



Code of Governance for Football Clubs (England)

Compliance assessment – Band 1 clubs

October 2023

Contents

INTRODUCTION	3
1. CLUB AIMS AND VALUES AND BOARD LEADERSHIP	4
2. DIVISION OF RESPONSIBILITIES.....	16
3. COMPOSITION, SUCCESSION AND EVALUATION	22
4. AUDIT, RISK AND INTERNAL CONTROL	29
5. STAFFING AND REMUNERATION.....	37

INTRODUCTION

This document has been developed following the preparation of the draft Code of Governance for Football Clubs in England for Fair Game.

The document is designed to facilitate the assessment of clubs' compliance with the Code. This version specifically relates to Band 1 clubs, i.e. those with an annual turnover of £10.2m or more. Corresponding versions will be prepared for Bands 2 and 3.

The Code contains five sets of principles and 56 provisions. The aim of this compliance assessment is to provide a manageable framework for assessing compliance with each of the 56 provisions. It is intended that every club in the relevant band will complete an annual self-assessment of their compliance with each provision, providing their evidence, indicating whether they believe they comply fully, partially or not, and setting out their view of the actions needed to achieve full compliance where relevant.

Compliance with each provision in the Code is to be scored as follows: fully compliant 2 points; partially compliant 1 point; not compliant 0 points. The total score achievable is therefore 112 points.

Once this self-assessment has been completed by a club, the document and supporting evidence is to be submitted to the independent regulator of football for review.

This document has been prepared by Greg Campbell of Campbell Tickell for the Fair Game governance working group.

1. CLUB AIMS AND VALUES AND BOARD LEADERSHIP

Principles

- A. A successful club is led by an effective and professional board, whose role is to promote the long-term sustainable success of the club, in sporting, financial and social terms, meeting the reasonable expectations of its supporter base and local communities.
- B. The board should establish the club's aims, values, and strategy, and satisfy itself that these and its culture are aligned. All directors must act with integrity, lead by example, and promote the desired culture.
- C. In particular, the board should recognise its responsibilities:
 - a. to promote and support the interests of its supporter base and the local communities in which it operates;
 - b. to respect the heritage and culture of the club and its role in relation to its local communities;
 - c. to operate in as transparent a manner as reasonably possible (having regard to matters that may affect sporting or justifiable commercial advantage);
 - d. to contribute to safeguarding the reputation of the game; and by extension to encourage wider participation in watching and playing football;
 - e. to demonstrate the highest standards of probity and honesty, and ensure that any conflicts of interest are declared and dealt with appropriately;
 - f. to have full regard to the standards adopted by and the decisions of the independent regulator for football;
 - g. to acknowledge the importance of diversity of approach, experience and characteristics, in its own functioning, in its engagement with the supporter base and other stakeholders, and in the club's services and operations;
 - h. to demonstrate a commitment to sustainability, both in terms of promoting the long-term financial sustainability of the club and in terms of social commitment, including environmental sustainability, of all its operations;
 - i. to be a good employer and ensure that the whole workforce are properly engaged and consulted on relevant matters.

- D. The board should ensure that club is financially sustainable, and the necessary resources are in place for the club to meet its objectives and measure performance against them. The board should also establish a framework of prudent and effective controls, which enable risk to be assessed and managed.
- E. In order for the club to meet its responsibilities to supporters and other stakeholders (including shareholders), and its local communities, the board should ensure active and effective engagement with, and encourage participation from, these parties.
- F. The board should ensure that workforce policies and practices are consistent with the club’s values and support its long-term sustainable success. Employees should be able to raise any matters of concern and have these heard appropriately.

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
1.1 The board should assess the basis on which the club generates and preserves value over the long-term in terms of sporting endeavour, financial sustainability and its wider role in the community. It should describe in the supporter-focused annual report, on the club website and in other communications with supporters and stakeholders how opportunities and risks to the future success of the business have been considered and addressed, the sustainability of the club’s business model and how its governance contributes to the delivery of its strategy.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	
1.2 In addition to the annual accounts, the board should publish a detailed annual	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
report for supporters, which should be publicly available, including on the club website.	Comments:		By whom:	
			By date:	
1.3 Transparency of ownership The board should publicise in the annual accounts, annual supporter report, and on the club website all shareholdings of 10% or more of the club's share capital. This should make clear who holds the shares and the ultimate beneficial owners, including the relationship between the shareholdings and other entities within a group structure.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	
1.4 Financial health The board is responsible for ensuring the club's financial sustainability, effective business planning, and operational/service performance. It should adopt and keep under continuing review a long-term business and financial plan, annual budget, and monitor management accounts, cashflow and financial risks, informed as appropriate by the work of the Audit Committee (see section 4) and ensuring maximum engagement with supporter	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
representatives and the shadow board or supporters committee.			By date:	
1.5 The board should publish its full accounts in the annual supporter report and on the club website, as well as in the annual accounts.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	
1.6 Organisational culture The board should assess and monitor culture. Where it is not satisfied that policy, practices or behaviour throughout the business are aligned with the club's aims, values and strategy, it should seek assurance that management has taken corrective action. The annual supporter report should explain the board's activities and any action taken, and this should also be publicised on the club website. In addition, it should include an explanation of the club's approach to investing in and rewarding its workforce (including volunteers).	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	
1.7 Key strategies and policies	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>The board should adopt strategies and policies for key elements of the club's operations. These should include at minimum:</p> <ul style="list-style-type: none"> a. supporter and community engagement; b. health and safety; c. safeguarding and avoidance of bullying; d. whistleblowing; e. environmental sustainability; f. adherence to the Football Leadership Diversity Code; g. communications, encompassing both internal and external engagement; h. risk identification and management. 	Comments:		<p>By whom:</p> <hr/> <p>By date:</p>	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>1.8 Board meetings and wider engagement</p> <p>The board should meet not less than four times a year. It should seek regular engagement with supporter representatives and other stakeholders (including shareholders) in order to understand their views on governance and performance against the strategy. Committee chairs (see Provisions 3.2 and 4.1) should seek engagement with shareholders and supporter representatives on significant matters related to their areas of responsibility. The chair should ensure that the board as a whole has a clear understanding of the views of other stakeholders (including shareholders) and supporter representatives. Formal reporting to shareholders and supporter representatives should not be limited to the annual supporter report.</p>	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>1.9 Shareholders, supporters and stakeholders</p> <p>As regards shareholder meetings, these should be open to attendance by supporter representatives. Consultation should take place with shareholders, supporter representatives and other relevant stakeholders on matters that are liable to prove contentious ahead of any formal decision by a shareholder meeting. When either (a) 20 per cent or more of votes have been cast against the board recommendation for a resolution, or (b) the shadow board or supporters committee (see Provision 1.12) is opposed to the resolution, the club should explain, when announcing voting results, what actions it intends to take to consult shareholders and supporters in order to understand the reasons behind the result.</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	<p>Evidence:</p>	<p>Action needed:</p> <p>By whom:</p> <p>By date:</p>	
<p>1.10 An update on the views received from shareholders and supporter representatives, and actions taken, should be published no later than one month after the shareholder</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	<p>Evidence:</p>	<p>Action needed:</p> <p>By whom:</p>	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
meeting. The board should then provide a final summary in the annual supporter report and on the club website and, if applicable, in the explanatory notes to resolutions at the next shareholder meeting, on what impact the feedback has had on the decisions the board has taken and any actions or resolutions now proposed.			By date:	
1.11 The board should understand the views of the club's other key stakeholders and describe in the annual supporter report, and in other relevant communications and forums, how their interests and the matters set out in section 172 of the Companies Act 2006 have been considered in board discussions and decision-making. The board should keep engagement mechanisms under review so that they remain effective, and should actively seek to maximise transparency (within the bounds of commercial confidentiality) including in engaging with stakeholder representatives.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	
1.12 Shadow board or supporters committee The board should in particular pay close attention to the views of the club's	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>supporter base, and ensure that there are effective mechanisms to engage with them. This is likely to include a 'shadow board' or supporters committee where there is sufficient demand and appropriate arrangements can be put in place for members to be appointed by a recognised democratic supporters' trust or elected by accredited supporters of the club (or from an appropriate combination of the two). Where such a shadow board or supporters committee has been established, the board will (a) take all reasonable steps to ensure that it is adequately funded and supported to enable it to function effectively; and (b) take account of the views expressed by the body in arriving at board decisions on relevant matters.</p>			By date:	
<p>1.13 Workforce engagement and whistleblowing</p> <p>For engagement with the workforce, including volunteers, though not including playing staff, the board should delegate this to the staffing, nominations and remuneration committee, and the committee will report to the board as appropriate.</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	Evidence:	<p>Action needed:</p> <p>By whom:</p> <p>By date:</p>	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
1.14 There should be effective means in place for continuing consultation and engagement with all members of the workforce, including volunteers, to ensure that all are aware of the club's relevant policies and plans, and have the opportunity to be properly consulted on all relevant matters.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	
1.15 There should be a means for members of the workforce to raise concerns in confidence and – if they wish – anonymously. The board should promptly review any such whistleblowing and the reports arising from its consideration. It should ensure that arrangements are in place for the proportionate and independent investigation of such matters and for follow-up action. Such an investigation would normally be led by the senior independent director (where such a role exists) or otherwise by the chair of the audit committee, and they should be advised by an independent third party who has relevant experience. In a particularly serious case, the board should engage a suitably experienced independent third party to lead the investigation.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
	Comments:		By whom: By date:	
<p>1.16 Conflicts of interest and other concerns</p> <p>The board should take action to identify and manage conflicts of interest, including those resulting from significant shareholdings, and ensure that the influence of third parties does not compromise or override independent judgement. The board should moreover publish on the website and in the annual supporter report the club’s conflict of interest policy, together with a register of board member interests.</p>	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/> Comments:	Evidence:	Action needed: By whom: By date:	
<p>1.17 Where directors, including supporter directors (see Provision 3.8), have concerns about the operation of the board or the management of the club that cannot be resolved, their concerns should be recorded in the board minutes. On resignation, a non-executive director should provide a written statement to the chair, for circulation to the board, if they have any such concerns.</p>	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/> Comments:	Evidence:	Action needed: By whom: By date:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>1.18 Compliance with this code</p> <p>The board should self-assess its compliance with this code on an annual basis and should report on this in the annual supporter report and on the club website, and report it to supporter representatives. Where the board does not comply with any provisions, it should set out a clear explanation and where applicable, should state how and over what timescale it plans to achieve compliance. At least every three years, the board should be advised and supported in this process by a specialist external consultant, who should have no financial connections with the club or individual directors.</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	<p>Evidence:</p>	<p>Action needed:</p> <p>By whom:</p> <p>By date:</p>	
Total score this section				

2. DIVISION OF RESPONSIBILITIES

Principles

- G. The chair leads the board and is responsible for its overall effectiveness in directing the club. They should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the chair facilitates constructive board relations and the effective contribution of all non-executive directors, and ensures that directors and shadow board or supporters committee members (see Provision 1.12) receive accurate, timely and clear information.
- H. The board should include an appropriate combination of executive and non-executive (and, in particular, independent non-executive) directors, such that no one individual or small group of individuals dominates the board's decision-making. There should be a clear division of responsibilities between the leadership of the board and the executive leadership of the club's business.
- I. Non-executive directors should have sufficient time to meet their board responsibilities. They should provide constructive challenge, strategic guidance, offer specialist advice and hold management to account.
- J. The board, supported by the club secretary, who will also be the company secretary, should ensure that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently.

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
2.1 Chair and chief executive The chair should be independent on appointment when assessed against the circumstances set out in Provision 2.2. The roles of chair and chief executive should not be exercised by the same individual. A chief executive should not be chair of the same club at the same time.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>2.2 Independent non-executive directors</p> <p>The board should identify in the annual supporter report and on the club website each non-executive director it considers to be independent. Circumstances which are likely to impair, or could appear to impair, a non-executive director's independence include, but are not limited to, whether a director:</p> <p>a. is or has been an employee of the club or group within the last five years;</p> <p>b. is or has been a director or employee of another club within the English football pyramid or a club in another country that operates at a senior level within their football pyramid;</p> <p>c. has, or has had within the last three years, a material business relationship with the club, either directly or as a partner, shareholder, director or senior employee of a body that has such a relationship with the club;</p> <p>d. has received or receives additional remuneration from the club apart from a director's fee, participates in the club's share option or a performance-related pay</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	<p>Evidence:</p>	<p>Action needed:</p> <p>By whom:</p>	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>scheme, or is a member of the club's pension scheme;</p> <p>e. has close personal ties with any party of significant influence at the club;</p> <p>f. holds cross-directorships or has significant links with other directors through involvement in other companies or bodies;</p> <p>g. represents a significant shareholder; or</p> <p>h. has served on the board for more than nine years from the date of their first appointment.</p> <p>Where any of these or other relevant circumstances apply, and the board nonetheless considers that the non-executive director is independent, a clear explanation should be provided to the board and to supporter representatives.</p>			By date:	
<p>2.3 A majority of the board should be non-executive directors whom the board considers to be independent. For these purposes, supporter members of the board (see Provision 3.8) would normally be classed as independent.</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	Evidence:	<p>Action needed:</p> <p>By whom:</p> <p>By date:</p>	
<p>2.4 Senior independent director</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p>	Evidence:	Action needed:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>The board should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the chair and serve as an intermediary for the other directors, and supporter and other stakeholder (including shareholders) representatives. Led by the senior independent director, the non-executive directors should meet without the chair present at least annually to appraise the chair's performance, and on other occasions as necessary. Not less than every three years, the senior independent director should be supported and advised in this appraisal process by a specialist independent third party.</p>	<p>Comments:</p>		<p>By whom:</p> <hr/> <p>By date:</p>	
<p>2.5 Executive directors Non-executive directors have a prime role in appointing and removing executive directors. Non-executive directors should scrutinise and hold to account the performance of management and individual executive directors against agreed performance objectives. The chair should hold meetings with the non-executive directors without the executive directors present at least annually.</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <hr/> <p>Comments:</p>	<p>Evidence:</p>	<p>Action needed:</p> <hr/> <p>By whom:</p> <hr/> <p>By date:</p>	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>2.6 Directors' responsibilities</p> <p>The responsibilities of the chair, chief executive, senior independent director, board and committees should be clear, set out in writing, agreed by the board and made publicly available. The annual supporter report should set out the number of meetings of the board and its committees, and the individual attendance by directors.</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	Evidence:	<p>Action needed:</p> <p>By whom:</p> <p>By date:</p>	
<p>2.7 When making new appointments, the board should take into account other demands on directors' time and be mindful of avoiding conflicts of interest. Prior to appointment, significant commitments should be disclosed with an indication of the time involved. Additional external appointments should not be undertaken without prior approval of the board, with the reasons for permitting significant appointments explained in the annual supporter report and on the club website. Any directors, whether executive or non-executive, should not be an official of more than one club in any capacity.</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	Evidence:	<p>Action needed:</p> <p>By whom:</p> <p>By date:</p>	
<p>2.8 Club secretary</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p>	Evidence:	Action needed:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
All directors should have access to the advice of the club secretary, who is responsible for advising the board on all governance matters. Both the appointment and removal of the club secretary should be a matter for the whole board.	Comments:		By whom:	
			By date:	
2.9 Delegated authorities The board should adopt and monitor the operation and effectiveness of a scheme of delegated authorities. This should set out clearly which responsibilities are delegated to the chair and other board officers if appropriate, and to the executive leadership of the club's business.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	
Total score this section				

3. COMPOSITION, SUCCESSION AND EVALUATION

Principles

- K. Appointments to the board should be subject to a formal, rigorous and transparent procedure, and an effective succession plan should be maintained for board and senior management. Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
- L. The board and its committees should have a combination of skills, experience and knowledge. Consideration should be given to the length of service of the board as a whole and membership regularly refreshed.
- M. Annual evaluation of the board should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
3.1 Board size The board should comprise a minimum of five members and a maximum of eleven, including the chair.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	
3.2 Staffing, nominations and remuneration committee The board should establish a staffing, nominations and remuneration committee, with a minimum membership of three, to lead the process for appointments, ensure	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>plans are in place for orderly succession to both the board and senior management positions, and oversee the development of a diverse pipeline for succession. A majority of members of the committee should be independent non-executive directors. The chair of the board may only be a member if they were independent on appointment, and they cannot chair the committee. Moreover, the chair of the board should not sit as a member of the committee when it is dealing with the appointment of their successor. Before appointment as chair of the staffing, nominations and remuneration committee, the appointee should have served on a remuneration committee (or equivalent) for at least 12 months.</p>			By date:	
<p>3.3 The annual supporter report should describe the work of the staffing, nominations and remuneration committee, and this should also be reported on the club website, including setting out:</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	Evidence:	<p>Action needed:</p> <p>By whom:</p>	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>a. the processes used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;</p> <p>b. how the board evaluation has been conducted, the nature and extent of an external evaluator’s contact with the board and individual directors, the outcomes and actions taken, and how it has or will influence board composition;</p> <p>c. the policy on diversity and inclusion, its objectives and linkage to club strategy, how it has been implemented and progress on achieving the objectives; and</p> <p>d. the gender and ethnic balance of those in the senior management and their direct reports.</p>			By date:	
3.4 Board skills and experience	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>The staffing, nominations and remuneration committee should draw up a matrix of relevant skills and experience that the board collectively should offer. These would normally include:</p>	<p>Comments:</p>		<p>By whom:</p> <p>By date:</p>	
<p>3.5 Board directors' tenure All board directors should be subject to re-election every three years. The board should set out in the papers accompanying the resolutions to elect each director, the specific reasons why their contribution is, and continues to be, important to the club's long-term sustainable success.</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	<p>Evidence:</p>	<p>Action needed:</p> <p>By whom:</p> <p>By date:</p>	
<p>3.6 The chair should not remain in post beyond nine years from the date of their</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p>	<p>Evidence:</p>	<p>Action needed:</p>	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
first appointment to the board. To facilitate effective succession planning and the development of a diverse board, this period can be extended for a limited time, particularly in those cases where the chair was an existing non-executive director on appointment. A clear explanation should be provided to the board and supporter representatives.	Comments:		By whom: By date:	
3.7 Recruitment of chair and non-executive directors Open advertising and/or an external search consultancy should be used for the appointment of the chair and independent non-executive directors, with the exception of those elected by supporters. If an external search consultancy is engaged, it should be identified in the annual supporters report, and on the club website, alongside a statement confirming that it has no financial connections with the club or individual directors.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/> Comments:	Evidence:	Action needed: By whom: By date:	
3.8 Supporter directors The board should include a minimum of two directors appointed by a recognised democratic supporters trust (where this	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/> Comments:	Evidence:	Action needed: By whom:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
exists) or otherwise elected by accredited supporters of the club. The board should consider specifying a gender balance in the appointment of supporter directors.			By date:	
3.9 Appraisal of board directors There should be a formal and rigorous annual evaluation of the performance of the board, its committees, the chair and individual directors. This will be undertaken by the chair, save that the appraisal of the chair's performance will be undertaken by the senior independent director (see Provision 2.4). An externally facilitated board evaluation should take place at least every three years. The external evaluator should be identified in the annual supporter report alongside a statement confirming that the evaluator has no financial connections with the club or individual directors.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
3.10 The chair should act on the results of the evaluation by recognising the strengths and addressing any weaknesses of the board. Each director should engage with the process and take appropriate action when development needs have been identified.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<i>Total score this section</i>				

4. AUDIT, RISK AND INTERNAL CONTROL

Principles

- N. The board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of external audit and internal audit (where applicable) functions and satisfy itself on the integrity of financial and narrative statements.
- O. The board should present a fair, balanced and understandable assessment of the club's position and prospects.
- P. The board should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the club is willing to take in order to achieve its long-term strategic objectives.

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
4.1 Audit committee The board should establish an audit committee of independent non-executive directors, with a minimum membership of three, including at least one supporter member (see Provision 3.8). The chair of the board should not be a member. The board should satisfy itself that at least one member has recent and relevant financial experience and at least one member has detailed experience of the operations of a football club. The chair of the audit committee should not be the senior independent director.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>4.2 The main roles and responsibilities of the audit committee should include:</p> <p>a. monitoring the integrity of the financial statements of the club and any formal announcements relating to the club’s financial performance, and reviewing significant financial reporting judgements contained in them;</p> <p>b. providing advice on whether the annual supporter report and annual accounts, taken as a whole, are fair, balanced and understandable, and provide the information necessary for shareholders and supporter representatives to assess the club’s position and performance, business model and strategy;</p> <p>c. reviewing the club’s internal financial controls and internal control and risk management systems;</p> <p>d. assessing the extent to which the club achieves reasonable value for money in all its financial, service delivery and contractual arrangements, and reporting to the board accordingly;</p> <p>e. alongside the club’s internal audit programme, commissioning specialist audit</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	<p>Evidence:</p>	<p>Action needed:</p> <p>By whom:</p>	

<p>reviews of non-financial service and contractual delivery arrangements, to ensure that appropriate systems, risk management and controls are in place, and reporting to the board accordingly, for example health and safety and assessment of provisions for protected characteristics;</p> <p>f. monitoring and reviewing the effectiveness of the club’s internal audit function or, where there is not one, considering annually whether there is a need for one and making an appropriate recommendation to the board;</p> <p>g. conducting the tender process and making recommendations to the board, about the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor;</p> <p>h. reviewing and monitoring the external auditor’s performance, independence and objectivity;</p> <p>i. reviewing the effectiveness of the external audit process, taking into consideration relevant IREF and UK professional and regulatory requirements;</p> <p>j. developing and implementing policy on the engagement of the external auditor to supply non-audit services, ensuring there is prior approval of non-audit services,</p>			By date:	
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Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>considering the impact this may have on independence, taking into account the relevant regulations and ethical guidance in this regard, and reporting to the board on any improvement or action required; and</p> <p>k. reporting to the board and supporter representatives in the annual supporter report on how it has discharged its responsibilities.</p>				
<p>4.3 The annual supporter report and a statement on the club website should describe the work of the audit committee, including:</p> <p>a. the significant issues that the audit committee considered relating to the financial statements, and how these issues were addressed;</p> <p>b. an explanation of how it has assessed the independence and effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, information on the length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans;</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	<p>Evidence:</p>	<p>Action needed:</p> <p>By whom:</p>	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>c. in the case of a board not accepting the audit committee’s recommendation on the appointment, reappointment or removal of the external auditor, a statement from the audit committee explaining its recommendation and the reasons why the board has taken a different position (this should also be supplied in any papers recommending appointment or reappointment);</p> <p>d. where there is no internal audit function, an explanation for the absence, how internal assurance is achieved, and how this affects the work of external audit; and</p> <p>e. an explanation of how auditor independence and objectivity are safeguarded, if the external auditor provides non-audit services.</p>			By date:	
<p>4.4 Annual report and accounts</p> <p>The board directors should explain in the annual accounts, annual supporter report and on the club website their responsibility for preparing the annual accounts, and state that they consider the annual accounts, taken as a whole, is fair, balanced and understandable, and provides the</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	Evidence:	<p>Action needed:</p> <p>By whom:</p>	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
information necessary for shareholders and supporter representatives to assess the club's position, performance, business model and strategy. This should be signposted in the annual supporter report without going into detail there.			By date:	
4.5 External audit The club should undergo an external annual audit carried out by appropriate, qualified professionals with no related party connection to the club or individual directors.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/> Comments:	Evidence:	Action needed: By whom: By date:	
4.6 Risk management and internal controls The board should carry out a robust assessment of the club's emerging and principal risks on a continuing basis. The board should confirm in the annual supporter report and on the club website that it has completed this assessment, including a description of its principal risks, what procedures are in place to identify emerging risks, and an explanation of how these are being managed.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/> Comments:	Evidence:	Action needed: By whom: By date:	
4.7 The board should monitor the club's risk management and internal control systems and, at least annually, carry out a	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
review of their effectiveness and report on that review in the annual supporter report and on the club website. The monitoring and review should cover all material controls, including financial, operational, compliance and reputational controls.	Comments:		By whom:	
			By date:	
4.8 Going concern and club prospects In its annual financial accounts, the board should state whether it considers it appropriate to adopt the going concern basis of accounting in preparing them, and identify any material uncertainties to the club's ability to continue to do so over a period of at least 12 months from the date of approval of the financial statements.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/> Comments:	Evidence:	Action needed:	
			By whom:	
			By date:	
4.9 Taking account of the club's current position and principal risks, the board should explain in the annual supporter report and on the club website how it has assessed the prospects of the club, over what period it	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/> Comments:	Evidence:	Action needed:	
			By whom:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
has done so, which would normally cover a period of a minimum of five years. The board should state whether it has a reasonable expectation that the club will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, drawing attention to any qualifications or assumptions as necessary.			By date:	
<i>Total score this section</i>				

5. STAFFING AND REMUNERATION

Principles

- Q. Remuneration policies and practices should be designed to support strategy and promote long-term sustainable success. Executive and playing staff remuneration should be aligned to club purpose and values, and be clearly linked to the successful delivery of the club's long-term strategy.
- R. A formal and transparent procedure for developing policy on executive and staff remuneration and determining director and senior management remuneration should be established. No director should be involved in deciding their own remuneration outcome.
- S. Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of club and individual performance, what is affordable for the club, and wider circumstances.

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
5.1 Workforce engagement The staffing, nominations and remuneration committee will have lead responsibility, reporting to the board, for overseeing engagement with staff at all levels, including volunteers, though not including playing staff.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	
5.2 Remuneration The staffing, nominations and remuneration committee should have lead responsibility for determining the policy for remuneration of executive directors and club employees,	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>though not including playing staff, and in addition for setting remuneration for the chair, executive directors and senior management, and should make clear recommendations to the board on these matters. It should review workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting the policy for executive director remuneration. In particular, the staffing, nominations and remuneration committee should appraise the performance of the chief executive officer, except where the board decides to reserve this responsibility to itself.</p> <p>The board should retain the responsibility for the determining the policy for remuneration of playing staff.</p>			By date:	
<p>5.3 The remuneration of non-executive directors should reflect the time commitment and responsibilities of the role. Remuneration for all non-executive directors should not include share options or other performance-related elements.</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	Evidence:	<p>Action needed:</p> <p>By whom:</p> <p>By date:</p>	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
5.4 Where a remuneration consultant is appointed, this should be the responsibility of the staffing, nominations and remuneration committee. The consultant should be identified in the annual supporter report alongside a statement confirming that the evaluator has no financial connections with the club or individual directors. Independent judgement should be exercised by the staffing, nominations and remuneration committee when evaluating the advice of external third parties and when receiving views from executive directors and senior management.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	
5.5 Remuneration schemes may allow long-term shareholdings by executive directors that support alignment with long-term shareholder and supporter interests.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	
5.6 Remuneration schemes and policies should enable the use of discretion to override formulaic outcomes. They should also include provisions that would enable the club to recover and/or withhold sums or	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
share awards and specify the circumstances in which it would be appropriate to do so.			By date:	
5.7 Only basic salary should be pensionable. The pension contribution rates for executive directors, or payments in lieu, should be aligned with those available to the workforce. The pension consequences and associated costs of basic salary increases and any other changes in pensionable remuneration, or contribution rates, particularly for directors close to retirement, should be carefully considered when compared with workforce arrangements.	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	
			By date:	
5.8 Tenure of executive directors and employees Notice or contract periods for executive directors and employees should be one year or less. If it is necessary to offer longer periods to new executive directors recruited from outside the club, such periods should reduce to one year or less after the initial period. The staffing, nominations and remuneration committee should ensure compensation commitments in executive directors' terms of appointment do not reward poor performance. They should be	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	
	Comments:		By whom:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
robust in reducing compensation to reflect departing directors' obligations to mitigate loss.			By date:	
<p>5.9 Remuneration policy and practices</p> <p>When determining remuneration policy and practices for executive directors and club staff, the staffing, nominations and remuneration committee should address the following:</p> <p>a. clarity – remuneration arrangements should be transparent and promote effective engagement with shareholders,</p>	Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/>	Evidence:	Action needed:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>supporter representatives and the workforce;</p> <p>b. simplicity – remuneration structures should avoid complexity and their rationale and operation should be easy to understand;</p> <p>c. risk – remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated; (note that in the case of playing staff, this matter is reserved to the board);</p> <p>d. predictability – the range of possible values of rewards to individual directors, and any other limits or discretions should be identified and explained at the time of approving the policy;</p> <p>e. proportionality – the link between individual awards, the delivery of strategy and the long-term performance of the club should be clear. Outcomes should not reward poor performance;</p>	Comments:		By whom:	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>f. affordability – in line with the provisions relating to effective business planning and budgeting (see Provision 1.3), the staffing, nominations and remuneration committee, guided by the board, should ensure that remuneration levels ensure that the club is operating in a financially sustainable manner; and</p> <p>g. alignment to culture – incentive schemes should drive behaviours consistent with club purpose, values and strategy.</p>			By date:	
<p>5.10 There should be a description of the remuneration-related work of the staffing, nominations and remuneration committee in the annual supporter report, including:</p> <p>a. an explanation of the strategic rationale for executive directors’ remuneration policies, structures and any performance metrics;</p> <p>b. reasons why the remuneration is appropriate using internal and external measures, including pay ratios and pay gaps;</p>	<p>Yes <input type="checkbox"/> Partial <input type="checkbox"/> No <input type="checkbox"/></p> <p>Comments:</p>	Evidence:	<p>Action needed:</p> <p>By whom:</p>	

Provision	Compliance (Yes/Partial/No) Comments	Evidence	Action needed	Score (Y=2, P=1, N=0)
<p>c. a description, with examples, of how the staffing, nominations and remuneration committee has addressed the factors in Provision 5.9;</p> <p>d. whether the remuneration policy operated as intended in terms of club performance and quantum, and, if not, what changes are necessary;</p> <p>e. what engagement has taken place with shareholders and supporter representatives, and the impact this has had on remuneration policy and outcomes;</p> <p>f. what engagement with the workforce has taken place to explain how executive remuneration aligns with wider club pay policy; and</p> <p>g. to what extent discretion has been applied to remuneration outcomes and the reasons why.</p>			By date:	
Total score this section				