

FOOTBALL FOUNDATION BOARD OF TRUSTEES

TERMS OF REFERENCE



Introduction

1. The Football Foundation (Foundation) is the Premier League, The FA and Government's charity that delivers outstanding grassroots facilities, more and better places to play; transforming lives and communities where it is needed most. We are the only example of a partnership between a national Government and a national sport coming together to support communities throughout the country.
2. The Foundation is funded by the Premier League (PL), The Football Association (The FA), and the Government via Department for Digital, Culture, Media and Sport (DCMS), through Sport England (SE), known collectively as the Funding Partners.
3. The Foundation is a charitable company limited by guarantee, registered with the Charity Commission (charity number 1079309) and Companies House (company number 3876305). The Foundation is governed by a Board of Trustees, who are ultimately responsible for compliance, governance, and determining the overall strategic direction of the Foundation and for directing how the charity is managed and run.

Board of Trustees and Members

4. The Board of Trustees control the overall management of the Foundation. The Foundation's Board of Trustees is limited to a maximum of ten and a minimum of four Trustees. It currently comprises:
 - a. One Trustee appointed by The FA.
 - b. One Trustee appointed by DCMS.
 - c. One Trustee appointed by Sport England (SE).
 - d. An independent non-executive Trustee, co-opted to the Board.
 - e. A senior independent non-executive Trustee.
 - f. An independent Chair.
5. The above appointments are limited to three terms of three years, with all independent members being appointed via open recruitment nationally.
6. The following Trustees are also appointed to the Board in an ex-officio capacity; therefore, not subject to term limits:

- a. CEO of The FA.
 - b. Representative of the PL.
 - c. Chair of the Premier League Stadium Fund (PLSF).
7. The Board may co-opt one additional Trustee if it is deemed necessary to provide particular skills or experience (Article 33.5).
 8. The FA and the Premier League are the 'members' of the Charity. Members have ultimate control over the charity, because they make decisions relating to things such as changing the constitution, and appointing and removing Trustees.
 9. The Board may appoint a Secretary as they deem appropriate (Article 55).

Responsibilities

10. The Foundation's Memorandum and Articles of Association form part of the Charity's governing documents and are the agreed written rules about how the Charity should be managed and run. The Board of Trustees must exercise their responsibilities in strict accordance with the Memorandum and Articles and should also endeavour to reflect best practice in governance.
11. In summary, the Board has responsibility for:
 - a. The vision and strategic direction of the Foundation, and arising from that, an annual business plan and budget, and an annual report and accounts.
 - b. All fiduciary activities related to the Foundation, including ensuring that there are effective controls in place to monitor and review the Foundation's finance systems and processes.
 - c. Ensuring that appropriate records relating to accounts and financial matters are maintained and that they are independently audited and filed appropriately.
 - d. The appointment and ongoing oversight of the CEO.
 - e. Monitoring the Foundation's performance and delivery.
 - f. Ensuring that all risks are identified, and appropriate steps taken to mitigate those risks.
 - g. All Foundation strategic policies, including investment, safeguarding, serious incident reporting, whistle blowing.
 - h. Compliance with all legal and regulatory requirements relevant to the Foundation's activities, for example in relation to health and safety, anti-bribery and corruption, welfare of beneficiaries, and data protection
 - i. Approval of grant awards

- j. Delegating responsibility to any Panels or Committees, and setting/ approving the associated terms of reference.
12. The Foundation has a Scheme of Delegation in place that details the authority delegated by the Board. The Scheme of Delegation is approved by the Board. The Audit & Remuneration Committee will review the schedule of delegated authorities, and comment upon proposed changes before making a recommendation to the Board for approval.
 13. Specific matters reserved for the Board are:
 - a. Appointment of Board Committees and setting Terms of Reference, delegated authority, and membership.
 - b. Approving the Foundation annual report and accounts, financial statement, and auditors letter of representation, and that of any subsidiaries.
 - c. Tendering and reappointment of external auditors.
 - d. Policy framework, including vision, strategy, and objectives.

Expectations

14. It is expected that Trustees:
15. Act at all times in the best interests of the Foundation.
16. Attend Board meetings and meetings of any Panel/Committee of which they are a member, to prepare fully for those meetings, to engage actively in discussion and decision making, to exercise collective responsibility and to respect confidentiality. Trustees should also be prepared to provide advice and support as necessary between meetings.
17. Cooperate in providing with compliance needs, such as Fit and Proper Person Declarations, Charity Commission Automatic Disqualification Declaration, a Basic Disclosure and Barring Service (DBS) Criminal Record Check, on appointment, and renewed every three years.
18. Act in the interests of the Charity when making decisions with respect to how charitable funds are used.

Meetings

19. Board meetings will normally take place quarterly. In addition, there will be one strategy review session each year, which normally follows a Board meeting.
20. In-person attendance is encouraged, and it is important that Trustees make a commitment to attend all meetings.

21. On occasion, decisions by the Board may need to be made between meetings, this is generally via email.

Executive attendance

22. The Foundation's CEO will attend Board meetings. Other members of the executive team may also be invited to attend (at the CEO's discretion and with the Chair of the Board's agreement). The Board may from time to time decide to consider specific confidential items without the executive team (including the CEO).

Proceedings of the Board

23. The Board may appoint one of the Trustees to be the Chair of the Board, and they will Chair every meeting of the Trustees at which they are present. If the Chair is not present, the Trustees may appoint one of their number to be Chair of the meeting (Articles 50/51).
24. The quorum for a Board meeting is three Trustees (Article 48).
25. Decisions will primarily be taken by consensus, but where a consensus cannot be agreed, the Chair may request a vote on a show of hands, in which case each Trustee shall have one vote. In the event of a tie, the Chair will have a casting vote (Article 47).
26. The Board may deal with matters requiring a decision outside of Board meetings by way of written resolution, which may be via email. In line with the Articles (Article 53), a resolution in writing signed by a simple majority of all the Trustees entitled to vote upon the resolution shall be valid.

Board agendas, papers, and minutes of meetings

27. A Board and Panel Secretary provides secretariat support to the Board and its members.
28. The agenda will be drawn up by the CEO in consultation with the Chair.
29. Board agendas and papers will be circulated to all Trustees and relevant members of the executive not less than ten working days ahead of each meeting using the electronic tool Diligent Boardbooks. A printed set of Board packs will be provided if requested.
30. The Board and Panel Secretary shall minute the proceedings and resolutions of all meetings of the Board of Trustees, including recording the names of those present and in attendance.

31. At the beginning of each meeting, the Chair shall ascertain the existence of any conflicts of interest and the Board and Panel Secretary shall minute them accordingly. It is the responsibility of each Trustee to respond honestly and to recuse themselves from discussions related to any issue where they might have a conflict.
32. The Board and Panel Secretary will circulate minutes of meetings to all members of the Board, the CEO, and the Foundation's Senior Management Team (SMT). The minutes are agreed by the Trustees at the subsequent meeting.
33. All papers and communication in whatever format should be treated as strictly confidential.

Sub-Committees and Panels

34. The Board delegates responsibilities to:
 - a. **Audit, Remuneration and Governance (ARG) Committee.** The ARG scope is to provide an effective system of governance, risk management and control across the organisation's activities. It is responsible for maintaining oversight of the Foundation's financial accounts and activities, as well as governance, risk management, and policy matters on behalf of the Board. This includes oversight of the risk register, policy/process review, annual financial audit, investment planning and management, reviewing the executive's annual administration budget request, and approving salary recommendations for the Senior Management Team. This excludes salary decisions for the CEO, which remain the responsibility of the Board. The ARG is responsible for appointing the Foundation's external and internal auditors and reporting the results of these audits to the Board.
 - b. **Football Foundation Grants Panel (FFGP).** The FFGP comprises six independent members, including an Independent Chair, who are all recruited nationally via open recruitment. The FFGP also includes ex-officio representatives of the Premier League, The FA and Sport England. The FFGP provides an independent view of all grant applications submitted to the Foundation, once they have been reviewed and assessed by the Grant Management Team. The Foundation Board has delegated financial authority to the FFGP to make awards up to £750k. The FFGP must forward applications above £750k – together with any deemed unusual or contentious – to the Board for approval, along with a recommendation.

Board development and evaluation

35. Organisations seeking public funding for sport and physical activity must meet high standards of governance set out in *A Code for Sports Governance* (The Code).

The Code sets out the levels of transparency, accountability and financial integrity that are required. It is set up with a proportionate approach, expecting the highest standards of good governance from organisations requesting the largest public investments. To meet the requirements of the Code, At least every four years, or at the request of UK Sport or Sport England, an external evaluation of the Board is carried out.

36. As well as the external evaluation, the Board undertakes a confidential internal evaluation each year, managed by the Chair. The Chair is responsible for discussing any issues that may arise directly with individual trustees. The Senior Independent Trustee is responsible for canvassing views from co-Trustees regarding the performance of the Chair and discussing these directly with the Chair.
37. At the same time, a skills audit is conducted whereby Trustees rate themselves against a matrix that identifies skills that are considered important to have across the Board as a whole.

Reference materials

38. The following documents are available to assist Trustees and can be found in the Resource Section of *Diligent Boardbooks*, or on request:
 - a. Football Foundation Memorandum and Articles of Association;
 - b. Board Handbook;
 - c. Delegated Authorities Policy – reviewed annually;
 - d. Conduct Policy;
 - e. Anti-corruption and Bribery Policy;
 - f. Data Protection Policy;
 - g. Whistleblowing Policy;
 - h. *The Essential Trustee - What You Need Know: What You Need To Do* - a Government guide outlining the duties of charity trustees¹
 - i. *Charity Trustee: What's Involved* – a Government guide outlining what a charity trustee role involves and where to get help and advice²

The Football Foundation

December 2023

Next review due 2025

¹ <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>.

² <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>.