BWFCST BOARD MEMBERSHIP & CONDUCT POLICY

ELECTED MEMBER CODE OF CONDUCT

1.0 Introduction

1.1 This Code outlines appropriate conduct for elected members and addresses both the requirements of office and their personal behavior.

1.2 The Code seeks to expand on or complement the Bolton Wanderers Supporters' Society Limited (BWFCST, hereafter known as "the trust") Model Rules. A copy will be included in candidates' packs for the information of members who are considering seeking election to the BWFCST Board, Councils or Advisory Bodies. It will be provided to all newly-elected members.

1.3 Members seeking election to the BWFCST Board, Council or Advisory bodies will be required to sign a declaration on the nomination form to confirm that they will comply with this Elected Member Code of Conduct in all respects and that, in particular, they will support club, supporter and community objectives and uphold the following principles of the trust;

- A commitment to the trust objectives in ensuring the integration of the club into the wider Bolton community and to help ensure the stability and sustainability of the club in the interests of the supporters and the community.
- Democratic operation of the trust
- Non-distribution of any profit generated by the trust
- Supporters of the club playing a responsible role in the life of the club they support and achieving the greatest possible influence in the ownership and running of the club through the ownership of shares by the trust collectively, and the democratic election of BWFC supporters' representatives onto the board
- A commitment to equal opportunities in the operation of the trust and to support the trust principles in relation to violence, discrimination and racism

2.0 Qualifications for office

2.1 Every fully paid-up member of the BWFCST aged 16 years or over has the opportunity to stand for elected office. To qualify for elected office with BWFCST individuals must not:

(a) Be currently declared bankrupt or have a legally binding voluntary arrangement with their creditors in place
(b) Be subject to a disqualification order made under the Company Directors Disqualification Act
(c) Have been convicted of an indictable offence, subject to the Rehabilitation of Offenders Act 1972
(d) Have been removed from membership of a recognized professional body and not been reinstated.
(e) Have been adjudged by the Board to have brought the BWFCST into disrepute in the last five years
(f) be, or may, on the basis of medical evidence, be suffering from mental disorder

2.2 Elected members must continue to comply with the qualifications required to hold elected office throughout their period of tenure. The secretary must be advised by the member concerned of any changes in circumstance which disqualify the member from continuing in office.

2.3 The BWFCST board of directors is collectively responsible for running the trust's affairs on behalf of the members. It is expected to provide leadership and direction for the organisation.

2.4 To maintain an effective board, each director must be willing and able to contribute constructively and positively to achieve the aims of the trust. Each director is also expected to act with integrity, treat everyone with whom they have dealings as a director with respect and politeness, and uphold the reputation and good name of the trust.

2.5 Each director has legal duties to the trust. The two most important duties are to act in the best interests of the trust at all times, and to exercise reasonable care, skill and diligence.

2.6 The board will hold meetings on a flexible and mutually convenient and agreed timing schedule, but in some cases weekend and evening meetings will be necessary. It will be scheduled to meet at least once a month, and board sub-committees and working groups will meet as required. Sub-committee meetings will be required to meet on a regular basis during the establishment of the trust. However, a director's role will extend beyond attending board, sub-committee and working group meetings and a high level of engagement is required. Each board member will need to be aware that, for a director to be effective, the work is likely to require a significant and continuous time commitment.

2.7 There are no specific requirements regarding a candidate's skills or experience, but directors should have a good understanding of business and commercial issues and/or public policy and community issues.

The candidate’s attention is drawn to Appendices A & B which schedule the typical personal qualities and key skills and identify key tasks required of board members and officers. Each candidate should carefully consider these requirements and also the significant time commitments required prior to putting their name forward for election.

2.8 No fees are paid to directors in their capacity as board members.

3.0 Roles, Functions & Responsibilities of a Board Member

3.1 In carrying out their duties as an elected trust board director, members must:

(a) adhere at all times to the BWFCST Model Rules and support its objectives and purpose
(b) act in the best interests of the trust at all times
(c) contribute to the workings of their elected body in order for it to fulfil its role and functions as defined in the trust Model Rules and the applicable terms of reference
(d) be aware that any Councils and Advisory Bodies are subordinate to the trust board
(e) recognize that their role is a collective one. Board members will exercise collective decision making in the meeting room which is recorded in the minutes. Outside the meeting room an individual elected member has no more rights and privileges than any other member
(f) undertake periodic board training sessions including a board training induction prior to taking up their board position

3.2 In particular it shall be considered a breach of the Disciplinary Policy for a trust board member to publicly criticise or to otherwise undermine any decision or policy of the trust board. For the avoidance of doubt this includes commenting in a "personal capacity" through any medium including those where the trust board member's identity is concealed through the use of a pseudonym (e.g. on-line forum, blogs etc.).

3.3 Any trust board member who ceases to comply with the criteria set out in this Board Membership and Conduct Policy, ceases to be a BWFCST member or resigns is to vacate the position of trust board member.

3.4 Any trust board member who fails, without good cause, to attend 3 consecutive Board meetings or fails without good cause to participate in board training is to vacate the position of trust board member if required to do so by a majority of the other trust board members.

3.5 Any person who ceases to be a trust board member shall as soon as reasonably possible return to the Secretary all documents and electronic records held by that trust board member which have been held in conjunction with that person's duties as a trust board member. Should those effects be not returned, the trust 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 trust's property.

4.0 Confidentiality

4.1 Maintaining confidentiality is a shared responsibility between elected members and the trust. Elected members will treat all information which they receive in their capacity as Board, Council or Advisory body members, and all discussion within the meetings of elected bodies as confidential.

4.2 Elected members will be required to observe the following obligations of confidentiality:

(a) they will not disclose any information outside the meeting unless it is already in the public domain, or they are specifically authorised to do so. This includes information about the organisation's business, the deliberations of the meeting in reaching decisions, and any employment matters
(b) they will not use any such information for personal advantage
(c) they will not pass information to any representative of the press or media, and will refer any press or media enquiries to the trust member allocated the responsibility to deal with such matters
(d) they will take proper care of any documents they receive as elected members, and store them securely

4.3 Disclosure of information that is deemed to be confidential will be regarded as a breach of this Code, irrespective of the consequence arising.

4.4 Elected members should seek guidance from the secretary if they have any doubt about what information is confidential.

4.5 Should any elected member be deemed by the trust board to have breached trust confidentiality, the board will be empowered to take appropriate action in respect of the member's actions in line with the separate trust disciplinary policy and may include termination of appointment.

4.6 Elected members should be aware that in some circumstances a board committee or sub-group may be subject to confidentiality agreements that will require that certain information made available to such a committee or sub-group can only be disclosed in specified ways to the wider board. The requirement for such a confidentiality agreement may occur during pre-investment due diligence and financial investment contracting negotiations as an example. Other situations may require the adoption of such confidentiality agreements. All other elected and co-opted board members and officers will be required to respect and abide by such arrangements at all times.

5.0 Disciplinary Process

5.1 The disciplinary process is detailed in a separate trust disciplinary policy.

6.0 Conflict of Interests

6.1 Personal Interests

(a) A member must regard themselves as having a personal interest in any matter if the decision on a matter might reasonably be regarded as affecting the well-being or financial position of the member, a relative or friend or any connected organisation, to a greater extent than that of other persons or organisations.
(b) A personal interest must be declared and recorded. The declaration does not automatically prevent a member from participating fully in debate and voting.
(c) A member is not expected to know the personal interests of all their friends and relations, and is only expected to declare such an interest if they happen to be aware of it.
(d) The member must declare any personal interest at the beginning of the discussion of that particular item.

6.2 Prejudicial Interest

(a) It is for the member to decide whether they have a 'prejudicial interest'. They must consider whether “an ordinary member of the public, knowing all the relevant facts, would think that their personal interest was so significant that it would prejudice their decision on this matter”.
(b) If a member decides they have a prejudicial interest in a particular matter under discussion they must declare this and withdraw from the room. As well as absenting themselves from the discussion, they must not seek to influence a decision on that item; whether by attempting to sway the decision of any other members, or by exerting influence on an officer.

6.3 Exemptions from need to declare an interest

There are a number of events which do not generally constitute a personal interest or a prejudicial interest which need to be declared. Examples are:

(a) where a member has been appointed or elected by to act as its representative on another body, eg, on ‘Kick it Out’
(b) where a member receives legitimate out-of-pocket expenses from the trust

6.4 Recording of Interests

It is considered sufficient, given the nature of the decisions and the organisations envisaged, that a declaration of interest be recorded in the minutes of the appropriate meeting. A formal register of interests for Council and Advisory Body members is not maintained by the trust.

6.5 Declaring Gifts and Hospitality

Elected members should not be in receipt of hospitality, goods, services, gifts or any other benefit that may compromise either their position or that of the trust, or may lead others to perceive that the integrity or policy of the trust or of the member has been compromised. The exceptions are in the following circumstances, where directors may receive:

(a) working meals or refreshments;
(b) hospitality or gifts given in the course of the trust's business, which are disclosed to the secretary and recorded in a register.

7.0 Members' Attendance and Behavior at Meetings

7.1 This Code encompasses behaviour at all trust meetings, including any subcommittees, and shall extend to external meetings and events where the board member is representing the BWFCST.

7.2 Elected members have a responsibility to attend meetings of their elected body. When this is not possible they must submit an apology to the secretary in advance of the meeting.

7.3 Absence from meetings without good reason (such as ill health) is grounds for disqualification. Failure to attend at least half of the meetings in any financial year or absence from three consecutive meetings will result in the elected member being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the Board.

7.4 Elected members are expected to attend for the duration of the meeting. Persistently missing a significant proportion of the meeting will be grounds for members to be reprimanded.

8.0 Personal conduct

8.1 Elected members are required to adhere to the highest standards of conduct in the performance of their duties. In respect of their interaction with others, they are required to:

(a) Adhere to good practice in respect of the conduct of meetings and respect the views of their fellow elected members.
(b) Be mindful of conduct which could be deemed to be unfair or discriminatory.
(c) Treat the trust's officers and other employees with respect and in accordance with the trust's policies for employees on bullying, harassment and discrimination as they may exist from time to time. Officers and employees in contact with elected members will be afforded the same rights of protection against bullying, harassment and discrimination as all other employees.
(d) Recognise that elected bodies and management have a common purpose, i.e. the success of the trust and adopt a team approach.
(e) Elected members must conduct themselves in such a manner as to reflect positively on the trust. On public occasions or when attending any other events to which they are delegated, it is important for elected members to be ambassadors for BWFCST and behave in a manner which is appropriate for their position.

9.0 Violence, Racism & Discrimination

9.1 BWFCST is committed to equal opportunities in all aspects of its work and affirms the right of all people to engage in their involvement with the trust free from violence, racism and discrimination. Elected members are expected to behave in a manner which reflects this commitment, and must not:

- engage in violence or hate speech which is either directed against or negatively invokes individuals or groups on the basis of their ethnicity, nationality, gender, sexual orientation or religious affiliation.
- undertake actions which would call into question the commitment of the trust to equal opportunities.

9.2 The trust Model Rules refer to the Charter of Fundamental Rights of the European Union and the trust board (acting on advice where necessary) will apply definitions of discrimination which are applied in the UK under UK and European legislation.

10.0 Whistle-blowing

10.1 The trust's process for whistle-blowing is available to all members. Members can choose to highlight matters of concern in confidence to the designated officers appointed by the trust board.

11.0 Accountability

11.1 Elected members are accountable to their electorate and must demonstrate this by attending members' meetings and other key events which provide opportunities to interface with their electorate in order to best represent their views.

12.0 Financial Matters

12.1 Expenses may be paid to elected members carrying out official duties as minuted by the trust board or agreed with the appropriate officer. Elected members must ensure that levels of expenditure are within the Expenses Policy, the related activity is one that is approved in advance and that they obtain receipts for expenditure incurred. Fraudulent expense claims will be deemed to be a breach of this Code.

13.0 Delegations

13.1 All elected trust board members must be prepared to be delegated to trust and wider club and community events. Those who are delegated are reminded that they are expected to:

(a) Report back to the trust board at the meeting following the delegation.
(b) Attend the event for its full duration and actively participate as appropriate.
(c) Act as delegates and representatives of the BWFCST, not in an individual capacity.

14.0 Non-compliance with the Code of Conduct

14.1 Non-compliance with the Code will result in action being taken as follows:

(a) Where misconduct takes place during a meeting, the chair is authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
(b) All allegations of non-compliance with the Code of Conduct should be reported as soon as possible to the secretary.

14.2 Where such misconduct is alleged, it is the responsibility of the secretary to investigate by:-

(a) notifying the elected member in writing of the charge/s, detailing the specific behaviour which is considered to be in breach of the code and/or detrimental to the trust, and inviting and considering their response within a defined timescale
(b) notifying and consulting as soon as possible with the chair and vice chair of the trust board, who may act as a panel on behalf of the trust board in relation to the operation of this code
(c) carrying out such investigation as the panel consider appropriate
(d) reporting the outcomes of the investigation and making a recommendation as to action to the board

14.3 Where such misconduct is alleged, it is the responsibility of the trust board to deal with it by:

(a) receiving a report of the outcomes of the investigation and considering the recommendation of the secretary
(b) establishing a sub-committee to deal with the matter on behalf of the trust board if necessary
(c) if the trust board do not consider the matter to have been resolved satisfactorily through correspondence, convening a meeting and inviting such persons as they consider necessary (including the member against whom the allegation of misconduct has been made) to attend and address the trust board or sub-committee that the trust board set up for the purpose of investigating the complaint in person
(d) deciding, by simple majority of those present and voting, whether to uphold the charge of misconduct and/or conduct detrimental to the trust
(e) imposing such sanctions as shall be deemed appropriate. Such sanctions will range from the issuing of a written warning as to the elected member's future conduct to the removal of the member from office.

ELECTED MEMBER DECLARATION

I, the undersigned member of the BWFCST, declare that I will comply with the BWFCST Board Membership & Conduct Policy (January 2022) in all respects and that, in particular, I will support club, supporter and community objectives and uphold the principles of the Trust;

Name: …… Signed: ……

Date: ……..

APPENDIX A

PERSONAL QUALITIES AND SKILLS REQUIRED FOR ALL BWFCST BOARD MEMBERS

General Board Members

Each general BWFCST board member will be required to possess the following personal qualities:

- Commitment to attend meetings & accept responsibility for the performance of key tasks as allocated by the committee &/or membership.
- Commitment to the values of the Trust.
- Commitment to support all motions & initiatives undertaken by the committee.
- Committed to undertaking all key tasks defined in the Board Member's job description.

Each general BWFCST board member will be required to possess the following key skills:

- Written &/or verbal communication skills.
- Understanding of all or specific issues faced by membership of the Trust Movement.

Board Officers

Specific board positions are to be elected from amongst their own number. These positions are a Chair, a Treasurer, a Secretary and such other officers as they may from time to time decide in accordance with the trust's Model Rules and Membership and Conduct Policy. These officers will be expected to possess the following specific personal qualities and skills in addition to those required for general board members.

1. **Chair**

   The Chair will be required to possess the following additional personal qualities:

   - Strength of character to ensure that the membership's interests are protected.
   - Willingness to represent the trust membership and the values of the organisation in public.
   - Committed to undertaking all key tasks defined in Appendix B (Chairperson – key tasks).

The Chair will also be required to possess the following additional key skills:

- An understanding of the Trust movement and the aims and objectives of the Trust.
- Excellent written and verbal skills.
- Good organisational skills.
- Ability to delegate duties.
- Understanding of Board financial management.
- Ability to lead and manage meetings.

2. **Treasurer**

   The Treasurer will be required to possess the following additional personal qualities:

   - Committed to undertaking all key tasks defined in Appendix B (Treasurer – key tasks).

The Treasurer will also be required to possess the following additional key skills:

- An understanding of the Trust movement and the aims and objectives of the Trust.
- Be methodical and reliable.
- Be able to communicate effectively.
- Maintain confidentiality.
- Be suitably qualified in and conversant with current accountancy and bookkeeping procedures.
- Be able to explain financial matters to non-financial people.
- Ability to use spreadsheets and/or alternative presentation tools.

3. Secretary

The Secretary will be required to possess the following additional personal qualities:

- Strength of character to ensure that the membership's interests are protected.
- Committed to undertaking all key tasks defined in Appendix B (Secretary – key tasks).

The Secretary will also be required to possess the following additional key skills:

- An understanding of the Trust movement and the aims and objectives of the Trust.
- Management skills.
- Administrative skills.
- Well organised and conscientious.
- Have tact and discretion
- Communication skills, including dealing with external legal and financial professionals
- Be methodical and reliable
- Be able to maintain confidentiality
- Be able to react to opportunities and make decisions

APPENDIX B

SPECIFIC KEY TASKS TO BE CARRIED OUT BY ALL BWFCST BOARD MEMBERS

General Board Members

Each general BWFCST board member will be required to take an active role in carrying out the following key tasks:

- Ensure that the trust board acts at all times in line with its Model Rules.
- Ensure that he/she understands and is committed to the constitution & other governing documents of the organisation
- Ensure that all the assets of the organisation are well managed and maximised where possible.
- Ensure that the trust makes the necessary returns to the FCA & Football Supporters Association (FSA) as required
- Assist in delivering strategic planning policies, and take part in ensuring policy formulation, goal setting, monitoring & evaluation performance & service delivery takes place.
- Understand and assist in delivering the trust's financial responsibilities to the membership.
- Ensure that the trust manages its finances and other resources prudently and efficiently and is able to account for all income, expenditure, investments etc. at any time and is financially stable.
- Assist with seeking opportunities for fund raising & sponsorship.
- Attend meetings on a regular basis and read all the papers, contribute to the discussions and assist in making decisions.
- Contribute to sub-committees and advisory groups where appropriate.
- Ensure that individual actions assigned and minuted at board or sub-committee meetings are undertaken within agreed time scales. If unable to carry out these tasks, contact either the Chairperson or secretary as soon as possible so that the assigned actions can be reallocated and resourced as appropriate.
- Keep informed on issues which affect the organisation and to promote the organisation externally.
- Assist with obtaining and representing the views, concerns, queries and suggestions of the membership, and to ensure their consideration in the formulation of all trust strategy and policy.
- Contribute to all trust publications and reports as practical and/or necessary.
- Act at all times in the best interests of the trust & its members and safeguard the good name and values of the trust.
- Participate in tasks as required over and above management committee meetings.
- To declare any conflicts of interest as soon as they are known.

Board Officers

The officers will be expected to carry out the following specific key tasks in addition to those required for general board members.

1. Chair

The Chair will be required to carry out the following key tasks:

- Call meetings when appropriate, ensuring that they are conducted in accordance with BWFCST Model Rules and guidelines and ensure that agendas are set in conjunction with the secretary.
- Lead the Board, ensuring that members are recruited, inducted, receive appropriate training, are aware of their roles and responsibilities and to ensure that the Board operates as a team.
- Ensure the construction of a work plan to represent defined strategies and policies, and lead the Board in the setting of objectives in line with the primary purpose, defined responsibilities and financial constraints of the trust.
- Ensure the Trust operates in accordance with the BWFCST Model Rules and other documentation adopted by the trust board.
- Chair board meetings and ensure that all board members are involved in the decision making process.
- Ensure that all decisions taken are acted upon.
- Take an active part in resolving conflict within the board bearing in mind the best interests of the organisation and its beneficiaries.
- Ensure all sub-committees or advisory groups commissioned by the management board have clearly defined, understood and agreed terms of reference.
- Regular and consistent liaison with key director positions.
- Signatory for all trust financial expenditure.
- Give chairman's report at the AGM on the past year's work and any initiatives, goals etc for the next year.
- Represent the trust externally.

2. Treasurer

The Treasurer will be required to carry out the following key tasks:

- Maintain accurate and up-to-date financial records for the trust.
- Establish and maintain trust bank/building society account and banking arrangements.
- Implement and adhere to a financial protocol.
- Produce and monitor annual budget.
- Report financial position to the trust board by way of monthly management accounts.
- Advise the trust board of financial constraints, obligations and opportunities at the regular board meetings.
- In conjunction with other board members ensure that funds are spent appropriately.
- Regular liaison with the Chair, Vice Chair, Secretary/ Membership Secretary.
- Signatory for all Trust financial expenditure.
- Responsibility for the collection and depositing of all fees, subscriptions and funds.
- Prepare and issue receipts for monies received.
- Responsibility for the payment of any bills incurred.
- Ensure all trust insurance commitments are understood and acted upon.
- Prepare end of year financial report for AGM.

- Prepare required information for the auditors and the FCA.
- Deal with financial related correspondence.
- Manage debtors.

3. Secretary

The Secretary will be required to carry out the following key tasks:

- Act as the first point of contact for those looking to join or seeking information about the trust.
- Ensure the trust membership to Football Supporters Association is up to date.
- Act as the point of contact for the trust when dealing with Football Supporters Association in matters of trust administration and compliance.
- Deal with all outgoing and incoming correspondence.
- Keep trust records accurate and up to date.
- Attend all meetings.
- Liaise with Chairperson to arrange meetings.
- Prepare agendas in conjunction with the Chairperson and take minutes from committee meetings.
- Ensure that all trust members have relevant information before and after meetings.
- Protect the members' interests by ensuring that the constitution is followed properly and that the trust is functioning properly.
- In conjunction with other board members prepare reports for FCA.
- To take advice from other sources including legal and financial advice where this is necessary and where the committee does not have the required expertise.
- Ensure that any delegated responsibilities eg membership database, newsletters etc are carried out timely and effectively.
- Signatory for all trust financial expenditure.
- Responsible for the Membership Secretary