group (Club and Community) so that there is an appropriate balance between delegated authority and protection of members' interests
- 1.2 to help decisions to be made in an effective and timely fashion, with clear terms of reference, accountability and reporting procedures
- 1.3 to ensure transparency to members in the performance of both Board and groups in achieving the objectives of the Club
- 1.4 to maximise the goodwill and resources which a community owned club needs to retain a competitive advantage over its rivals

## 2. Definitions

- 2.1 "Newport County AFC Trust Board" means the Governing Board that is responsible for ensuring that the Club is run in accordance with its objects. They exercise all the powers of the Club apart from those that they may choose to delegate from time to time or are reserved to the members under the Club's rules. They represent and are responsible to the members.
- 2.2 "Club Group" refers to the group that have powers delegated to them from the TrustBoard to manage the day to day running of the Club.
- 2.3 "Community Group" refers to the group that have powers delegated to them from the Trust Board to manage the Community commitments of the club.
- 2.4 "Day to day running" refers to all income generating aspects of the Club.
- 2.5 "Budget Report" consists of a written financial summary, detailing the actual spend, budgeted spend and variance, broken down into core areas.
- 2.6 "Business Case" is a well-structured written document that captures the reasoning for spending money for a project or initiative. It would normally consist of expected benefits, costs, risks and other options
- 2.7 "Performance Indicators" are a way to measure performance, evaluating the level of success in a particular area

### 3. The Newport County AFC Trust Board – Terms of Reference

#### 3.1 Purpose

The primary purpose of the Trust Board, as the overall Trust is to set the strategic direction of the club as well as ensuring it operates within the current constitution, abides by the law and the rules of the Football League.

#### 3.2 Objectives

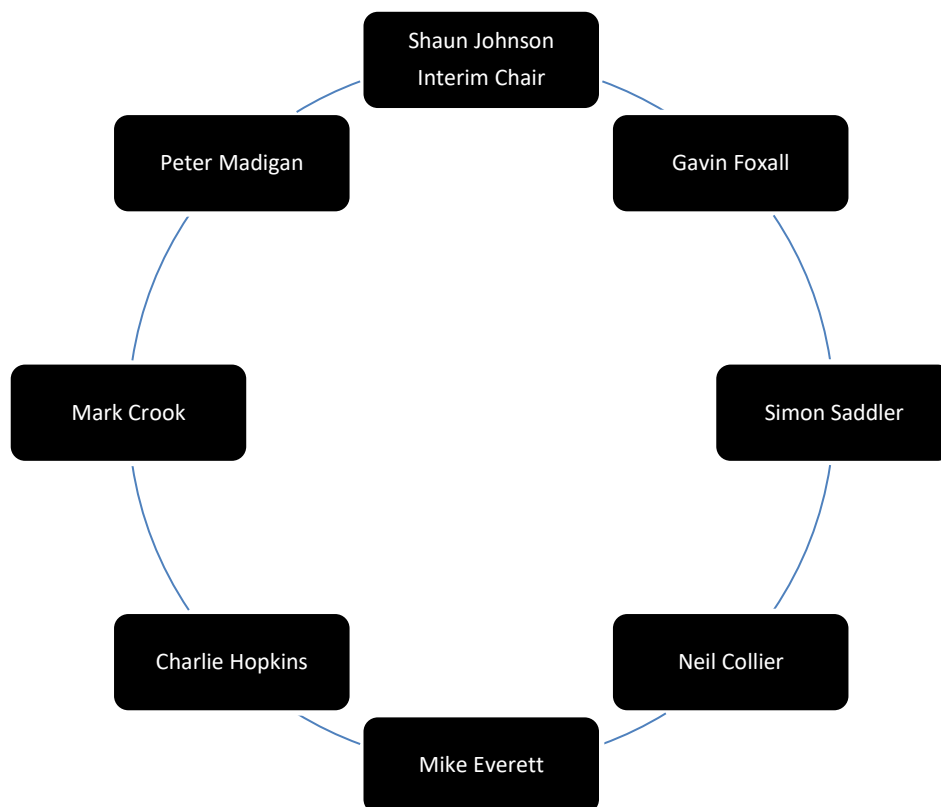
The Objectives for this Board are to:

- Set the strategic Direction of the Trust and Football Club
- Agree overall budget – including Playing Budget
- Agree appointments to Trust Board, Club Group, Community Group & Co-options
- Holds to account the performance of both Club and Community Groups having delegated responsibility through the respective objectives
- Monitor through reports the performance of the groups
- Agree Ticket Prices and related areas
- Handle in a timely manner any points of escalation from the groups

#### 3.3 Membership

The meeting will be chaired by the Trust Chair

The Board will be made up from the following:



### **3.4 Accountability**

The Board is accountable to its Trust and shareholders in line with the constitution.

### **3.5 Role of Members**

The responsibilities of the Board members will include:

- Set the strategic direction of the club
- Help balance conflicting priorities and resources
- Provide guidance to the respective groups
- Consider ideas and issues raised
- Monitor & Review the progress of each of the respective groups
- Ensuring the club operates in accordance to the constitution, the law and the Football league rules on all matters

### **3.6 Meeting Arrangements**

#### **Frequency**

The Board will plan to meet on a quarterly basis. Additional meetings and/or sub groups will be convened as required at the behest of the Chair, should any critical issues arise.

#### **Standing agenda items**

Standing agenda items will include:

- Minutes of previous meeting, agreed actions
- Matters Arising
- Club Group report
- Community Group report
- AOB

#### **Secretariat**

Secretariat will be provided by Club officials.

#### **Attendance**

Board members will make every effort to attend to ensure robust discussion, challenge and decision making.

#### **Papers**

The Secretariat will circulate papers a minimum of **2** working days before each Board meeting. In exceptional cases where this has not been possible, a summary of the paper will be presented at the meeting before the item is discussed. The Secretariat will circulate draft minutes, decisions and actions **3** working days after each Board meeting for comment and formal agreement at the next Board meeting.

### **3.7 Quorate**

Key decisions must be supported by at least **5** board members.

#### 4. Newport County AFC Club Group – Terms of Reference

**4.1 Purpose** The primary purpose of the Club group is to guide, support and direct the smooth running of the day to day operations of the Football Club

#### 4.2 Objectives

The objectives of the Club Group are to:

- Ensure the smooth running of the Day to day operations covering:
  - Academy, Commercial, Communications, Finance, Football, all back office activities.
- Oversee the Management of all staff employed
- Oversee Match day arrangements (including Hospitality)
- Operate within the agreed budget signed off by the Trust Board
- Manage Supplier relationships, purchases and payments
- Inform Trust Board on any policy development

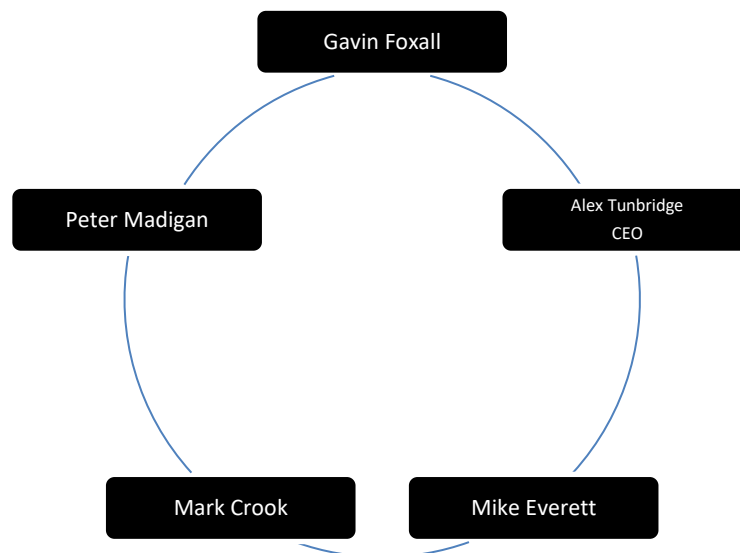
#### 4.3 Authority

The Club Group will ensure that it operates within the objectives agreed above.

#### 4.4 Membership

The meeting will be chaired by Gavin Foxall

The Club Group will be made up from the following:



#### 4.5 Accountability

The Committee is accountable to the Trust Board for:

- Objectives Meeting the objectives outlined above;
- Health & Safety – Providing assurance

- Allocated budget reporting on all activity;
- Risks and Issues which may need escalation due to the nature;

#### **4.6 Role of Members**

The responsibilities of the members will include:

- Help balance conflicting priorities and resources
- Provide guidance & support
- Consider ideas and issues raised
- Make decisions to allow the objectives to be met
- Monitor & Review the progress

#### **4.7 Meeting Arrangements**

##### **Frequency**

The Committee will plan to meet on a monthly basis. Additional meetings and/or sub groups will be convened as required at the behest of the Chair, should any critical issues arise.

##### **Standing agenda items**

Standing agenda items will include:

- Minutes of previous meeting, agreed actions
- Matters Arising
- Standard Reports
  - Finance
  - Commercial
  - CEO report – Academy, Operations
  - Relationships
- Staffing – by exception
- AOB

##### **Secretariat**

Secretariat will be provided by Club Officials

##### **Attendance**

Members will make every effort to attend to ensure robust discussion, challenge and decision making.

##### **Papers**

The Secretariat will circulate papers a minimum of **1** working day before each meeting. In exceptional cases where this has not been possible, a summary of the paper will be presented at the meeting before the item is discussed. The Secretariat will circulate draft minutes, decisions and actions **1** working day after each meeting for comment and formal agreement at the next meeting.

#### **4.8 Quorate**

4 members need to be in attendance for the meeting to convene.

### **5. The Newport County AFC Community Group – Terms of Reference**

### 5.1 Purpose

The primary purpose of the Community group is to maintain and develop the Trust Model through fund raising, engagement and communication whilst also playing an active role within the community.

### 5.2 Objectives

The objectives of the Community Group are to:

- Develop the Trust Model with a view to increasing membership
- Maintain the Trust membership to ensure members are fully engaged
- Manage the Trust Finance in accordance with the constitution
- Develop the community element linking in with County in the Community
- Responsible for all fund raising activity
- Responsible for Trust engagement and communications
- Inform Trust Board on any policy development
- Report performance to Trust Board

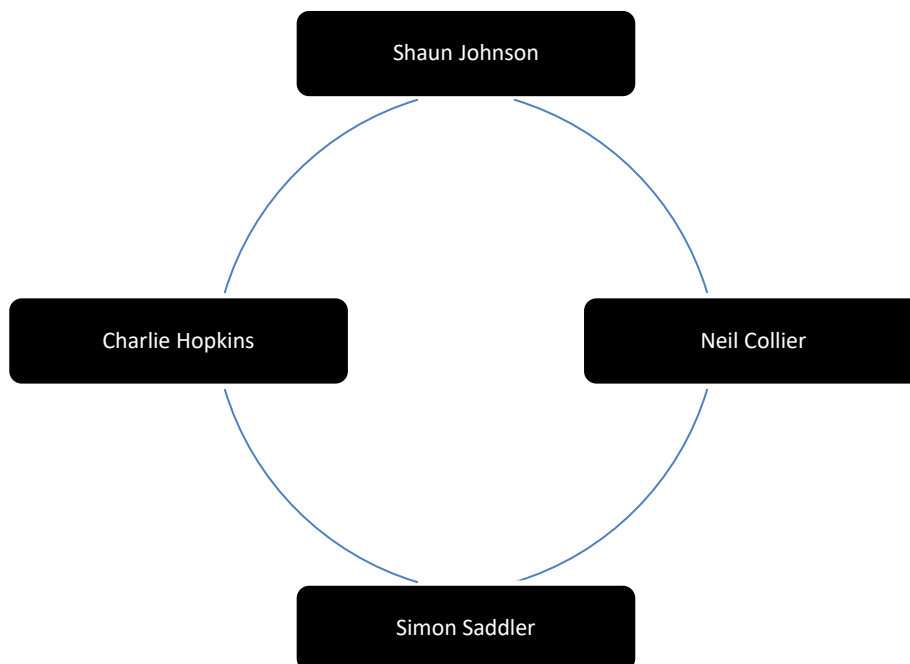
### 5.3 Authority

The Community Group will ensure that it operates within the objectives agreed above.

### 5.4 Membership

The meeting will be chaired by Malcolm Temple \*tbc given MT decision to stand down

The Community Group will be made up from the following:



## 5.5 Accountability

The group is accountable to the Trust Board for:

- Objectives Meeting the objectives outlined above;
- Trust Finances - reporting on all activity;
- Risks and Issues which may need escalation due to the nature;

## 5.6 Role of Members

The responsibilities of the members will include:

- Help balance conflicting priorities and resources
- Provide guidance & support
- Consider ideas and issues raised
- Make decisions to allow the objectives to be met
- Monitor & Review the progress

## 5.7 Meeting Arrangements

### Frequency

The group will plan to meet on a monthly basis. Additional meetings and/or sub groups will be convened as required at the behest of the Chair, should any critical issues arise.

### Standing agenda items

Standing agenda items will include:

- Minutes of previous meeting, agreed actions
- Matters Arising
- Standard Reports
  - Community
  - Trust Membership
  - Fund Raising
- AOB

### Secretariat

Secretariat will be provided by Club Officials

### Attendance

Members will make every effort to attend to ensure robust discussion, challenge and decision making.

### Papers

The Secretariat will circulate papers a minimum of **1** working day before each meeting. In exceptional cases where this has not been possible, a summary of the paper will be presented at the meeting before the item is discussed. The Secretariat will circulate draft minutes, decisions and actions **1** working day after each meeting for comment and formal agreement at the next meeting.

## 5.8 Quorate

4 members need to be in attendance for the meeting to convene.

## **6. Monitoring and Reporting**

- 6.1 There will be a standard agenda item at Board meetings to cover the work and performance of the Club Group.
- 6.2 Minutes of the Club Group meetings will be shared with the Trust Board as soon as is practically possible and (re-)circulated in advance of Trust Board meetings.
- 6.3 At each of its meetings the Trust Board will be presented with a written budget report prepared by the Club Group.
- 6.4 It is the responsibility of the Trust Board representatives on the Club Group to ensure at least one (but preferably all) of their number can attend Trust Board meetings to update the Trust Board on the activities of the Club Group and present the budget report.
- 6.5 Wherever practically possible Trust Board meetings and Club Group meetings should be held on separate days, with enough time to share minutes.
- 6.6 A summary of all Trust Board meetings, which will include the Club Group agenda item should (subject to any reasonable confidentiality requirements) be uploaded on the Trust website and made available to the membership.
- 6.7 A half yearly review including a version of the more detailed financial report will be shared with members.



## **7. The 'Day to Day' Budget**

- 7.1 The Trust Board will ratify an annual budget prepared in partnership with the Club Group.
  - 7.1.1 In the event that a budget cannot be agreed for the start of the financial year no new commitments can be entered into, save meeting the cost of existing liabilities until the new budget is approved.
  - 7.1.2 Subject to paragraph 6.3, ancillary spending can only be at the same level as the previous year's budget on a month by month basis (e.g. 1/12th of the previous year's spending in that area)
- 7.2 An outline of the agreed budget should be presented to members at the earliest reasonable opportunity
- 7.3 A tolerance level of flexibility in the budget should be agreed between the Trust Board and the Club Group in core areas.
  - 7.3.1 Should the Club Group want to go beyond the agreed tolerance level, as soon as practically possible they need to inform the Trust Board to seek permission to authorise the spend.
- 7.4 If any lending is required by the Club Group, this must be agreed by the Trust Board, and borrowing in excess of an aggregate £50,000 will require consultation with the membership.
- 7.5 The Club Group will have the authority to authorise spend in line with the budget but spending limits should be in line with any tendering policies agreed by the Trust Board. Only members of the Trust Board may enter into contracts on behalf of the Club, and any contract that would involve expenditure in excess of £10,000.00 may only be entered into with the consent of the full Trust Board.
- 7.6 A half yearly review (or at a time deemed most appropriate by the Trust Board) the Trust Board should receive a more detailed financial report showing the financial performance, including recommendations for changing the budget in relation to the performance to date. Details of this review including any recommendations made should be shared with the membership.
- 7.7 Monthly cash flow and financial reports are to be provided by the Operations Group to the Trust Board.
- 7.8 Should the Trust Board be asked to authorise any spend of over £5,000.00 outside of the agreed budget, it should be presented with a written business case, and authorised at Board level.
- 7.9 For the avoidance of doubt should there be a windfall payment received by the Club, for example from the sale of a player or a cup run, any decision of where that money will be allocated will be made by the Trust Board in line with the objects in the rules of the Club.

## **8. Strategy**

- 8.1 It is the role of the Trust Board to set the strategy and objectives of the Club in collaboration with the members and the Club and Community Groups.
- 8.2 It is recommended that Performance Indicators (PIs) are used to reflect the strategic objectives and measure progress in identified areas.
- 8.3 PIs should cover a range of areas, with some relating to the day to day operation of the Club, therefore some are likely to be managed by the Club Group.
- 8.4 Progress of PIs should be monitored by the Trust Board and performance should be reported to the membership at the AGM and as part of the half yearly report.
- 8.5 The Trust Board should try to engage the membership in setting PIs and provide opportunities away from Board Meetings to help the Club achieve them.
- 8.6 The Trust Board and Club/ Community group should meet quarterly to review progress of performance indicators, assess budget adherence and strategy.

## **Appendix 1**

### **Newport County AFC Trust Board Representative (Club Group) - Role Description**

#### **Role**

To represent the Trust Board (and by definition the members who are the ultimate owners of the Club) on the Club Group, to ensure the day to day running of the Club is being conducted in line with the strategy and objectives of the Trust .

#### **Commitment**

- To attend Club Group Meetings and Trust Board Meetings
- To be available to be contacted by members of both the Trust Board and Club Group, within a reasonable time frame

#### **Key responsibilities**

- To represent the Trust Members at all times
- To help the Club board implement the Trust strategy in line with the objects of Trust
- To report back to the Trust Board in a method that is in keeping with the Trust Board and Club Group Policy
- To constantly consider Performance Indicators and keep the focus of both the Trust Board and the Club Group of their duty to meet them. To make suggestions for new PIs to the Trust Board or amendments/removal of existing PIs

#### **Requirements**

- To be able to balance time spent with both Governing and Club Groups
- Good communication skills
- Diplomatic
- Agrees with the ethics and identity of a Community owned Club
- Accessible and available for both Boards, and Trust members
- An eye for detail
- Ability to focus on strategic aims and overall objects of the Club

## **Appendix 2**

### **Newport County AFC Trust Board Representative (Community Group) - Role Description**

#### Role

To represent the Trust Board (and by definition the members who are the ultimate owners of the Club) on the Community Group, to ensure the policy, aims and the objectives of the Trust are developed – including the development of inclusion and diversity in support representation .

#### Commitment

- To attend Community Group Meetings and Trust Board Meetings
- To be available to be contacted by members of both the Trust Board and Club Group, within a reasonable time frame

#### Key responsibilities

- To represent the Trust Members at all times
- To help the Community Group implement the Trust strategy in line with the objects of Trust
- To report back to the Trust Board in a method that is in keeping with the Trust Board and Community Group Policy
- To constantly consider Performance Indicators and keep the focus of both the Trust Board and the Community Group of their duty to meet them. To make suggestions for new PIs to the Trust Board or amendments/removal of existing PIs – with concentrations on membership / monthly donations)

#### Requirements

- To be able to balance time spent with both Governing and Club Groups
- Good communication skills
- Diplomatic
- Agrees with the ethics and identity of a Community owned Club
- Accessible and available for both Boards, and Trust members
- An eye for detail
- Ability to focus on strategic aims and overall objects of the Club