



# TERMS OF REFERENCE

Fan Advisory Board

24<sup>th</sup> November 2023



## 1. Purpose

The Fan Advisory Board (the “Fan Advisory Board”) is an independent body for fan group representatives and independent fans that will aim to represent the interests of supporters of Newcastle United Football Club (“NUFC” or “the Club”) and act as the appropriate forum through which to facilitate structured and strategic dialogue on off-field matters in order to inform the Club in its decision-making on supporter issues.

## 2. Scope

The Fan Advisory Board will assist the Club’s leadership team by making and/or directing representations on areas including, but not limited to:

- The Club’s vision and strategic objectives.
- Improving the matchday fan experience through face-to face and digital connection.
- Proposals relating to the Club’s heritage assets.
- Equality, Diversity and Inclusion (“EDI”) commitments.
- Development plans at St. James’ Park.
- Supporting the growth of the Club’s fanbase domestically and globally.
- Communications by the Club with its supporters.
- Work in the local community.

Football pitch/personnel and certain commercially sensitive matters will not be in scope for the Fan Advisory Board.

## 3. Membership

The Fan Advisory Board shall comprise the following members, each being an organisation or individual appointed to represent the interests of NUFC’s supporters:

- 3.1 **Newcastle United Supporters’ Trust**, which shall be entitled to appoint 2 (two) nominated representatives;
- 3.2 **United With Pride**, which shall be entitled to appoint 1 (one) nominated representative;
- 3.3 **Newcastle United Disabled Supporters’ Association**, which shall be entitled to appoint 1(one) nominated representative;
- 3.4 1 (one) individual international representative selected from NUFC’s official international Membership;
- 3.5 1 (one) individual representative selected from NUFC’s official Membership who is under the age of 25; (both members and season ticket holders are eligible);



3.6 1 (one) individual representative selected from NUFC's official Membership (non-season ticket holder); and

3.7 2 (two) individual representatives selected from NUFC's official Membership (both Members and season ticket holders are eligible)

together the "Supporter Representatives" and each a "Supporter Representative".

#### **4. Selection, Term and Recruitment**

##### **4.1 Reserved positions**

Each member organisation holding a reserved position on the Fan Advisory Board will be responsible for identifying their chosen nominated Supporter Representative by means of a transparent and democratic process, which will be managed by the organisation itself.

Each member organisation will select a nominated Supporter Representative and a nominated Supporter Vice Representative to ensure continuity of presence at meetings. These nominated Supporter Representatives are to be elected and, as the case may be, re-elected or replaced by the member organisation on an annual basis. All applicants must be aged 18 (eighteen) years or over.

The following will be entitled to elect and nominate Supporter Representatives to reserved positions:

- (a) The nominated Supporter Representatives from Newcastle United Supporters' Trust, will be elected by the subscribing members of Newcastle United Supporters' Trust;
- (b) The nominated Supporter Representative from United with Pride, will be elected by the subscribing members of United with Pride;
- (c) The nominated Supporter Representative from Newcastle United Disabled Supporters' Association, will be elected by the subscribing members of Newcastle United Disabled Supporters' Association.

If a nominated Supporter Representative ceases to be, for whatever reason, howsoever arising, a subscribing member of their respective nominating member organisation while serving as a nominated Supporter Representative, such member organisation shall appoint a replacement nominated Supporter Representative promptly (and, in any event, within 14 (fourteen) days of cessation of subscribing membership of the relevant member organisation).

##### **4.2 Non-reserved positions**

Individual applicants (namely any person seeking to represent the interests of a specific demographic of the NUFC fanbase, as set out in paragraphs 3.4 to 3.7 above) must be:

- (a) a current NUFC official Member (and "Member" in these Terms means a subscribing member of the Club's official membership scheme); and



- (b) fulfil the required eligibility criteria for the relevant section of the fanbase they seek to represent at the time of application and for the entire duration of any period for which they wish to hold office on the Fan Advisory Board.

The Club actively encourages applications from supporters across all protected characteristics.

An application in the prescribed form and personal statement in written or video form will need to be submitted by interested applicants. This will be followed by a shortlisting process carried out by the Fan Advisory Board selection panel. An interview will then follow for selected candidates. All applicants must be aged 18 (eighteen) years or over.

In producing the final candidate shortlist, the Fan Advisory Board will, in assessing the merits of each application against the desired skillset and eligibility criteria:

- (i) consider how the applicant demonstrates appreciation of and a willingness to abide by and uphold the Club's values.
- (ii) seek to ensure that the shortlist is diverse and inclusive.
- (iii) seek to include candidates who promote and support the importance of strong ethics and social responsibility.

All applications will be submitted via typeform on the Club's website or, alternatively, a hard copy may be requested from and returned to the Club's registered office address (St. James' Park, Barrack Road, Newcastle upon Tyne NE1 4ST) clearly marked 'FAO Fan Advisory Board c/o Supporter Services'. Applicants may contact the Club by email at [supporter.services@nufc.co.uk](mailto:supporter.services@nufc.co.uk) or by telephone on 0344 372 1892 if they wish to apply other than via typeform. The Club will not be acting in any capacity as a data controller in relation to the receipt by it (for and on behalf of the Fan Advisory Board) of any personal data and the Club's sole responsibility in this respect will be to (i) hand the applications received to the Fan Advisory Board; and (ii) facilitate the meetings in accordance with paragraphs 6 and 7 below.

### **4.3 Eligibility Criteria**

Aged 18 (eighteen) years old or over

Commitment to working collaboratively with fellow Fan Advisory Board members

Genuine and passionate support of Newcastle United Football Club

Understanding of the Club's history, traditions, values and culture

Understanding of major issues affecting football supporters in England (or internationally for the International Members representative)

Good communication skills, diligent, hardworking and disciplined

Understanding of commercial business helpful but not essential



#### **4.4 Duration of Membership**

Subject to paragraph 4.1, Supporter Representative(s) nominated by their respective reserved member organisation will be appointed for a term of 3 (three) years from the date of their respective appointment.

Each Supporter Representative(s) selected to represent the interests of a specific demographic of the NUFC fanbase (as set out in paragraphs 3.4 to 3.7 above) will be a non-reserved member of the Fan Advisory Board and will be appointed for a term of 2 (two) years from the date of their respective appointment.

Appointed Supporter Representative(s) may be re-appointed for one additional term (i.e. 6 (six) years in total for reserved member positions and 4 (four) years in total for unreserved member positions).

A person shall be ineligible to act as a Supporter Representative or shall cease to hold office and/or shall be removed and replaced by the nominating member organisation if they:

- (a) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- (b) are absent without the permission of the Fan Advisory Board members from all their meetings held within a period of 6 (six) months and the Fan Advisory Board members resolve that their office be vacated;
- (c) being a Supporter Representative appointed in accordance with paragraphs 3.1 to 3.3 above, ceases to hold office at and/or be a subscribing member of their nominating member organisation for whatever reason howsoever arising unless otherwise resolved by the Fan Advisory Board members at a duly convened and held meeting of the Fan Advisory Board;
- (d) are the subject of a bankruptcy order or an order is made against them in individual insolvency proceedings in a jurisdiction other than England and Wales which has an effect similar to that of bankruptcy; and
- (e) resign from office by notice in writing to the Co-Chairs (as defined in paragraph 5 below) of the Fan Advisory Board.

#### **5. Chairperson**

The Fan Advisory Board will operate a Co-Chair model, under which two persons will serve jointly in the role of chairperson(s) (each a 'Co-Chair').

Fan Advisory Board members will appoint 1 (one) person from among the Supporter Representatives to act as Co-Chair on an annual basis.

NUFC shall be entitled to nominate, and from time to time remove and replace, the other Co-Chair. As at the date of adoption of these Terms, NUFC's nominated Co-Chair will be the NUFC Head of



Supporter Services, who will support the Fan Advisory Board with Chair responsibilities but will have no voting rights.

The Co-Chair's respective responsibilities will include ensuring sufficient time is dedicated to each agenda item, input is sought from all Supporter Representatives during each meeting, and a suitable number of Supporter Representatives are in attendance to form a quorum.

## **6. Meetings**

Each member is entitled to receive notice of and to attend meetings of the Fan Advisory Board. Unless agreed otherwise by all members of the Fan Advisory Board entitled to receive notice of a meeting, not less than 14 (fourteen) days' written notice shall be given to all members of all meetings of the Fan Advisory Board, such notice to specify the time, date and location of the meeting (whether physical location or on-line).

Meetings of the Fan Advisory Board shall be held 3 (three) times per calendar year and at any other times as shall be necessary or appropriate, as determined by the Club in consultation with the Fan Advisory Board.

There will be senior Club representation at each Fan Advisory Board meeting relevant to discussion points on the agenda. The Club's CEO will attend at least 1 (one) meeting per year.

The Fan Advisory Board shall meet in person. Members unable to attend in person will be able to attend virtually.

In addition to members of the Fan Advisory Board, any Club employee(s) may also attend a Fan Advisory Board meeting if the Club would like them to observe or contribute to the meeting or a particular topic.

The quorum at any meeting of the Fan Advisory Board, or adjourned general meeting, shall be 5 (five) Supporter Representatives present in person or by proxy. No business shall be transacted by any meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.

The Fan Advisory Board is encouraged to meet independently on a regular basis (at least bi-annually) without Club representation in attendance.

## **7. Meeting Agenda and Committee Summary**

Supporter Representatives may propose items for discussion at each meeting of the Fan Advisory Board by sending these to the Club's Supporter Liaison Officer at least 15 (fifteen) working days in advance of the meeting.



The Club shall circulate an agenda to the members of the Board at least 5 (five) working days ahead of each meeting of the Fan Advisory Board with AOB no later than 24 (twenty-four) hours prior to the scheduled time of commencement of the meeting.

The Club shall also produce a written summary of each meeting in a form approved by the Fan Advisory Board and the Club, which will be made available within 20 (twenty) working days of each meeting on the Club's website.

During each meeting, the Fan Advisory Board may agree to pass recommendations to the NUFC Board relating to any of the issues or plans discussed. Following each meeting, all such recommendations will be communicated directly to the NUFC Executive Team by the Club's Head of Supporter Services.

The Club's Head of Supporter Services will then keep the members of the Fan Advisory Board updated as to the status of any recommendations.

## 8. Code of Conduct

The Code of Conduct sets out the standards of personal behaviour expected of any Supporter Representatives serving on the Fan Advisory Board.

Each Fan Advisory Board member and, where required by the Club, each Supporter Representative is required to sign a non-disclosure agreement. Each Supporter Representative is required to sign a code of conduct. Each document shall be in a form approved by and as required from time to time by the Club.

The Fan Advisory Board may suspend or expel any member whose conduct renders them unfit for membership in the opinion of the Fan Advisory Board. No member may be suspended or expelled without first being given the opportunity to make representations in writing to the Fan Advisory Board.

All Supporter Representatives and Fan Advisory Board members will have to adhere to the Fan Advisory Board Code of Conduct (in a form approved by the Club) which can be found [here](#).

## 9. Voting

Any Supporter Representative who has a conflict of interest in relation to the business of any agenda item of a meeting of the Fan Advisory Board must, at the start of such meeting, declare their respective interest(s), and when the agenda item is tabled for discussion, abstain from voting and vacate the meeting while any decision on such agenda item may be made by those remaining non-conflicted Supporter Representatives **provided that** a quorum of non-conflicted Supporter Representatives must be present.



Subject to the declaration of any conflict(s) of interest, each Supporter Representative has the right to vote at all meetings on a 'one Supporter Representative, one vote' basis. In the event of a deadlocked or split vote, the Supporter Representative Co-Chair will have a casting vote.

Members are required to attend a minimum of 75% (seventy-five per cent) of meetings annually unless there are extenuating circumstances. Failure to do so could result in the removal of the Supporter Representative and/or member from the Fan Advisory Board.

## **10. Communication**

Fan Advisory Board members representing organisations with reserved positions are required to ensure regular dialogue is maintained with that organisation's subscribing membership so that any issues, successes, or areas for improvement can be raised in advance of Fan Advisory Board meetings.

## **11. Complaints**

The Fan Advisory Board shall adopt a complaints procedure which sets out the process by which the Fan Advisory Board should investigate complaints or charges that a member may have breached the Code of Conduct that they have signed up to as a condition of their membership.

## **12. Review**

The Club shall, in consultation with the Fan Advisory Board, review the Fan Advisory Board's performance and Terms of Reference annually to ensure it is performing effectively.