

The Rules for Council



to sit along section 49 in the Articles of Association of Ipswich Sports Club 2020

Background

The Articles of Association for Ipswich Sports Club 2020 (ISC) were reviewed by a governance working party throughout the latter part of 2022 and up to the AGM of June 2023. This review was felt necessary as

'This review was felt necessary because in the light of experience since incorporation of the Club into Ipswich Sports Club 2020 Ltd it became apparent that the Council's role was not working as well as anticipated and needed to be clarified and enhanced so that the Council could better undertake its advisory role to the Board. The move from an unincorporated Members' Club to the incorporated Ipswich Sports Club 2020 Ltd. had led to a significant change in Council's position in the club.

As a result of discussions at the working party, Board and the existing Council a revision of the ISC Articles of Association were made with assistance from Ellison's Solicitors. These revisions only altered section 49 relating to Council with a minor amendment to the definition of the post of President of the club.

The revised Articles of Association were unanimously approved at the AGM of 28th June 2023 and are now posted at Companies House. Legal advice was to keep them lean and simple but to put further explanation in a set of Rules for Council. These Rules can be altered internally without having to go through the process of approval needed for changes to the Articles of Association.

Purpose of Council

Council should behave as a solid, weighty critical friend to the Board.

The Articles Of Association states

49.20 All matters that the Board, or the Board acting on the advice of the Club Council Chair, reasonably, considers to be of **material significance** to the Company will be referred to the Club Council for discussion and recommendation ("**Referred Matter**"). The Club Council shall respond to the Board regarding any Referred Matter within four weeks, failure to respond within four weeks shall mean that the Club Council is deemed to have no comment in respect of the Referred Matter. The Board shall have no obligation to follow any recommendation of the Club Council in relation to any Referred Matter.

To ensure that Council is aware of issues going through the Board of Directors Council will elect it's own Chairman and Secretary from the non-director members.

Further,

49.9 The Club Council Chair shall have a right to attend and speak at meetings of the Board. This shall be a purely advisory role, the Club Council Chair shall have no voting rights at any meeting of the Board. The Club Council Chair may suggest that any matter deemed materially significant be referred to the Club Council for further

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discussion. The Club Council Chair shall be entitled to receive a copy of the agenda for any meeting of the Board and a copy of board minutes documenting such meeting

- Council must make themselves available to members so that members views may be represented. Council must help communicate matters of material significance to members.
- Council is advisory but has elements of scrutiny and of holding the Board to account.
- Council should act as a critical friend. It will not have a veto on Board decisions.

As pointed out in section 49.20 of the Articles of Association the legal and accountable officers of the club that make the final decisions are the Board of Directors that may or may not choose to follow Councils advice. However, any disagreement is likely to be an item on the agenda of any subsequent AGM or EGM for open debate.

Council will have a key role in the Governance of Sports Sections and the integration of Sport Sections within the general purposes of the club and with the General Management of ISC 2020 Ltd.

For the sake of clarity, **the Board and/or General Manager must retain ownership of**

- All financial transactions, including loans, grants, advertising and sponsorship.
- Any allocated Budgets
- All contracts, capital expenditure and significant maintenance of Facilities
- Sign off and agree all Advertising & Sponsorship contracts
- Contracts and Agreements with Coaches or third parties, including
 - Financial aspects including remuneration and cost of facility hire/use
 - Compliance with statutory areas such as DBS checks, GDPR compliance, insurance, taxation
- Final approval of any timetabled events involving the booking out of club facilities
- The ultimate responsibility for compliance to National Ruling Body regulations
- Safeguarding policy and investigation

Sports Section Committees will be responsible for

- The administration of club teams, matches and Leagues including appointing team captains, representation and attendance at league fixture meetings.
- Organising Competitions & Tournaments in close co-operation of the General Manager. This may include
 - Advising on potential sponsors and advertisers
- Advising on Court/facility requirements such as improvements or repairs
- All major maintenance required is to be reported to the General Manager

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- The sport sections should assist in the identification of maintenance and safety issues and can elect to hold a small (c£2000 pa) budget for immediate day to day repair issues.
- Sport sections should assist the General Manager in creating a close relationship with the coaching teams
- Sport sections should be proactive in identifying any potential safeguarding issues which should be reported to the Club Safeguarding Officer(s) and the General Manager.
- Sport sections should regularly undergo Safeguarding Awareness training.

Council should set out Model Rules for ISC 2020 Ltd Sport Sections which define,

- The process of Elections/Selection to sports sections including the post of chairman of the section
- The timely publishing of Agendas and Minutes of each Sports Section via agreed channels
- The minimum frequency of meetings & publication of meeting dates thereof
- The minimum number of positions on the committee
- When a committee is quorate

Council will help hold Board and Sports Sections to the responsibilities set out in this document.

The process of election or selection of members of Council

The Articles of Association of ISC 2020 Ltd set out the general methods for election of members of Council.

To function properly Council must understand the purposes and strategy of the club, work as a functional body / team and understand the club as a whole, without bias to any one section or area.

The following criteria are to be used in selection of candidates:-

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General Member of Council selection Criteria

Characteristic	Essential	Desirable
Been a member of the club for at least 12 months		<input checked="" type="checkbox"/>
Track record of being a team player	<input checked="" type="checkbox"/>	
Have some knowledge of committee or company governance	<input checked="" type="checkbox"/>	
Able and willing to view the club as a whole and balance the sometimes-competing views of different club sections and areas	<input checked="" type="checkbox"/>	
Good communicator, willing to communicate and promote the strategy of the club	<input checked="" type="checkbox"/>	
Good at networking within the club	<input checked="" type="checkbox"/>	
Able to keep sensitive information confidential to Council members only	<input checked="" type="checkbox"/>	
Be a problem solver		<input checked="" type="checkbox"/>
Be a regular user of the club including the Bar and Social areas		<input checked="" type="checkbox"/>
Ability to scrutinize and understand financial documents		<input checked="" type="checkbox"/>
Good at networking in the broader community		<input checked="" type="checkbox"/>

The Chair of Council selection Criteria

Will demonstrate all the above.

As per the Articles of Association

49.9 The Club Council Chair shall have a right to attend and speak at meetings of the Board. This shall be a purely advisory role, the Club Council Chair shall have no voting rights at any meeting of the Board. The Club Council Chair may suggest that any matter deemed materially significant be referred to the Club Council for further discussion. The Club Council Chair shall be entitled to receive a copy of the agenda for any meeting of the Board and a copy of board minutes documenting such meeting.

It is therefore essential that the Chair of Council keeps sensitive information discussed at Board completely confidential. Such information will include: -

- safeguarding issues,
- member or staff sickness, financial, behavioural or disciplinary issues,
- commercially sensitive information,
- this is a non-exhaustive list.