



Reading Football Supporters' Society Limited,
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26 Queen Victoria Street, Reading. RG1 1TG.

www.star-reading.org

BOARD MEMBERSHIP AND CONDUCT POLICY

Date of Review	Reason for review	Amendments
10/12/2008	New Policy Approved	None
12/05/2015	Revised Policy Approved	Major amendments
11/08/2016	Periodic Review	Amendments to format
10/08/2017	Periodic Review	No changes
12/07/2018	Control of Loaned Equipment, etc.	New Para. 5.12
14/11/2019	Periodic Review	Revised Paras. 5.3 and 5.10.1

1.0 Introduction

This document is drafted in accordance with the rules of Reading Football Supporters' Society Limited and sets out the Board Membership and Conduct Policy adopted pursuant to a resolution of the Society Board at a meeting held 12th May 2015 and was presented to the members at the Annual General Meeting on 3rd September 2015.

The purpose of this policy is to ensure that:

- 1.1 the Society Board has the skills and experience which it needs to operate effectively;
- 1.2 the interests of the community served by the Society are adequately represented;
- 1.3 the level of representation of different groups on the Society Board strikes an appropriate balance having regard to their legitimate interest in the Society's affairs; and

1.4 the Board operates in an effective and professional way.

2.0 Definitions

2.1 Definitions of the terms used in this policy are laid out in a separate Definition of Terms document, which should be read in conjunction with this policy.

3.0 Election of members

3.1 The Society Board shall be comprised of not less than 10 and no more than 15 Society Board Members.

3.2 Elections shall be governed in accordance with the separate Election Policy.

4.0 Co-opted members

4.1 The co-option of an additional Society Board Member shall be by resolution at any meeting of the Society Board at which two thirds of that present vote in favour. Co-opted Members of the Society Board will serve until the next AGM.

4.2 Co-opted Board Members may not serve on a Disciplinary Committee

5.0 Principles of Board Membership

5.1 All Society Board Members in exercising their duty must at all times have in mind the aims and objectives of the Society.

5.2 All Society Board Members must abide by decisions of the majority of them and take all such steps as are necessary or desirable to give effect to such decisions. Society Board Members are expected to adhere to the principles of collective responsibility.

5.3 In particular it shall be considered a breach of the Disciplinary Policy for a Society Board Member to publicly criticise or to otherwise undermine any decision or policy of the Society Board. For the avoidance of doubt this includes commenting in a “personal capacity” through any medium including those where the Society Board Member’s identity is concealed through the use of a pseudonym (e.g. on-line fora, social media, blogs etc.).

5.4 It is expected that once decisions have been made by the Board, Society Board Members in disagreement with them accept the decision as the settled view of the Board, with items already determined only being reconsidered in the light of new information or significantly changed circumstances.

- 5.5 The Society Board may by majority vote determine that Society Board Members are not bound by collective responsibility in respect of any particular matter in which case paragraphs 5.2, 5.3 and 5.4 shall not apply.
- 5.6 Society Board Members shall not act in any way calculated to bring the Society into disrepute.
- 5.7 No person can be a Society Board Member:
- 5.7.1 who ceases to be a Member of the Society;
 - 5.7.2 who has been a Society Board Member for 12 consecutive years;
 - 5.7.3 who is subject to a bankruptcy order or has in place a composition with their creditors;
 - 5.7.4 who is subject to a disqualification order made under the Company Directors Disqualification Act 1986;
 - 5.7.5 who fails to abide by any rules for the conduct of elections made by the Board;
 - 5.7.6 who is removed from office in accordance with the disciplinary process set out in a separate Disciplinary Policy;
- 5.8 A Society Board Member who has 12 consecutive years' membership of the Society Board shall retire no later than the end of the month in which the 12th anniversary of the date upon which they first became a Society Board Member occurs. Society Board Members who retire in accordance with this provision will not be eligible to become a member of Society Board again until a period of 1 year has elapsed following their retirement.
- 5.9 Any Society Board Member who:
- 5.9.1 ceases to comply with the criteria set out in this Board Membership and Conduct Policy; or
 - 5.9.2 ceases to be a Member; or
 - 5.9.3 resigns
- is to vacate the position of Society Board Member.
- 5.10 Any Society Board Member who
- 5.10.1 fails without good cause to attend three consecutive Board meetings, whether by presence in the Board meeting room, or by pre-arranged, remote video or audio conference; or

5.10.2 fails without good cause to participate in Board training

is to vacate the position of Society Board Member, if required to do so by a majority of the other Society Board Members.

- 5.11 A person who ceases to be a Society Board Member shall as soon as reasonably possible return to the Secretary all documents and electronic records held by that Society Board Member which have been held in conjunction with that person's duties as a Society Board Member. Should those effects be not returned, the Society 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 Society's property.
- 5.12 Any other property, including electronic equipment, shall be returned to STAR Base within three months of that person ceasing to be a Society Board Member. Any extension to that period must be approved by the STAR Board with a specified time limit, whereupon that approval will either be extended or terminated. Other STAR property that normally resides in STAR Base may be lent to existing STAR Board members with Board approval. A log of all such items will be maintained in STAR Base; the Board Member borrowing the item will sign for it and a report of all such items outstanding and the holders presented to the Board at least quarterly. Failure to return such items when required will be subject to the same sanctions as items covered by para. 5.11 above.

6.0 Disciplinary Process

- 6.1 The disciplinary process is detailed in a separate Disciplinary Policy.

7.0 Board Procedure

- 7.1 The newly elected Board shall, after each AGM meet to elect from amongst themselves the Officers of the Society having due regard to the roles and responsibilities prescribed for each of the positions and the skills and abilities of the members of the newly elected Board. As soon as practicable the names and roles of the new Board should be posted on the Society's website and sent out to members.
- 7.2 The term of office for the Chair, Deputy Chairs and Treasurer shall normally be for 2 years with the Chair and Treasurer being elected in alternate years and one of each of the Deputy Chairs in each alternate year. The maximum duration that an officer may hold a particular office is for 6 consecutive years. A Society Board Member may stand for election to an office that they have held previously for 6 consecutive years after a gap of at least 2 years has elapsed since they ceased to hold that office.
- 7.3 At its first meeting following the AGM the Society Board shall appoint the Secretary, Membership Secretary, Operations Manager, Data Controller and Safeguarding Officer from amongst the Members.

- 7.4 Society Board Members will normally serve for periods of 3 years in accordance with this Board Membership and Conduct Policy after which time they may stand for re-election. Co-opted Society Board Members may be re-appointed for a further period subject to the Rules and this Board Membership and Conduct Policy.
- 7.5 At each AGM of the Society the third of the Society Board Members elected by the Members who have served the longest at the date of the AGM each year will resign. If at any time the number of elected directors is not divisible by three, the Board shall decide the number of elected directors to resign in accordance with this paragraph, which shall be approximately a third of the total number.
- 7.6 Vacancies arising amongst the Society Board Members elected by the members will be dealt with as set out in the Rules.
- 7.7 Society Board Members will not receive any payment for serving on the Society Board other than the payment of expenses incurred in carrying out their duties.
- 7.8 All information held by the Society is subject to the confidentiality principles set out below. Any Society Board Member collecting details of new Members must ensure that they forward all the correct information and monies to the Secretary or a nominated person.
- 7.9 Society Board Member(s) must not arrange for or accept any undue or improper favours, match tickets or gifts from members of staff at any Sporting Club for personal gain.
- 7.10 The Society Board shall set up sub-committees or groups as it sees fit, determine the terms of reference for such sub-committees and groups and appoint a chair or lead member of each sub-committee or group as appropriate. The Society Board shall also dissolve sub-committees or groups as necessary.

8.0 Declaration of Interest

A Director shall declare an interest in any contract or matter in which they have a personal, material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter, provided that nothing shall prevent a Member voting in respect of their terms and conditions of employment or any associated matter.

9.0 Confidentiality and Collective Responsibility

- 9.1 Society Board Members acknowledge that discussions at Society Board Meetings are strictly confidential save where expressly stated not to be, and save for official reports of meetings, such as publication of approved minutes. With the exception of those circumstances set out below, all Society Board Members shall keep all such discussions or information strictly private and confidential.

- 9.2 The confidentiality provisions shall not apply where a Society Board Member is asked to co-operate with any statutory or regulatory body and should not stifle due and proper debate on issues within the confines of Board meetings or discussions between duties as a Society Board Member.
- 9.3 For the avoidance of doubt the confidentiality provisions above remain in force even after a member is no longer serving on the Society Board.
- 9.4 Only persons authorised by the Society Board may act as spokespersons for the Society. Society Board Members who are not authorised as spokespersons have a duty to ensure that their public statements (including on electronic media) do not conflict with the policy agreed by the Society Board.

10.0 Officers

- 10.1 The Society Board shall elect from among their own number a Chair, 2 Deputy Chairs, Treasurer and such other Officers as they may from time to time decide. These Officers shall have such duties and rights as may be bestowed on them by the Society Board or by statute and any officer appointed may be removed by the Society Board. A serving officer who is not re-elected to the Society Board at the AGM shall nevertheless continue to perform interim duties solely to ensure normal administrative functions are undertaken to maintain the Society's operations until the first Society Board meeting following the AGM when a successor can be appointed. For the avoidance of doubt; they should have no role in any substantive actions and all parties with whom they deal in this period should be advised as to this situation.

11.0 Finance

- 11.1 The finance provisions of the Society, including responsibilities of the Officers, Society Board Members, levels of delegated authority to authorise expenditure, expenses, travel and subsistence are detailed in a separate Finance Policy.