

TERMS OF REFERENCE

FOR AN INDEPENDENT REVIEW OF THE PROFESSIONAL FOOTBALLERS' ASSOCIATION

Introduction

1. The Professional Footballers' Association is a trade union which represents the interests of present and former professional football players. It was founded in 1907 and it now comprises various funds, committees and activities. There is also a related but independent registered charity and a commercial company (together, 'the PFA').
2. Football and the context in which it is played have developed considerably since the PFA was founded and are constantly evolving. It is therefore vital that the PFA's rules, procedures and policies relating to its governance, management and approach to decision making are fit for purpose both now and in the future.
3. The Management Committee of the PFA therefore wishes to commission an Independent Review ('the Review') into the (i) governance; (ii) management; (iii) approach to decision making and (iv) relevant policies, procedures and practices of the PFA, with the aim of ensuring that the PFA operates in accordance with the highest standards and in the best interests of those whose interests it seeks to promote, and has a successful handover to a new Management Committee and Chief Executive Officer ('CEO').

Objectives

4. The objectives of the Review will be to make such recommendations as are appropriate to ensure that, having regard to the aims of the PFA, its best interests as an organisation and the best interests of past, present and future professional football players:
 - a. The PFA achieves the highest standards of governance, transparency, accountability and independence in sport, in line with that of organizations of comparable size, budget and purpose and benchmarked against appropriate governance codes;
 - b. The PFA's governance, management and decision-making structures and practices, including its rules, policies, protocols and procedures, are fit for purpose and in accordance with best practice;

- c. The PFA's resources (both monetary and non-monetary) are allocated transparently, efficiently and in accordance with best practice;
- d. The PFA successfully appoints a suitable new Management Committee and CEO to take the Association forward.

The Review Panel

- 5. The Review will be administered by Sport Resolutions, an expert independent, not-for-profit, dispute resolution service for sport in the United Kingdom. Sport Resolutions will appoint suitably qualified individuals from its independent panel to act as the Review Panel (the "Panel"). One of those Panel members will be Naomi Ellenbogen QC who will act as Chair, and who will be identified as such in the Review and on websites / press releases.

The PFA Review Committee

- 6. A PFA Review Committee has been established comprising (Mr Gordon Taylor, Mr Ben Purkiss, Mr John Mousinho, Mr Asmir Begovic and Mr Peter Vincenti).
- 7. The Review Committee will nominate no fewer than two named individuals to act as the Sport Resolutions' point of contact. It and they shall operate in accordance with the Rules of the PFA, and in accordance with these terms of reference, and will provide such assistance as is reasonably required by Sport Resolutions and the Panel to conduct the Review.

The scope of the Review

- 8. The Review will cover all aspects of the approach to governance, management and decision making of the PFA.
- 9. In relation to members and former members, delegates, the Management Committee, the Board of Trustees of the PFA Charity and its beneficiaries, the Business Advisory Committee, the Board of PFA Enterprises Ltd and the Executive Team¹, the Review will consider (as appropriate):
 - a. The criteria for eligibility for the position or membership and/or the qualifications or experience required;

¹ The CEO, the deputy / assistant CEOs, the Director of Finance and any other senior employees who participate in meetings of the relevant committees.

- b. The method and frequency of nomination and appointment/election;
- c. The terms of membership or on which the office or position is held, how they are decided and by whom;
- d. The training provided to the individual and by whom;
- e. The rules, procedures, policies and protocols to which they are subject;
- f. Their powers and functions;
- g. How they operate in practice;
- h. How they interact with, and are accountable to, each other in practice;
- i. Procedural safeguards in relation to:
 - i. Transparency;
 - ii. Accountability;
 - iii. Ensuring that decisions are made in the best interests of those whom the PFA aims to serve, and in accordance with its aims;
 - iv. Conflicts of interest.

10. The Review will also look at the procedural aspects of the employment practices of the PFA including how decisions are made, and by whom, in relation to:

- a. Recruitment and promotion;
- b. Terms and conditions;
- c. Appraisals;
- d. Grievance and disciplinary issues.

11. It will also consider how decisions are made as to the provision of services by external providers and by whom.
12. Finally, it will consider and make recommendations as to the process for appointing the new CEO.
13. It has also been agreed that:
 - a. The Review will cover the whole of the PFA but will, as far as possible, seek to avoid duplication of the matters which are currently under review the Charity Commission in relation to the PFA Charity. The Review Panel will therefore be provided with detailed information as to the scope and progress of that review. It will also be provided with the final report/findings of the Commission.
 - b. The Review will make recommendations, where appropriate, within the scope of its terms of reference;
 - c. All members of the Management Committee and the CEO will remain in place throughout the Review;
 - d. Following the conclusion of the Review, a formal independent recruitment process will begin for a new CEO;
 - e. Once that recruitment process has concluded, the current CEO, Chairman and members of the Management Committee will all step down at the AGM following the end of that process although, subject to the recommendations of the Review and to satisfying the criteria for eligibility, members other than the current CEO and the Chairman will not be barred from seeking re-election;
 - f. No member of the Management Committee will seek appointment or election to the position of CEO within 5 years of the appointment of the new CEO following the conclusion of the Review.
14. The PFA may agree to amend or extend the scope of the Review if deemed appropriate in order to satisfy the stated purpose and objectives.

15. In the event that any matters raised by any individual fall outside of the scope of the Review, these matters will be referred to the PFA Review Committee for consideration as to whether they should be considered by the Panel.

How the Review will be carried out

16. The Review will include consultation, as the Panel thinks fit, with current and past PFA staff, members, members of the Management Committee and other committees, Trustees and beneficiaries of the PFA Charity, members of the Business Advisory Committee, the Board of PFA Enterprises Ltd and the Executive Team. It may also consult with external stakeholders, service providers, organisations or other persons who have dealings with the PFA about their relevant experiences with regard to matters which are to be considered by the Panel.
17. Subject to these terms of reference, the Panel will be entitled to determine its own procedure including but not limited to;
 - a. requiring the production of such documents as it considers appropriate;
 - b. requiring to be provided with such information as it considers appropriate;
 - c. carrying out interviews with such individuals as it considers appropriate, whether in person, via video link or telephone or by way of written questions;
 - d. appointing such experts as it considers appropriate to advise it on any matters which are outside its sphere of expertise;
 - e. obtaining contributions from third party organisations or individuals with relevant experience on matters relating to the Review
 - f. coopting additional members on to the Panel.
18. The PFA Review Committee shall use its best endeavours to arrange and facilitate these matters.
19. All contributions to the Review shall be provided on a confidential basis unless agreed otherwise by the contributor and the Panel or as required by law.

20. Neither the Management Committee, the PFA Review Committee, Executive Team, nor any other party shall attempt to exercise influence over the conduct of, the process followed by or the outcome of the Review provided it is consistent with these terms of reference. The only input of such bodies shall be to provide factual information and to facilitate access to documents and interviewees as deemed necessary by the Panel in conducting the Review.

Reporting on the progress of the Review.

21. Sport Resolutions will keep the PFA Review Committee apprised of the progress of the review through the provision of periodic reports.

22. The obligation to provide periodic progress reports to the PFA shall be subject to such reports not compromising the independence of the Review and/or the ability of the Panel to perform its task.

Timetable

23. The Panel will aim to submit its findings (the "Final Report") to the Management Committee of the PFA, the Board of Trustees of the PFA Charity and the Board of PFA Enterprises Ltd as soon as reasonably practicable (whilst ensuring that it comprehensively delivers on the agreed scope).

Publication

24. These Terms of Reference will be published on the website of Sport Resolutions and the PFA.

25. The key findings and recommendations of the Final Report will be published by the PFA as soon as practicable after its completion (whilst ensuring that any necessary confidentiality is maintained).

Costs

26. The costs of the Review will be met by the PFA, in line with an agreed budget.