

Northern Premier League

Terms of Reference for a Board Member

Updated April 2025

Introduction

The Board Member plays a vital role in the governance and strategic direction of the Northern Premier League (The Company or The League). This position entails overseeing the operations, ensuring compliance with regulations, and contributing to the league's long-term success. The terms of reference outline the responsibilities, expectations, and duties of a Board Member.

Board member's remit

- a) Strategic Direction: Contribute to setting the strategic objectives and policies for the league, ensuring alignment with the broader goals of the sport.
- b) Governance: Uphold the highest standards of governance, ensuring the league operates in compliance with applicable laws, regulations, and best practices.
- c) Financial Oversight: Participate in reviewing and approving the league's financial plans, budgets, and annual reports, ensuring financial stability and sustainability.
- d) Performance Monitoring: Monitor the performance of the league against its strategic objectives, offering insights and recommendations for improvement.
- e) Risk Management: Assess and manage risks associated with the league's operations, ensuring that appropriate risk mitigation strategies are in place.
- f) Stakeholder Engagement: Represent the league in interactions with key stakeholders, including clubs, sponsors, fans, and regulatory bodies.
- g) Compliance and Integrity: Ensure that the league maintains high ethical standards and complies with all relevant regulations, including those relating to financial integrity, anti-corruption, safeguarding and fairness.
- h) Decision Making: Participate in board meetings, contributing to decision-making processes, and providing guidance based on expertise and experience.
- i) Succession Planning: Support the identification and development of future leaders within the stakeholders of the league, contributing to succession planning efforts.
- j) Committee meetings: As Chairperson of the **X** committee, you will oversee regular meetings of the Committee and report all recommendations to the Board, who will then choose whether to ratify those recommendations.
- k) Regional Representation: You are the Board representative for clubs in **X** region. This requires frequent communications with the allocated clubs via WhatsApp, online video calls and in-person to discuss topics as determined by the Board and to be the contact point for club leadership to raise questions, ideas and concerns in relation to the League.

- l) Specific Board member responsibilities: Board members will be allocated specific responsibilities for delivery of activities of the league via designed sub-committees or working groups. Details of the specific responsibilities, deliverables and KPIs are set by the Board and detailed in the relevant sub-committee's Terms of Reference.
- m) The following are standing sub-committees of the League.
 - a) Executive
 - b) Finance
 - c) Commercial
 - d) Digital
- e) The following are ad hoc working groups
 - a) League Nominations panel
 - b) Stadium Accreditation
 - c) Trident Community Fund
 - d) Equality, Diversity & Inclusion

Responsibilities

Accountability

You are accountable to the Company and must exercise your powers as a Director or Committee Member in good faith and for the benefit of the Company, its members, and the wider football family. You have important responsibilities as a Director or Committee Member and as such you will be held accountable for your actions and your part in reaching decisions and must submit yourself to whatever scrutiny is thought to be appropriate by the relevant Committee or Board.

Confidentiality

You must ensure that you manage confidential information with regard to the best interests and reputation of the Company. You must not use confidential information for private purposes or disclose confidential information to the media or any other third party.

Independence and impartiality

You will act independently, with no conflicts of interest, and in the best interest of the league as a whole.

Press and Media

You are not entitled to discuss any Company business with the press, or wider media on behalf of the Company unless empowered to do so by the Chairman, or unless it is explicitly part of your remit to do so. If you receive any enquiries from the press or wider media about the Company which asks for the views of the Company, you agree not to comment and to pass on the relevant information as soon as reasonably practicable to the Chairman. If you are

representing the views of another body (e.g., a member club) as opposed to the Company on a matter affecting the Company, this must be made clear to the media. Directors must not comment on league business via social media or other platforms, nor make any comments that could be deemed to bring the league into disrepute.

Conflicts of Interest

You agree to abide by the Articles of Association and Standing Orders relating to conflicts of interest. Whilst you may properly be influenced by the views of others, including the Club of which you are a member, it is your responsibility to objectively decide what view to take, and how to vote, on any question which the Board or Committee has to decide. When taking such decisions you agree to always act in the best interest of the Company.

You may take part in the consideration of matters that come before the Board or Committee unless there is a conflict of interest between any personal or private interest (including those of connected persons) and the Company's interest in the matter, in which case you should preclude yourself from participation. As well as avoiding actual impropriety, you should raise this with the Company Secretary. Any potential conflict of interest should be declared at the commencement of, or during, the meeting to be recorded in the minutes.

Directors and Third Parties

All Directors and Committee Members shall comply with the provisions of Article 22 of the Company's Articles of Association.

Corporate Decision Making

You must work within the concept of collective decision making by the whole Board or Committee. You have the right to argue for your point of view, but after a collective decision has been taken you must corporately support that decision.

Diligence

You must be diligent in exercising your powers and carrying out your duties as a Director or Committee Member, especially (but not limited to) preparing for and attending meetings.

Gifts and Hospitality

You should not accept gifts or hospitality that might reasonably be thought to influence or be intended to influence your judgement; or where to do so might bring discredit upon the Company. You agree to abide by any Anti-Bribery and Corruption Policy that may be adopted from time to time.

Leadership

You should promote and support the principles set out in this Code by leadership and example, always acting in such a way as to preserve confidence in the Company.

Treatment of Others

You must treat others with respect and dignity (including but not limited to the Company staff) and must not bully, harass, victimise, or discriminate against any person(s) or do anything which would cause you or the Company to breach any of the equality enactments.

Attendance at Meetings

- a) Regular attendance at Board Meetings and Sub-Committee Meetings is expected from all members, regardless of whether the meeting is face-to-face or online.
- b) Notice of Non-Attendance, known in advance should be notified to the Chief Executive together with the reason(s) for such absence.
- c) Non-attendance due to a late emergency should be notified either by a telephone call to another Board member or to the venue of the meeting, leaving an appropriate message.
- d) Members should be smartly dressed, wearing suit/jacket/blazer and a tie, unless the meeting is held electronically, in which case casual attire is permitted. There will be no alcoholic drinks allowed in the meetings.

Conduct Relative to Meetings

- a) Members should behave responsibly and show courtesy to the chair and other members at all times. They should refrain from using any language that may be deemed offensive. Members should treat everyone equally within the context of the Board activity, regardless of sex, ethnic origin, religion, disability, or political persuasion.
- b) All business should be regarded as confidential and any matter, other than of a routine nature, should not be reported or discussed with any other person outside of the meeting until such time as formal notification has been passed to member clubs in the form of minutes, instructions, or other means of communication.
- c) A member should not make public criticism of another member or of any decision(s) of the Board.
- d) Any member having an interest (or a potential interest) in any item of business should immediately declare such interest and may be required to leave the meeting at the request of the Chairman. If such an interest is not apparent at the commencement of any discussion, it is the duty of all members to declare a potential or actual interest as soon as this becomes apparent. An interest may be personal, may be directly associated with the members club or, if associated with another club may have a beneficial effect on the member Clubs. (Also see 3.5 Conflicts of Interest)
- e) The communication of any decision reached at a meeting and any other business discussed will be conducted by the Chief Executive or Chairman as appropriate.

Business of Meeting

- a) Formal notice of the next meeting whether virtual or in person will be given at the conclusion of the meeting and an agenda for the next meeting will be circulated to members at least 3 days in advance of the meeting, wherever practicable.
- b) Any item that a member requires to be placed on the agenda must be notified to the Chief Executive no later than 48 hours prior to the meeting, to be included on the agenda notice.
- c) Any item of 'Any Other Business' must be notified to the Chief Executive in writing to be received at least 48 hours prior to the meeting.
- d) An item of 'any Other Business' raised verbally at the meeting will only be considered at the discretion of the Chairman.

Breach

All members must recognise their responsibility as directors of the Company for their behaviour at football games and elsewhere, which may reflect upon the reputation and good name of the League and/or its partners. Any illegal conduct resulting in a criminal conviction may result in automatic expulsion from the Board. Any other conduct will be dealt with under the provisions of Article 20 of the Company's Articles.

Qualifications and Skills

- a) Leadership and Governance Experience: Prior experience in a leadership or governance role, ideally within sports or a related field.
- b) Football Experience: prior or current experience in running a club at Steps 3-4 of the NLS at board or senior management level.
- c) Non-Football experience: Possess knowledge and experience of best practice in specialist areas, e.g. commercial, sponsorship, IT etc.
- d) Financial Acumen: Ability to understand financial reports and contribute to financial decision-making.
- e) Strategic Thinking: Capacity to contribute to the long-term vision and strategy of the league.
- f) Communication and Interpersonal Skills: Strong communication skills, with the ability to interact effectively with a wide range of stakeholders.

Term of Office

- a) Duration: Board Members are typically appointed for a term of 3 years, with the possibility of re-election for 2 additional terms.

- b) Resignation and Removal: A Board Member may resign by giving notice to the Chair of the Board. The board may also remove a member if they fail to fulfil their responsibilities or if they act in a manner detrimental to the league.

Evaluation

Annual Review: The performance of each Board Member will be reviewed annually by the Chair, with feedback provided to ensure continuous improvement.

Conflicts of Interest

- a) Disclosure: Board Members must disclose any potential conflicts of interest and recuse themselves from discussions or decisions where such conflicts exist.
- b) Policy Adherence: Members must adhere to the league's conflicts of interest policy, ensuring that all actions taken are in the best interest of the league.

Reporting

- a) Accountability: Board Members are accountable to the league's Chair and the broader Board.
- b) Communication: Regular reports on activities, including those activities specifically allocated to the Board member, meeting attendance and contributions, will be provided to ensure transparency and accountability.

Remuneration and expenses

Board Members do not receive a stipend or other remuneration. You agree to abide by the Company's policy relative to expenditure incurred whilst engaged in the Company's business. You must ensure that your expense claims are reasonable, accurate and honest and that you do not use the Company's resources for your own, your family's or friends' gain. Allowable expenses are laid down in the NPL Colleague Handbook.

Review of Terms of Reference

These Terms of Reference will be reviewed periodically to ensure they remain relevant and in alignment with the league's objectives and governance standards.