Governance Review Group Report for the FAI Board and Sport Ireland

21st June 2019
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**Chairman’s Statement**

The context for this review of governance has been well publicised and the Group was established as a joint partnership initiative agreed between the Football Association of Ireland (FAI) and Sport Ireland in April 2019.

In our many meetings and presentations over recent weeks, I have regularly emphasised that governance should not be seen as an end in itself but as a means to an end: that end being, in the case of the FAI, the fulfilment of its overall purpose – the promotion and development of football in Ireland. All of the governance practices, policies, procedures, processes and the overall governance structures and arrangements should be directed with that overall purpose in mind.

Over recent weeks we have heard about, read about and been presented with much evidence of the great and unsung work done by volunteers, mentors, coaches, FAI staff and many others across the country, and in a review of this nature it is important to acknowledge and to commend this work. People do care passionately about football and are invested in the game at so many levels, and they, like us all, want to see a much more successful, vibrant and well-governed FAI.

We have also unfortunately seen evidence of a breakdown in trust, confidence and faith in the Association, and this review is primarily focused on identifying and recommending actions and initiatives that, if implemented as envisaged, aim to rebuild and restore trust, confidence and faith in how the Association is governed.

A fundamental good governance obligation is the concept of checks and balances and the separation of powers, and that is supported by having clarity of roles and responsibilities so that there is no role confusion between those who occupy governance and leadership positions in the organisation, whether at Board, Council, Committee or Management level.

This report calls for serious reflection and determined action by those who have the authority and power to support and endorse these recommendations. This report also calls for a serious reflection by those who may see themselves taking on a governance position to acknowledge the profound duties and expectations that go with these roles.

I would like to acknowledge and thank the staff at the FAI who provided the Group with all the information and documentation we sought as part of our review and who handled all of our requests in a professional and courteous manner.

On behalf of the Governance Review Group and on my own behalf, I would like to express our appreciation to all those who actively contributed to the work of the Group, including those who individually and collectively submitted proposals, ideas
and perspectives and those who participated in the Stakeholder Forum, as well as FAI Board members, management and staff.

Finally, on a personal level, I would like to sincerely thank the members of the Governance Review Group for their professionalism, commitment and valuable insights as well as their wisdom and judgement on the range of areas we examined as part of completing our work. I would also like to thank them for their diligence, enthusiasm and commitment to deliver this report within the timeframe, and for the support provided to the Chairman during the process.

Part of the discussion at our initial meeting was around ground rules for the working of the Group, and this included respect for the inputs of others coupled with an expectation of constructive challenge when and where necessary. I am pleased to say that the climate of respect and challenge was a feature of the work right up to the final report. This engagement has ensured that this is a unanimous report agreed by all the members.

The recommendations set out a clear pathway for improved corporate governance and better governance structures within the Association, and come at an opportune time given the wider contextual and operating challenges facing the Association.

It was a privilege to be nominated to chair the Group and I wish the FAI success on its journey to reform.

My final comment reflects a statement in a submission received from a contributor which I was particularly taken by. The statement read: ‘Good governance is at the heart of how we operate our business. ’ I would like to think that this report is a contribution to ensuring that good governance is at the heart of how the FAI operates and does its business from now on.

AIDAN HORAN
21 JUNE 2019
Executive Summary

This report outlines the findings and recommendations of the Governance Review Group (‘the Group’) consistent with the Terms of Reference agreed and approved by the Football Association of Ireland (FAI) Board and Sport Ireland on 25 April 2019. It is the culmination of a comprehensive and very intensive work programme undertaken by the Group, over an eight-week period, to meet the obligation of delivering the report within a short timeframe. The necessity to consider and set out critical governance reforms, to be supported by potential rule changes and resolutions to be ready and tabled at the FAI AGM on 27 July 2019, meant that the timeframe was necessarily short.

One of the first tasks of the Group was the agreement to an overall work programme which helped to focus on the key tasks and the approach that would be used to deliver the report within the short timeframe. The approach included examination and review of documents and reports, Board and Committee meeting minutes (as well as other relevant back-up material), FIFA regulations on principles of good governance for member associations, FIFA statutes, UEFA statutes and relevant reports and other authoritative material and documents issued by both UEFA and FIFA. The Group also engaged directly with members of the FAI Board and Senior Management and staff as well as meeting with several stakeholder and stakeholder groups within the football community. An open invitation was extended to any and all interested parties to make direct submissions to the Group.

The Governance Review Group met formally on a total of 11 occasions over an eight-week period and, between meetings, engaged electronically through circulation of discussion and working papers and the conduct of individual desk research and analysis.

The outcome of the Group’s work is a series of actionable recommendations together with proposed implementation priorities outlining immediate and short-term actions required to commence delivery of the recommendations, as well as longer term plans and objectives to be implemented within specified timeframes.
**Structure of the Report**

The report structure is consistent with the functions and tasks set out within the Terms of Reference – see Appendix 1.

Each section commences with a statement of the specific aspects of the Terms of Reference that are addressed in that section.

Section 1 sets out the introduction and background to the review, the composition of the Group, the working definition of governance adopted for the review and the methodology used to ensure all aspects of the tasks were addressed. The following working definition of governance was agreed at the outset of the process.

*Governance comprises the arrangements put in place to ensure that the Football Association of Ireland fulfils its overall purpose and achieves its intended outcomes for all its stakeholders. Governance is concerned with leadership and direction, structures and authority levels, processes for decision making, accountability arrangements, risk management, internal controls, culture and related behaviours within the organisation.*

Section 2 provides information on the range of submissions received by the Group arising from an open invitation issued seeking views on areas within the terms of reference, including a request for views on Board role, composition, skill sets, knowledge and attributes considered necessary to serve at Board or Council level. In addition, the group was invited to attend, and received documents and feedback from, the Forum convened by the Department of Transport, Tourism and Sport on 31 May.

Section 3 examines good governance principles including those advocated by UEFA which were seen to have direct relevance and import to the FAI. The Group are proposing six principles to support the achievement of good governance and which should underpin the ethos, approach and philosophy of all those involved in the Association. This section also provides an analysis and benchmarking of the current FAI governance rules against the UEFA governance principles.

Section 4 analyses the current corporate governance arrangements within the FAI and considers the extent and level of compliance with good practice norms and standards across 16 key governance areas. The nature and extent of recommendations in this section clearly indicate the very significant and critical work required to embed a good governance culture within the Association.

Section 5 reviews the range of FAI joint ventures and arrangements with third parties across the country and internationally. The benefits accruing from such collaborations have been important to the Association. These initiatives impose legal, financial and governance obligations on the Association, and the recommendations in this section
seek to enhance the governance practices and clarify the role of the Board in such arrangements.

Section 6 focuses on the governance structures within the FAI and considers the modern structures seen as necessary for the successful governance and management of football associations across the world. The detailed recommendations are framed to assist with delivering fundamental reform and provide clear advice on Board and Committee structures and make-up, elections, nominations and term limits. Section 6 also highlights the importance of skills, knowledge and expertise to effectively govern the football matters and the business matters of the FAI for the future, and to assist it in delivering on its core objective of promoting and developing football in Ireland.

Section 7 identifies 16 immediate implementation priorities which the Group consider important to commence the process of governance reform within the FAI. Given the short timeframe and the focus of the work on delivering the functions assigned within the terms of reference, areas for further work are also identified, all of which will further consolidate the governance and other reforms recommended in this report.

Section 8 outlines some additional observations which Group considers merit some commentary as well as an overall conclusion.

The recommendations are presented in each section of the report, and a summary of all the recommendations is given in Appendix 12.

Acknowledgements
We would like to acknowledge the valuable inputs, assistance and genuine constructive challenge from the individuals and groups we met and also to particularly thank all those who made submissions and who contributed to the stakeholder forum. The discussions from the meetings, the submissions and the Forum output were carefully considered and reflected upon, and did inform our deliberations and our recommendations. We would also like to thank the FAI Board, Sport Ireland, UEFA and FIFA for their comments on the draft report.

Conclusion
As a Group we unanimously endorse the report and the recommendations to the FAI Board and Sport Ireland as presenting a clear pathway for fundamental governance reform within the FAI.
Section 1
Introduction

Background
The purpose of this section is to outline the background to the formation of the Group, the terms of reference agreed by Football Association of Ireland (FAI) and Sport Ireland and the overall methodology used to deliver on the terms of reference within the timeline agreed for the review. An important first step was an agreement in relation to a working definition of governance, as this informed the work of the Group and ensured that appropriate attention was paid to key areas.

The Governance Review Group is a joint partnership initiative agreed between the FAI and Sport Ireland. The purpose of the Group was to review the existing governance arrangements within the FAI and to consider and propose a governance framework for the FAI which will support the Board and the organisation in achieving and observing good governance practice.

It was agreed at the outset that the Group would report to both the FAI Board and Sport Ireland and that the FAI Board will in turn liaise with UEFA to ensure any proposed changes are in line with UEFA policy and practice on governance.

Group Composition
The Group comprised five members, three of whom were external members nominated by Sport Ireland and two of whom were nominated by the FAI Board. The FAI nominees were the Interim CEO Rea Walshe and FAI Board Member, Niamh O’Donoghue. The Sport Ireland nominees were Joe O Leary, Moling Ryan and Aidan Horan, Chairman. A short profile of the members of the Group is set out in Appendix 2.

Definition of Governance
There are many views and perspectives on what the term governance means. So as to provide clarity and an agreed understanding in relation to the term, the Group adopted the following working definition of governance for the FAI:
Governance comprises the arrangements put in place to ensure that the Football Association of Ireland fulfils its overall purpose and achieves its intended outcomes for all its stakeholders. Governance is concerned with leadership and direction, structures and authority levels, processes for decision making, accountability arrangements, risk management, internal controls, culture and related behaviours within the organisation.

Terms of Reference

The terms of reference were approved by the FAI Board and Sport Ireland on 25 April 2019 and incorporated eleven tasks, as follows:

1. To consider and propose a set of good governance principles which are appropriate and relevant for the functioning of the FAI.
2. To examine and consider the current 2019 FAI Rules with a specific focus on Part (B) Governance and related rules 1–46.
3. To review the ‘current state’ governance framework, governance arrangements, Memorandum and Articles/Constitution, governance policies and procedures of the organisation, in the context of good governance principles, standards and practice.
4. To examine the organisation’s agreements or protocols with third party organisations and to consider related legal, regulatory or governance obligations within these or other relevant agreements.
5. To review the governance and oversight arrangements in respect of FAI joint venture operations or similar entities.
6. To consider the organisation’s compliance with the Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland (2016), and other relevant codes or good governance principles, norms and standards including those of UEFA\(^1\) and FIFA\(^2\).
7. To advise on board member/director nomination, election/appointment, term limits and succession planning, including through the development of a skills, knowledge, experience and diversity matrix for the Board.
8. To seek information, where required and deemed appropriate by the Group, from other parties who are or may be undertaking work which is relevant to the work of this Group and to consider and examine such information, as necessary.
9. To consider the output from the Stakeholder Forum that will be convened by the Minister and Minister of State at the Department of Transport, Tourism and Sport.

\(^1\) UEFA: Union of European Football Federations.

\(^2\) FIFA: International Federation of Football Associations.
10. To seek submissions and relevant input, where required and deemed appropriate by the group, from affiliates and members of the FAI and other stakeholders.

11. In the context of the completion of the functions outlined above, to make recommendations on any changes required.

**Methodology**

The methodology used to undertake this review consisted of:

a) Agreement to an overall work programme and task list to address the functions and tasks within the terms of reference;

b) The identification of documents, reports and other material which the Group required to carry out the review. This included FIFA regulations on principles of good governance for member associations and related FIFA statutes, UEFA Statutes and relevant reports and other authoritative material and documents issued by both UEFA and FIFA;

c) Examination and review of relevant national and international governance codes and guidance;

d) Detailed review and examination of relevant material from FAI and other sources and the consideration of key questions to be answered and/or clarifications required;

e) Engaging directly with members of the FAI Board and executive;

f) Invitation to stakeholders to make submissions to governance@fai.ie and follow up review of each submission received;

g) Engagement with stakeholders, where considered necessary or beneficial;

h) Attendance at the Department of Transport, Tourism and Sport Stakeholder Forum on 31 May 2019 and a review of the output from the Forum as it related to the terms of reference of the Group;

i) Preparing and presenting a draft and this final report for the FAI Board and Sport Ireland, including findings, recommendations and a proposed implementation plan.

**Semi-structured Interviews with FAI Board Members and Other Stakeholders**

For the interviews with FAI Board members, a semi-structured interview approach was adopted. This allowed us to clarify areas evident within the documentation considered and to explore other areas in more detail. The interviews focused primarily on the governance role of the Board and how this role was executed. Interviewees were also asked about their views on potential areas for improvement.

Group members also met and had constructive engagement with representatives of both UEFA and FIFA, and the Group were further provided with additional reports and
documents relevant to the terms of reference. Group members also met with a range of key stakeholders as set out in Appendix 3.

**Meetings of the Group**

The Governance Review Group met formally on a total of 11 occasions over an eight-week period, and between meetings the Group engaged electronically through circulation of discussion and working papers and the conduct of individual desk research and analysis. Once the terms of reference were finalised and approved on 25 April, a detailed work programme was agreed so that the tight timelines for the conduct of the review and the preparation of a draft and final report by 14 and 21 June respectively could be achieved.

**Conclusion**

As agreed within the terms of reference, the draft report was sent to the FAI President and the Chief Executive of Sport Ireland on 13 June. The Chairman also presented the report to the FAI Board on 13 June. The Group requested feedback on the contents of the draft report. Feedback was received from the FAI, Sport Ireland, UEFA and FIFA and was considered by the Group in finalising this report.

This final report is the culmination of the work of the Governance Review Group.
Section 2
Submissions

To seek submissions and relevant input, where required and deemed appropriate by the group, from affiliates and members of the FAI and other stakeholders.

To consider the output from the Stakeholder Forum that will be convened by the Minister and Minister of State at the Department of Transport, Tourism and Sport.

Introduction

As part of the review, stakeholders were provided with opportunities to engage with the Group and to make submissions on governance-related matters. The initial opportunity involved direct invitations to members, clubs and other FAI stakeholders as well as an open invitation publicised through media channels and on the FAI website. A separate email address (governance@fai.ie) was created, and the closing date for submissions was 20 May. Details of the invitation to submit are set out in Appendix 4.

At that date, a total of 113 submissions had been received, and over subsequent days a further 14 submissions were received; all 127 were accepted. All of the submissions were individually reviewed by each member of the Group and this facilitated a wide discussion on views and perspectives provided in the submissions.

Stakeholders also had a further opportunity to input at the Department of Transport, Tourism and Sport Irish Football Stakeholder Forum (‘the Forum’) which was convened on 31 May. The Forum output was collated and provided to the Group on 5 June 2019.

Before proceeding to provide an overview of the submissions received, it is important to acknowledge the significant input contributors made in their submissions with, in many cases, extensive, detailed and comprehensive proposals. These confirm and demonstrate how passionate and committed many people are to the betterment of football at all levels of the game in Ireland.

Analysis

The invitation to make submissions was sent out directly and through the website. It sought views on the skills, knowledge, experience, attributes, expertise and backgrounds considered necessary to govern and manage the business of the Association and that the respondents would like to see represented on the FAI Board and on the FAI Council. Views were also sought on areas that should be specifically dealt with by the committee structure and on whether there were any other matters respondents believed the Governance Review Group should consider. A deadline of 20
May was indicated, but the Group continued to accept submissions right up to the finalisation of this report.

In reviewing the submissions, it was noted that a number of common thematic areas and topics were raised in many of the submissions. In the paragraphs below we summarise the main issues highlighted. It should be noted that some issues raised were not within the remit of the Governance Review Group.

The main themes and topics identified included:

- A variety of views and opinions on the skills, knowledge, experience, attributes, expertise and backgrounds considered necessary for those in governance and leadership roles in the FAI;
- Views on the appropriate future structures of the FAI and the skills, knowledge, experience and expertise deemed necessary to manage the business and football affairs of the Association into the future;
- The matters of Board and Council term limits, nomination and election procedures and the need to continually refresh and renew these important bodies;
- Role of the AGM, voting rights and procedures and representation;
- A clear need and desire for a greater gender balance at all levels within the Association (Board, Council, Committees, etc.) and a greater role for and involvement of women in football administration;
- Much reflection on player issues, player welfare, pathways for development and the supports needed to be put in place to assist young players to realise their potential and so enhance the future of football in Ireland;
- The important role of volunteers and the service they provide to the Association and football in Ireland;
- The issue of representation of all sections of the football community at decision-making level within the game – Council, Board, etc. – and how this could be most appropriately structured and improved;
- The AGM, Council, Board and Committee processes and their operation in practice;
- Council, Board and Committee composition, term limits and election or nomination procedures;
- Concerns regarding factional or fractured interests within the Association and the negative impact these can have on the administration of the game;
- Observations on the necessity for engagement between different elements within the Association to support the overall growth and development of the game;
- Varying opinions on the size, composition, structure, authority levels and operation of the Board and how these can be improved;
• Much commentary on the need for external specialist expertise or knowledge on business-related matters given the scale of FAI business and the issues to be addressed on an ongoing basis;
• Basic principles that should underpin all activities within the Association;
• Commentary and reference links to work done in other football jurisdictions in terms of best practice, governance structures, decision making and administration;
• The League of Ireland and its role in and importance to the game, and its relationship with the FAI, clubs, players and other parts of the football community;
• Options for nomination or selection of specific stakeholder groups to the Board and Council;
• The views of supporters and supporter groups, their role in and importance to the game and their desire to have a voice in the future of the game;
• Diversity and inclusion and current work underway in this area, as well as ideas on further development;
• Various proposals and suggestions around a restructure of aspects of the game, e.g. consolidation of leagues, provincial structures, better integration between the professional and amateur games;
• Role of senior council and junior council in decision making, election of Board/officers and support for the game;
• Significant inputs on specific issues from representatives of referees, professional players, FAI staff and a range of other parties, all focusing on how the administration and operation of the game could be improved;
• The need to review constituencies and their alignment with the current structure of the game rather than outdated or historical structures.

**Stakeholder Forum**

The purpose of the Forum, convened by the Minister and Minister of State for Transport, Tourism and Sport, was to facilitate and provide for a productive discussion on the future of Irish football and the governance structures required to make that future a success. The Stakeholder Forum agenda is included in Appendix 5.

The Stakeholder Forum was attended by more than 140 people invited by the Department of Transport, Tourism and Sport. The Governance Review Group was formally invited and attended the event as observers. This provided a further opportunity to hear views, listen to the discussions and meet with some key stakeholders, many of whom had already made submissions to the Group.

Attendees were from a wide cross-section of the football community, including underage football, amateur football, League of Ireland, women’s football, players/players’ representatives, club representatives, supporters’ groups, FAI staff, FAI Board members, former FAI staff and those interested in football. The Forum included inputs as well as facilitated discussions at the 21 round tables in the room.
The event was addressed by Minister Shane Ross TD and Minister of State Brendan Griffin TD. Also present at the Forum were Fergus O’Dowd, TD, Chair of the Joint Oireachtas Committee on Transport, Tourism and Sport, Robert Troy, TD and Senator Aódhán Ó Riordáin.

In his opening address to the Forum, the Minister made specific reference to and welcomed the Governance Review Group to the event. He also acknowledged that the FAI has been a valued partner of Government since the commencement of funding of sports programmes, with visible positive impacts across the Association’s programmes, particularly for boys’ and girls’ football and programmes for people with disabilities.

There has been discussion on the independence of the Association and issues of potential Government interference. In this context, it is helpful to highlight the Minister’s remarks:

‘I would like to take this opportunity to reassure you all that the Government fully respects the independence and autonomy of the FAI and all other National Governing Bodies of sport. Ultimately, it is for the members of each body to decide on its leadership, on its governance structure, its rules of competition and other matters. This is a basic principle of Irish sport, separate from any rules which may be applied by international federations. Of course, oversight and accountability are vital where taxpayers’ money is concerned. We want to see good governance in all the sports bodies. However, when issues arise we cannot stand idly by. We must intervene, appropriately, but firmly. I made this very point to UEFA President Ceferin when we spoke this week. He understood our respect for football’s autonomy. He also understood that the right to autonomy comes with a responsibility for accountability. Autonomy and accountability – two sides of the same coin.’

The event was moderated by Darragh Maloney from RTÉ and included two panel inputs which were themed Future Development of Irish Football and Corporate Governance in the FAI. After the panel of speakers made their various contributions, round-table discussions of attendees took place and the output of these discussions was noted by a nominated scribe at each table. These notes formed the basis for the output from the Stakeholder Forum and were provided to the Group for input to deliberations.

The output of the Stakeholder Forum was provided to the group on 5 June. The reports and views from each of the tables were consistent with many of the thematic areas included in the submissions made to the Governance Review Group at governance@fai.ie.

There were also, however, some new angles and perspectives within the forum output and in the discussions, which were helpful in our deliberations.

Among the areas that merit highlighting from the Forum are the following.
Panel 1 – Future Development of Irish Football

- Need for investment in the game from Government and private companies,
- Importance of academies/youth structures,
- Role of League of Ireland,
- Community programmes/Outreach,
- Facilities

Panel 2 – Corporate Governance in FAI

- Importance of principles, including transparency,
- Culture – reputational damage being done to the Association,
- Necessity for rule changes,
- Importance of knowledge and skills to run the Association,
- Management structures e.g. AGM, Council, Board and Committees, CEO,
- Integration of national, provincial and local interests,
- Financing at all levels.

The recorded output from the Forum, the Group understands, will be published and this will provide a further useful resource to be considered as the reform programme is being rolled out. The proceedings of the table discussions noted several important messages but the comment that appears to have resonated most was:

- the opportunity now exists to effect real change – let’s not waste it.

**Conclusion**

The Group would like to formally acknowledge its deep appreciation to all those who took the time and effort, whether individually or collectively, to make submissions. All of the ideas, suggestions and inputs that were relevant to the terms of reference of the Group have been given full consideration in this report.

At various stages in this report there are explicit references to submissions, but it is important to indicate that the submissions are also implicitly reflected in the findings and recommendations.
Section 3
Governance Principles and Rules

To consider and propose a set of good governance principles which are appropriate and relevant for the functioning of the FAI.

To examine and consider the current 2019 FAI Rules with a specific focus on Part (B) Governance and related rules 1–46.

Introduction

Within their statutes, regulations and guidance, UEFA and FIFA confirm that governing bodies (boards) play a fundamental role in society and therefore adherence to good governance principles is fundamental for the fulfilment of their statutory objectives and broader social mission.

It is widely acknowledged that in whatever sphere of activity one engages in, whether in a commercial, non-commercial, sporting, voluntary, charitable or community environment, rules will prescribe what is allowed or not, whereas principles provide an overall framework and necessary guidance to consider what is acceptable and unacceptable in situations where there are no rules. While the ideals of good sportsmanship and ensuring the integrity of sport can be supported by the laws and rules of the game, they fundamentally rely on the standards of behaviour and ethics and on the attitude and actions of all those involved in the sport. This is why a top priority for UEFA and FIFA over recent years and, indeed, within Ireland across all sectors of society, has been the need to enshrine good governance principles to guide the behaviours and actions of all those in governance and leadership positions at whatever level in the organisation.

The purpose of this section of the report, following an analysis of relevant governance principles from across a wide variety of sources, is to propose a set of good governance principles for the FAI that embody the underlying ethos of the Association and are equally relevant and appropriate at Council level, Board level and club level.

In addition, this section of the report outlines the examination undertaken of the current FAI rules in the context of their consistency with the UEFA good governance principles.

Analysis

There are a wide variety of guidance documents, governance codes, reports and publications that advocate for and propose governance principles which are seen as
relevant to their activities, their sector or their business. So as to ensure that the principles being proposed for adoption by the FAI were most appropriate, the Group undertook detailed research on sectoral codes including:

1. UEFA Good Governance Principles
2. The Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland (CVC Code)
3. The UK Corporate Governance Code
4. The International Framework: Good Governance in the Public Sector (IFAC/CIPFA)
5. The Charities Governance Code (CGC Code)
6. The Code of Practice for the Governance of State Bodies (CoPGSB)

We relied heavily on the governance principles, regulations, statutes, reports and guidance from UEFA and FIFA as being key authoritative sources in this area.

In reviewing the various codes and guidance, a number of recurring governance themes and principles were highlighted. However, in several instances the principles are stated more as actions to be done, which, although helpful, do add some confusion. The actions can sometimes be prescribed in rules but in other situations these actions cannot be adequately prescribed in a set of rules.

**Principles or Rules**

The CVC Code distinguishes between rules and principles in the following terms:

‘The code is a collection of recommended practices to enable boards to set and achieve the organisation’s objectives for the benefit of those served by the organisation. It is not about rules. It is about principles guiding you to do the right thing, in the right way.’

The code goes on to suggest that a key role of the Board is to bring these principles to life.

Before proposing the six principles which the Group considered most relevant and appropriate for the FAI, the guidance, codes, reports and material reviewed are briefly summarised in the following pages.

**UEFA Good Governance Principles**

These principles were issued by circular letter (58/2018) to all member associations on 12 October 2018. The development of the principles followed detailed work over a long period and the principles were formally approved by the UEFA Executive Committee. The ten good governance principles are recommended to each
association as a means of strengthening their everyday work, policies, visions and strategies – with the overall well-being of European football in mind. The full detailed principles are set out in Appendix 6.

10 Good Governance Principles For UEFA Member Associations (Summary)

1. Clear strategy

Elements – published strategic plan from good internal and external process; evaluation of strategic objectives; proper accountability through measurable objectives.

2. Statutes

Elements – modernise statutes; fixed terms/tenure; checks and balances to avoid excessive concentration of power in one person; regular renewal and refreshing to ensure continuity; balanced gender representation; clear separation of powers; defined obligations of members; clarity of responsibilities; ethics provisions.

3. Stakeholder involvement

Elements – recognition of their importance; regular consultation; expectation of close working relationships to support mutually agreed objectives.

4. Promotion of ethical values, integrity and good governance

Elements – Ethical values and good governance should be incorporated as statutory objectives; key principles include integrity, honesty, fiduciary responsibility, loyalty, and sportsmanship; conflicts of interests; tackle the threat of corruption; robust internal control procedures; principles apply to everybody; invest in relevant communication, training and education programmes (e.g. compliance/ethics/integrity training, women’s leadership programme).

5. Professionalism of committee structures

Elements – clear definitions regarding the work, responsibilities, and composition of the committees; national associations are encouraged to have at least the following committees in place: competitions, women’s football, grassroots and finance, fair gender representation and balance of interests in committees and to appoint external technical staff or experts, if needed; clear mechanism/procedure to allow a proper communication flow between the committees and the relevant board/executive committee.

6. Administration

Elements – the administration delivers the day-to-day business; open, clear and transparent hiring process and competent candidate recruitment to protect the overall interests of the national association; clear guidelines on social media etc.
7. Accountability

Elements – To enhance accountability a clear process regarding signatory rights in national associations, in particular, a ‘double signature system’; adequate insurance; proper risk management programme; tender processes to provide greater accountability and better protect their own financial interests; internally, there should be a clear definition of budgets and responsibilities/competence for each division and unit.

8. Transparency in financial matters and corporate documents

Elements – a national association which is transparent will have a better image and will protect itself more effectively from any accusation of mismanagement or undue influence; strongly recommended to have transparent structures and strict financial controls, both at internal (i.e. the internal control system, including internal audit) and external (i.e. independent company) level; all relevant corporate documents should be made publicly available where possible, ideally on the national association website.

9. Compliance

Elements – a system and resources to check compliance with their own statutes and regulations, as well as all general civil and criminal laws to which they are subject; all national associations should have a compliance policy and culture.

10. Volunteer programmes

Elements – to stimulate participation in football, it is recommended to have in place volunteer programmes that will increase the number of people active in all aspects of the game, especially young people.

The Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland (2016)

In early June 2019, Sport Ireland assumed responsibility for the Governance Code for Community, Voluntary and Charitable Organisations as a Governance Code for Sport. This code is particularly important as it is now national sports policy that all National Governing Bodies (NGBs) of sport are required to confirm compliance with this code by 2021 in order to be in a position to apply for Government funding. Some work has already been undertaken in the FAI on this “journey to compliance” with this code.

In terms of governance principles, the code sets out the five principles which it asserts should stand the test of time. The principles and the related practices are as follows.

**Principle 1. Leading our organisation**

We do this by: Agreeing our vision, purpose, mission, values and objectives making sure that they remain relevant; Developing, resourcing, monitoring and evaluating a plan so that our organisation achieves its stated purpose and objectives; Managing,
supporting and holding to account staff, volunteers and all who act on behalf of the organisation.

**Principle 2. Exercising control over our organisation**

We do this by: Identifying and complying with all relevant legal and regulatory requirements; Making sure there are appropriate internal financial and management controls; Identifying major risks for our organisation and deciding ways of managing the risks.

**Principle 3. Being transparent and accountable**

We do this by: Identifying those who have a legitimate interest in the work of our organisation (stakeholders) and making sure there is regular and effective communication with them about our organisation; Responding to stakeholders’ questions or views about the work of our organisation and how we run it; Encouraging and enabling the engagement of those who benefit from our organisation in the planning and decision-making of the organisation.

**Principle 4. Working effectively**

We do this by: Making sure that our governing body, individual board members, committees, staff and volunteers understand their role, legal duties, and delegated responsibility for decision-making; making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective; making sure that there is suitable board recruitment, development and retirement processes.

**Principle 5. Behaving with integrity**

We do this by: Being honest, fair and independent; Understanding, declaring and managing conflicts of interest and conflicts of loyalties; Protecting and promoting our organisation’s reputation.

**Other Codes and Guidance Reviewed**

The other sources of governance principles are included in Appendix 7. While there are somewhat different emphases in the various publications and documents, there is significant similarity with the UEFA principles and the CVC Code.

Having reviewed the various authoritative reports, governance codes and relevant guidance, the Group agreed that the set of principles to be proposed should be limited in number, be clear, succinct and understandable and be seen as characteristic of the culture and ethos of the FAI.
Proposed Governance Principles for the FAI

The following six proposed principles rely heavily on the UEFA and FIFA guidance. The Group consider that the six principles are fully consistent with good governance practice and the UEFA principles.

The proposed principles are as follows.

1. **Good Governance**
   This is demonstrated by adherence to good governance norms and standards and regulatory compliance obligations.

2. **Effective Leadership**
   This is reflected in leadership style, in the tone and behaviour and in sustaining the right culture and ethos.

3. **Accountability and Transparency**
   This is reflected in oversight and scrutiny arrangements and by being as open as possible about the decisions and actions taken.

4. **Ethical Behaviour and Integrity**
   Actions are done solely in the interests of the Association and in the promotion, fostering and development of the game and in an honest, truthful and impartial manner.

5. **Stakeholder Engagement**
   Commitment to ensuring effective consultation, active involvement, participation and clear communication with all stakeholders.

6. **Professionalism**
   This is demonstrated in adherence to high standards across all aspects of our activities and ensuring appropriate knowledge, skills and expertise are deployed as required.

The Group are recommending that the six principles as outlined above should be adopted by the Association. These, when combined with the UEFA good governance principles, set out the hallmarks and standards within the Association and provide a basis by which to assess governance in the Association.
**Recommendation 1**

The six governance principles proposed by the Group should be adopted by the FAI Board as appropriate and relevant to the functioning of all facets of the Association, from clubs through to Board and Council. The six principles are: good governance; effective leadership; accountability and transparency; ethical behaviour and integrity; stakeholder engagement; and professionalism.

**Examination of FAI rules**

The latest version of the FAI rules was approved in February 2019 and part (B) specifically refers to governance, with forty-six rules included in this section. The rules also have other sections dealing with games administration and competitions. The rules are all set within the context of the Constitution of the Association.

The main objects for which the Association is established are: to promote, foster and develop, in all its branches, the game of Association Football, and to take all such steps as may be deemed necessary or advisable for preventing infringements of the laws of the game, or other improper methods or practices in the game, and for protecting it from abuses.³

There are specific rules which refer to the responsibilities of the Council and the Board, as follows:

*Rule 15* The Council shall be responsible for monitoring the activities of the FAI and for monitoring the Board’s governance of the Association. The Board shall be empowered to take such decisions as are necessary for the effective governance and control of The Association.

*Rule 23* The governance and control of the Association is vested in the Board … The Board shall carry out its duties and exercise its powers to achieve the objects of the Association … It shall have the power to deal with such matters concerning the Association as are not expressly provided for in these Rules, but must report on such matters to the next meeting of Council.

*Rule 25* The Board shall act as the Board of Directors of the Football Association of Ireland in compliance with the current provisions of the Rules of the Association, the Constitution, company law and the requirements of regulatory bodies and shall adopt best practice in corporate governance of the Association.

As part of its work programme, the Group undertook an analysis and mapping of the extent of alignment of the FAI rules with the UEFA governance principles.

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³ The Constitution of the Football Association of Ireland.
The mapping, outlined in Appendix 8, indicates where there is an explicit or implicit link of the principles to the rules. The analysis shows that the two principles with which the FAI rules are most aligned are the ‘improvement of statutes’ and ‘compliance’. The three principles where there is very limited alignment relate to ‘stronger accountability’, ‘higher transparency’ and ‘ethics’.

This analysis reaffirms the contention that formal rules play an important but limited role in promoting and embedding good governance. In the case of the UEFA principles, the development and adoption of updated and new governance policies by the FAI is arguably the most important decision for the Board and Council at this stage. This may not require formal rule changes.

**Recommendation 2**

A priority for the Association should be the development of a governance manual or governance code which will incorporate updated and new governance policies and which will be formally adopted by the Board.

**Conclusion**

The Group noted the importance of the values of respect, integrity, passion, teamwork and excellence outlined in the Association’s 2016–2020 Strategic Plan and which support the achievement of the vision and mission of the Association. Similarly, the six proposed principles outlined in this section support the achievement of good governance not just at a national level but throughout the whole organisation. These principles should underpin the ethos, approach and philosophy of all those involved in the Association.

It is also important to highlight that the development and adoption of updated and new governance policies by the FAI may not require formal rule changes.
Section 4
Corporate Governance Arrangements

To review the ‘current state’ governance framework, governance arrangements, Memorandum & Articles/Constitution, governance policies and procedures of the organisation, in the context of good governance principles, standards and practice.

To consider the organisation’s compliance with the Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland (2016), and other relevant Codes or good governance principles, norms and standards including those of UEFA and FIFA.

Introduction
There are a wide variety of good governance benchmarks, codes and standards that are appropriate and applicable to consider in reviewing governance practices and norms within the Association.

As part of its work programme, the Group undertook a detailed analysis of various codes and authoritative sources, reports and material, including UEFA and FIFA regulations and codes of conduct. The output of this analysis provided a comprehensive list of key governance areas as well as expected norms and good governance practices and documentation. These practices and how they are consistently implemented demonstrate the extent and level of compliance with good governance arrangements.

In relation to the Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland (2016), all National Governing Bodies (NGBs) of sporting organisations, including FAI, are expected to be compliant and be in a position to affirm compliance with this code by 2021 in order to be eligible to apply for and draw down Government funding. Sport Ireland assumed responsibility for this code in June 2019 as outlined earlier. Many bodies are on the ‘journey to compliance’ and considerable work is underway within Sport Ireland and the NGBs to ensure that bodies are in a position to positively confirm compliance by the deadline. The Group had due regard to the provisions in the Code in its development of the list of good governance practices.

The purpose of this section is to outline the current state governance arrangements against good governance norms, standards and practice as outlined from across the various codes and guidance, including UEFA/FIFA, the Community, Voluntary and Charity (CVC) Code, UK Corporate Governance Code (UK CGC), IFAC/CIPFA Code and the Code of Practice for the Governance of State Bodies (CoPGSB).
Analysis and Findings (16 Key Governance Areas)

In undertaking the review, the Group identified 16 key governance areas and for each area outlined the expected governance standard, norm or expectation.

The 16 areas are as follows:

1. Roles and Responsibilities
2. Leadership
3. Strategy planning and implementation
4. Performance monitoring and reporting
5. Risk management system
6. Performance accountability arrangements
7. Internal control systems
8. Board and sub-board structure (committee) effectiveness
9. Transparency and disclosure
10. Capacity and capability of governance and leadership team
11. Compliance with legal, regulatory and governance obligations
12. Stakeholder relationships, engagement and management
13. Ethics, conduct and behaviour
14. Financial governance, management controls and reporting
15. Audit and assurance arrangements

For each of the 16 areas, the following paragraphs outline the standards and norms expected and there is also an overall commentary on current arrangements within the FAI, in respect of these areas.

Recommendations relevant to each area are grouped together in this section with eight recommendations covering areas (1) and (2), nine recommendations covering areas (3) to (10) and ten recommendations covering areas (11) to (15). Recommendations in relation to area (16) are included in Section 5 of the report.

It should be emphasised that even having in place good-quality and up-to-date governance policies and procedures and other supports for those tasked with governance and leadership, i.e. ‘governance on paper’, is not sufficient to guarantee good governance. These must be complemented by the behaviour, attitude, and commitment of people to properly and consistently implement and adhere to these policies and procedures, i.e. ‘governance in practice’. Adherence to and ongoing implementation by those tasked with governance and leadership is a key determinant in demonstrating and sustaining a good governance culture.
1. Roles and Responsibilities

Lack of clarity of roles and responsibilities and ineffective carrying out of duties, roles and responsibilities by those tasked with leadership and governance in organisations are among the most prevalent issues which arise where corporate governance has failed to operate effectively.

Among the norms and standards which are expected to be in place are: Comprehensive list/schedule of matters reserved for the Board; schedule of delegations to senior executives/CEO and to committees; letter of appointments issued clarifying obligations as a board and/or committee members and expected time commitment and other relevant matters to do with the role; induction training and ongoing development opportunities and briefings for boards and committees; agreed board and committee work programmes as part of clarifying who does what and when; professional advice available as or if required; clarity on decision criteria for significant/strategic decisions; regular attendance and active contribution of all members at committees and at board; appropriate tone at the top table; mutual trust and respect within the board and within committees; policies or protocols for succession planning including regular refreshing of the board and committees; board minutes and agenda reflecting the deliberations on key areas; roles and responsibilities of the chair and role of members clarified; holding to account arrangements operating within the board and the committees relating to management and staff; regular focus at the board and committees on delivering their respective work programmes; board member training and development programmes to include details on fiduciary and statutory duties and stewardship responsibilities; role and responsibility of the board secretary agreed and clarified as well as regular consideration of the nature, extent and quality of support for board and committee members in carrying out their duties.

2. Leadership

In the context of leadership, among the norms and standards which are expected to be in place include: Board role in terms of leading the organisation evident through how it sets the strategic direction and monitors and oversees delivery of this work, how it defines control and accountability mechanisms and ensures effective supervision and holding to account of the executive; part of the leadership obligation also relates to how the board represents the organisation, reports on stewardship and performance and ensure legal and regulatory obligations are fulfilled; a key aspect also is how it manages wider stakeholder obligations.

Other norms which would be expected include: a Board work programme; committee work programme; a governance calendar; regular committee reporting; the extent of executive engagement and evidence of the leadership role being fulfilled reflected in the agendas and minutes of board and committee meetings; a board and committee
effectiveness review is also a standard obligation and one which will identify areas for improvement.

**Culture**

A key role of any board, as a collective, and for individual board members personally is in setting the tone and culture which is so critical to having in place good corporate governance with the ultimate objective of ensuring the organisation is successful in achieving its overall purpose.

The review of minutes, reports, documents and follow-up interviews and subsequent clarifications facilitated an exploration of the culture, the norms and ‘the way things are done here’ as well as other legacy issues which significantly impinged on the workings of the Association. Culture is not a prescribed set of regulations or practices but is a unique element of an organisation’s personality, and it is suggested that much can be learned about the organisation’s culture by looking at its attitude to governance. Within the COSO\(^4\) internal control framework, culture is considered as part of the overall control environment.

While all those interviewed as part of the review noted that there is now a necessarily much greater emphasis on governance, control, monitoring, oversight, behaviour and, above all, on the importance of an effective ‘holding to account’ or accountability process across so many aspects of the Association’s activities, it was universally acknowledged that there is much work to be done in this area if trust and confidence in the Association and its leadership are to be restored.

**Recommendation 3**

All Board and committee members should receive formal induction training including in relation to their roles, responsibilities and their duties as a Board member as well as induction and advice on the ethical and behavioural standards that members are expected to adhere to.

Regular briefings, updates, training and development initiatives should be organised at pre-determined stages throughout the term of the Board and committees and as well as in response to members’ needs.

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\(^4\) The Committee of Sponsoring Organisations of the Treadway Commission (COSO) is dedicated to providing thought leadership through the development of frameworks and guidance on enterprise risk management, internal controls and fraud deterrence.
The FAI governance manual or governance code will be an important resource for members as a key reference document, and will form a central part of the induction and ongoing development process.

Following appointment to a board or committee role, a letter should be formally issued which sets out obligations and requirements as a Board/committee member, time commitment and the level of preparedness and contribution expected.

**Recommendation 4**

On appointment, all Board and committee members should receive a formal letter of appointment which sets out information in relation to their role. Members should also be provided with the code of conduct, declaration of interest forms, details of mandatory training obligations, the Board/committee work programme, key governance policies and procedures and other relevant matters.

So as to ensure that the Board and committee are fulfilling their mandate and remain fit for purpose, new or updated terms of reference should be agreed and annual work programmes developed.

**Recommendation 5**

Updated and, where necessary, new and more comprehensive terms of reference for the Board and committees should be developed and annual work programmes should also be agreed and approved.

**Recommendation 6**

The current schedule of matters reserved for the Board should be revisited and where necessary expanded to incorporate other normative obligations and explicit roles for the Board in areas such as financial governance, capital expenditure, joint ventures and partnerships and performance monitoring. Appendix 9 includes additional areas which could supplement the existing schedule approved by the Board in 2018.

**Recommendation 7**

Consistent with and complementary to Recommendation 6 above, further work clarifying the roles and responsibilities of the Chief Executive and other senior executives should also be undertaken and reflected in an updated schedule of delegations from the Board to the executive. The delegations should be regularly reviewed and communicated to avoid any ambiguities.
The role of the Company Secretary in all large organisations and companies has evolved and is now an integral part of the professional support and guidance for Boards and Committees. As well as the usual requirements in relation to arranging Board meetings, formulating agendas, circulating paper and minutes etc, part of the role would be to support the Chair to ensure effective induction and ongoing support in terms of advising and reminding the Board of its roles and responsibilities. The role would encompass a compliance dimension, particularly ensuring the Board appropriately attends to its statutory and governance obligations.

**Recommendation 8**
The Board should formally assign a qualified person to the role of Company Secretary.

**Recommendation 9**
The Board should use ‘private sessions’ as required whereby there is a short meeting of Board members without any member of the executive being present, and these could take place as required before or after a regular Board meeting.

**Recommendation 10**
There should be provision that the Board has access to independent professional advice as deemed necessary and there should be a clear and well-explained process for seeking external advice.

3. **Strategy planning and implementation**

A key obligation of a board is setting the future direction through an effective strategic planning process.

Among the norms and standards which are expected to be in place are: explicit strategic planning process set out and agreed by the Board; Board and individual members taking a lead role/shared role with the executive on the development on all aspects of the strategic plan from vision through to objectives; priorities and key performance targets outlined; agreed process for regular reporting and monitoring of implementation of the plan deliverables; strategy as a regular Board agenda item; and adequate time set aside at Board for discussion and challenge of progress within the plan.
4. **Performance monitoring and reporting**

If strategic planning is to be effective and issues to be addressed or reprioritised are shared and understood, good systems for monitoring and reporting of key performance outputs, outcomes and indicators are vital.

Among the norms and standards expected to be in place include: at the Board and/or through a committee to the Board monthly, bi-monthly or quarterly reporting in place, monitoring, tracking and trending key performance indicators covering main business areas in addition to financial performance and position; Key Performance Indicator (KPI) reporting at committee levels linked to the annual business or other planning arrangements; executive-led presentations to the Board on a cyclical basis to include KPI discussions and principal risks and uncertainties; linkages of financial performance data to activity and delivery of programmes and projects as well as exception reporting used to inform decisions and changes in priorities, objectives or projects.

5. **Risk management system**

Among the norms and standards expected to be in place in this area include: comprehensive risk management framework; risk management policy and process which ensures principal risks, uncertainties and opportunities are tracked and monitored through departmental and corporate level risk registers; risk management as a regular Board agenda item; a sub-committee of the Board with designated functions in relation to risk management to support the Board; chief risk officer or senior manager designated for risk management; risk appetite statement approved by the Board with input from the executive; principal risks and mitigations appropriately disclosed in the annual report. A key role of the Board is to approve the risk management framework and monitor its overall effectiveness.

6. **Performance accountability arrangements**

Among the norms and standards in relation to performance and accountability expected to be in place include: effective holding to account arrangements agreed and implemented consistently; review of strategies and plans on a systematic basis at committee and Board level; key measures and indicators agreed at the outset and consistently reported upon and evidenced; deviations/trends and exception reporting used to inform any changes within priority areas; consideration of the annual business plans and resource utilisation.

As part of legal and regulatory accountability obligations, it would be expected that bespoke reports would be available on compliance across key business areas and functions and this would be supplemented by a system and resources to check and validate compliance with obligations including external statutes and regulations.
The development and/or recognition of management assurance arrangements that are in place can be designed to enhance the nature and quality of sources of assurance that are and can be provided to the Board and committees.

7. **Internal control systems**

The control environment is an integral part of the internal control system and reflects the control consciousness and compliance culture of the organisation. Key influencers are the tone set at the top and the leadership style and the extent to which individuals recognise their accountability for decisions and actions in their area.

Among the norms and standards expected to be in place are: comprehensive control structures, processes and procedures covering all aspects of the organisation’s activities; regular internal audit or other third-party and external reviews of controls; regular control compliance and/or control assurance arrangements overseen by responsible managers or heads of function; audit (and risk) committee comprising non-executive members fulfilling obligations in relation to risk, control, external audit, internal audit as well as regular reporting to the Board.

The Group notes that FIFA/UEFA have adopted the COSO framework as their model for internal control. The COSO framework defines internal control as ‘a process, effected by an entity’s board of directors, management and other personnel, designed to provide reasonable assurance of the achievement of objectives in the following categories: Effectiveness and efficiency of operations; Reliability of financial reporting; Compliance with applicable laws and regulations. The model also suggests that an ‘effective’ internal control system supports the achievement of an entity’s mission, strategies and related business objectives and should include five components as follows: Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring.

8. **Board and sub-board structure (committee) effectiveness**

The Board is supported in its work by sub-board structures/committees that are delegated to undertake aspects of the Board responsibilities. However, the Board remains primarily accountable and responsible for all decisions made. The Board, and Board members are not absolved of their responsibility by whatever delegations they put in place.

Among the norms and standards which are expected to be in place are: Board work programme agreed and followed, over the year; committee terms of reference reviewed, updated and approved by the Board on a regular basis; committee work programme agreed and followed linked to the terms of reference; clear alignment of the work of the Board with the work of the sub-committees and the level of accountability and autonomy within these arrangements; committee annual reports to
the Board; minutes of committees circulated to the Board; committees comprised of non-executives and supported by the executive; annual review of the effectiveness of the Board and of the committees with external assistance used for this process every 3–5 years and agreed plan to address areas for improvement identified. Such review will cover, among other areas, the people dimension, the process dimension and also the performance dimension, and will critically consider how the Board and committees and the members are delivering on their work programme and wider governance obligations.

9. Transparency and disclosure

An enduring governance principle from across all sectors and also within the UEFA/FIFA statutes is transparency. Closely linked to openness and transparency is ensuring disclosure and a willingness to provide information to stakeholders and other parties.

There is a myriad of areas where it would be expected that those tasked with governance would be as open as possible about all the decisions and actions they take. These incorporate communications strategy, media relationships, engagement with stakeholders and other parties as well as the process of external reporting on strategies, projects and overall financial position and performance. Where information is withheld, there would be an expectation that the reasons to restrict information are only in situations where commercial or confidentiality considerations clearly demand this. It would also be expected that policies, protocols and arrangements around confidentiality of information and non-disclosure and reasons therefor would be approved and adopted by the Board as well as ensuring adequate arrangements are put in place to safeguard such information.

10. Capacity and capability of governance and leadership team

It is increasingly recognised that the calibre, character and behaviour of those in governance and leadership roles are fundamental to creating and sustaining a good governance culture and ethos within the organisation.

Among the norms and standards expected to be in place include: code of conduct outlining ethical standards and behaviours required; arrangements for handling conflicts of interest and conflicts of loyalty; declaration of interest forms regularly completed; letter of appointment outlining obligations of the role; high levels of preparedness for meetings evidenced through attendance, contributions and interactions; regular and systematic training and development opportunities availed of by members; annual Board and committee work programmes and progress monitored; bespoke training programmes; support or mentoring for chairpersons and also for new members; in terms of composition and nomination arrangements, analysis of the knowledge, skills and competencies necessary to deliver on the Board and
committee obligations and how gaps or needs are addressed; consideration of co-option of external/expert members if necessary; individual 360 degree appraisal and feedback on performance to and from the Chair of the Board and committees to members on a regular basis; professional administrative support for chairpersons and committees as well as the Board; regular interim and annual report from committees to the Board in the context of their terms of reference/mandate.

A regular review of the Board and committees, in addition to being a required practice, is a means to support the Board and committees in the performance of their functions, to ensure the Board and committees continue to be fit for purpose and the review of effectiveness allows for an assessment of the extent to which there is delivery on the annual work programmes of both the Board and the committees.

**Recommendation 11**

Consistent with good governance practice, the Board should undertake an annual review of its own effectiveness, and that of its committees. The review of Board effectiveness will also allow for reflection on the Board’s role in setting the tone and culture and how it purposefully ensures the right tone and culture apply throughout the organisation.

**Recommendation 12**

The Board’s leadership role and manner in which it directs and controls the organisation should be evident through its role in strategy for the Association.

Setting, implementing and monitoring strategy should be a key role and priority.

There should be an explicit strategic planning process led by the Board with significant input from the executive which engages in wider stakeholder consultation and engagement and which recognises and looks for contribution from committees.

In addition to its role in approving the strategy, there is also the follow-on task of monitoring implementation of the strategy and receiving regular performance reports on progress supported by key performance indicators.

**Recommendation 13**

The Board should agree and formalise a periodic scheduled review of the strategy to consider if it is and remains ‘fit for purpose’ or if aspects need to be revisited in the context of new or evolving circumstances.
Recommendation 14

Performance reporting of progress and achievements should be a regular item on the Board agenda. So as to clarify expectations around these reports, the Board and the senior executive should work together to identify and agree key performance indicators and measures for regular reporting.

Recommendation 15

The Board is required to have and should prioritise the implementation of a comprehensive risk management system across the whole organisation. This will necessitate the urgent development of a Board-approved risk management policy, the putting in place of a risk framework and, importantly, the rollout of an effective risk management process involving management and staff at various levels across the organisation. A designated chief risk officer/manager should be appointed to lead the implementation of the risk management system.

Recommendation 16

Risk management and the consideration of principal risks and uncertainties should be a regular standing Board agenda item and be part of the Board’s work programme for the year and the Board should consider delegating aspects of the oversight and monitoring of risks to a newly constituted Audit, Risk and Compliance Committee.

Ensuring effective accountability arrangements is a key obligation of the Board and should be an integral part of the Board, committee and executive relationship. In exercising its oversight and accountability function, processes and arrangements should be put in place so that the Board and committees receive appropriate assurances from various functions of the organisation that systems and performance are being delivered appropriately and effectively, or are formally advised where difficulties and challenges arise and remedial action may be required.

Recommendation 17

The Board needs to ensure that a robust culture of ‘holding to account’ operates and is seen to operate within the organisation. This should permeate the work of the Board, the committees and senior management and allow for constructive challenge and dialogue on key issues including the delivery of plans and targets, uncertainties, risks and opportunities, financing and resourcing and on how the interest of the organisation is best served.
**Recommendation 18**

As part of its work programme, the Board should consider and agree a process of evaluating the performance of the CEO. The process should be appropriate and transparent, supported by performance measures or indicators, developed in line with the strategic plan and annual priorities, against which to assess the work of the CEO. The process should be led by a committee of the Board. As outlined in Section 6, the FAI committee with this responsibility should be the Executive Performance and Remuneration Committee.

**Recommendation 19**

So as to facilitate the monitoring and oversight role of the Board and to ensure adequate communications and flow of information from committees to the Board, specific work should be undertaken to consider the nature, extent and quality of the information flow and communications between the Board, committees and the executive.

**11. Compliance with legal, regulatory and governance obligations**

Among the norms and standards expected to be in place are: strong focus on and evidence of compliance across the wide range of legal, regulatory and governance obligations; compliance officer or compliance function in place; where appropriate and relevant, committees actively considering compliance obligations for activities within their terms of reference; corporate level compliance work in areas such as GDPR, child protection and welfare, employment legislation, etc.; regular internal audits of key compliance functions; third-party compliance reviews or audits; management assurance arrangements formalised and implemented to facilitate the overall holding to account arrangements instituted by the Board, committee and/or at senior levels in the organisation; in the context of company law compliance, agreed arrangements to support the completion of the Directors’ Compliance Statement as well as the letter of representation to the external auditors.

**12. Stakeholder relationships, engagement and management**

Among the norms and standards expected to be in place are: formalised stakeholder consultation and engagement policy and procedure agreed and regularly reviewed in light of circumstances; key staff designated as contact/relationship managers for key stakeholders; formalised service-level agreements, memorandums of understanding, performance agreements, quasi-legal agreements etc. in place and regular dialogue and interaction to ensure that reciprocal obligations within these agreements are understood and are being progressed; communications strategy supporting this
engagement; social media policies, newsletters, regular reports and publications and use of website.

13. Ethics, conduct and behaviour

Standards, norms and expectations in relation to ethics, conduct and behaviour have been alluded to earlier in this section. Among the norms and standards which are expected to be in place are: code of conduct for members of the Board, committees, Council, management and staff and contractors/agents; all codes of conduct regularly circulated and/or brought to individual attention via email or other direct communications; ethics training and awareness-raising initiatives; interest declarations and designated person to register and hold these; policies, procedures or protocols around real or perceived conflicts of interest; related policies on gifts and hospitality; anti-fraud policy; conflicts of loyalty, declarations of interest as a regular agenda item for Board and committee meetings.

It is worth noting that UEFA have specific programmes in place for compliance, ethics and integrity training.

14. Financial governance, management controls and reporting

The key performance criterion in relation to financial management within the Association is that the organisation has established, implements and ensures, on an ongoing basis, robust financial management systems and an effective system of internal control over the use of its financial resources. Effective internal financial control encompasses clear accountability, responsibility and compliance arrangements, effective probity, propriety and stewardship of monies as well as safeguarding the organisation’s assets from losses of all kinds and ensuring that the maximum benefit and value for money is achieved in the use of financial resources. Consistent with effective internal control systems, the priority for all managers is to ensure that effective systems and procedures are in place to ensure that financial transactions are legal, properly incurred, properly authorised and correctly accounted for. This will support the production of accurate and timely accounts, and the meeting of other financial obligations and objectives, within a secure control environment.

Among the norms and standards which are expected to be in place are: robust financial governance, financial management and financial administration policies; procedures and protocols in place and consistently implemented across the organisation; compendium of financial policies available; awareness raising and training provided to staff who have financial and budgetary responsibility; agreed and consistently implemented processes and procedures around budgeting, monthly and quarterly budgetary control systems, tracking income and expenditures, asset management and safeguarding through to the production and finalisation of the annual financial statements; regular oversight of financial activities by the finance committee and also by the Board, particularly for exceptional items or significant
variances on income or expenditures; active audit and risk committee supporting the Board in its oversight, monitoring and approval of annual financial statements.

15. Audit and assurance arrangements

Among the norms and standards which are expected to be in place under this heading is evidence of an overall audit and assurance framework with auditing and assurance processes in place and operating consistently. The assurance framework is a structured means of identifying and mapping the main sources of assurance in an organisation so as to assist in co-ordinating these sources efficiently and effectively. The main sources of audit and assurance will be from audit providers (internal and external), commissioned third-party reviews, external regulatory reviews or audits, and the work undertaken by Board committees including the Audit, Risk and Compliance Committee and Finance Committee. Another important source of assurance is risk management arrangements, specialist functions within the organisation e.g. procurement, contract/tendering, legal services as well as arguably the most important assurance source, statements and assertions from the CEO and senior and middle management.

So as to ensure that the Board and its committees function effectively, good-quality processes around the meetings, chairing, agendas, quality of papers, reports and documents are key. In terms of the functioning of meetings, ensuring confidentiality of Board deliberations and promoting constructive challenge allows for mutual trust and respect around the table.

**Recommendation 20**

In the context of ensuring good-quality Board papers and the efficient handling of agenda items at meetings, papers, reports and presentations provided to Board members should be prepared in line with the priorities of the Board as highlighted in its work programme for the year.

**Recommendation 21**

Consistent with good governance practice, the papers would have a short summary page and should also be clear in terms of what action or input is required by the Board and whether the paper or report is for information, for noting, for discussion, for decision or for approval.

**Recommendation 22**

While acknowledging that there may be exceptional circumstances relating to confidential information that may need to be handled sensitively and not circulated in
advance, the norm and standard should be that all Board papers are circulated five working days in advance. This circulation practice should also apply to committees.

In relation to confidential matters, the Board and committee members should be periodically reminded of their wider code of conduct obligations and the specific obligations in relation to confidentiality.

Heretofore, the FAI audit committee has been a subcommittee of the Finance Committee and its remit was limited to interaction with the external auditors. The establishment of an audit, risk and compliance committee is an immediate priority so that the Board are properly supported in meeting the range of legal, regulatory and governance obligations it has and to give assurance on the effective operation of internal control.

Another critical element of the assurance processes is a professional internal audit function which would operate under the auspices of the audit, risk and compliance committee. The FAI does not currently have and has not had an internal audit function. There are a variety of options available to resource this function including out-sourced models, in-house function or a hybrid combining aspects of both an out-sourced and an in-house service provision.

**Recommendation 23**

The Board should immediately establish an audit, risk and compliance committee, consistent with good governance practice, and approve the terms of reference for this committee. This is also discussed in Section 6. Its key functions include assessment and oversight of internal control systems, the commissioning and reviewing of internal audit reviews, continued liaison and engagement with external audit, overseeing the overall assurance framework and seeking and being provided with management assurances for key business and functional areas, organisational compliance with legal, regulatory and governance obligations as well as the overview and monitoring of the risk management system.

**Recommendation 24**

Independent internal audit is a key part of instituting effective internal control systems and is a fundamental requirement of good governance practice.

As the FAI does not currently have and has not had an internal audit function, it should immediately make arrangements for the establishment of an internal audit function.

Consistent with good governance practice and in support of the annual governance reporting obligations on the Board, the Board needs to consider how the management assurance and accountability arrangements operate and to agree how an assurance
framework should support the Board in undertaking an annual review of the effectiveness of FAI’s internal control systems as this review of controls is an important and profound obligation. This review will incorporate consideration of risk management and internal controls and will also be informed by the work of the Board committees including the Audit, Risk and Compliance Committee.

**Recommendation 25**

An overall assurance framework should be developed to support the Board in fulfilling its key governance obligations. The role of management assurances, and their nature and extent, is also a critical element of the assurance framework.

The importance of behaviours and attitudes to ensuring a good governance culture is universally acknowledged. The code of conduct obligations for Board members and staff should be regularly communicated and feature as part of induction and governance training and development initiatives.

**Recommendation 26**

The code of conduct obligations incorporating the ethical standards expected should be regularly communicated to Board members and staff. A similar code of conduct should be prepared and formally issued to committee members, council members and contractors and agents working for and on behalf of the Association.

**Recommendation 27**

As governance obligations continue to evolve and as recommendations arising from this and other reviews and examinations are provided, a dedicated compliance officer role/compliance function should be created within the organisation. This role would align the organisation with UEFA, which has recently established a dedicated compliance office within its structure.

**Recommendation 28**

The Association’s stakeholders and stakeholder groupings are wide and varied and a range of engagement processes have been used over the years to communicate and consult with stakeholders. Stakeholder engagement and consultation processes should be documented and formalised and an overall policy approved by the Board.
Recommendation 29

In terms of its performance and stewardship reporting through annual financial statements and reports or by other means, the annual report should include an overview of the work of the Board and committees and confirmation of the extent and quality of the Board’s governance arrangements.

16. Governance obligations in relation to joint ventures, third-party arrangements and funding agreements

Among the norms and standards which are expected to be in place to ensure the governance obligations are understood and delivered upon are: formalised consultation and engagement policy and procedure agreed and regular interaction with relevant stakeholders; key staff designated as contact/relationship managers to monitor and oversee these contracts/agreements with key stakeholders in this area; formalised legal agreements, service-level agreements, performance delivery agreements, etc. in place and regular dialogue and interaction to ensure that reciprocal obligations are understood and progressed within timelines; annual or periodic reporting undertaken as part of agreements, requests for and analysis of any financial or other performance reports from these parties.

This area is examined in more detail in Section 5 of the report.

Compliance with the Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland

A specific work stream for the Group included a review of compliance with the CVC Code. Many of the recommendations in this section address compliance gaps relative to this code.

Some of the gaps relative to the code identified by the Group are: Clarity on the role and the division of responsibilities between the CEO and the Board; structured and effective arrangements for the performance management of the CEO, Board/committee effectiveness review; succession planning and Board renewal process; internal controls and risk management arrangements; induction process; and a comprehensive Board governance manual to include key governance policies.

Overall Findings

As part of the review, a wide range of documentation and material was reviewed, clarifications and updates sought and provided and interviews undertaken with Board members and other members of staff.

There was evidence that some limited aspects of the governance norms and standards outlined above are in place, including within the rules of the Association, human resource handbook and policies, Board code of conduct, staff code of conduct, interest
declaration form, schedule of matters reserved for the Board, basic committee terms of reference, minutes of committees, Board minutes, CEO reports, audit committee as a subcommittee of the finance committee, treasurer/financial reports and presentations on key areas.

The recommendations in this section highlight the additional work that needs to be progressed as a matter of urgency.

**Recommendations**

The recommendations as outlined in this section address gaps including those within the CVC Code and also more comprehensively outline the areas which require immediate and urgent attention to establish and develop good practice governance arrangements within the Association.

**Conclusion**

While the review found that there are some elements of expected governance policies and procedures in place within the FAI, the level and extent of recommendations in this section clearly indicate the very significant and critical work required to embed a good governance culture and good governance arrangements within the Association at many levels. The preparation of a comprehensive governance manual is an urgent priority. The policies, procedures and arrangements within the manual need to be formally approved by the Board, who should play the lead role in ensuring that the governance obligations and requirements are consistently implemented within the Board, in committees and throughout the organisation.
Section 5
Third-Party Arrangements

To examine the organisation’s agreements or protocols with third-party organisations and to consider related legal, regulatory or governance obligations within these or other relevant agreements.

To review the governance and oversight arrangements in respect of FAI joint venture operations or similar entities.

Introduction
The FAI has ongoing engagement with a large number of third-party organisations or groups which involve the receipt or conferring of benefit or receipt or payment of funds, and these inevitably involve, or should involve, clear governance principles consistent with best practice, and there should be clear evidence of compliance with such principles.

The Review Group was given access to a wide array of documentation which included grants and funding contributions from external parties, service-level agreements between FAI and various third parties, and Heads of Agreement between FAI and various Local Authorities and other bodies regarding Football in the Community Development Programmes. The Group undertook an examination of the governance structures outlined and ostensibly in place for all of these and the extent to which there is evidence that these principles and structures have been complied with. We were particularly concerned with the extent to which the FAI Board was engaged in monitoring or overseeing the FAI governance and other obligations under the various agreements.

Time constraints inevitably meant that only a sample of agreements could be examined in detail by the Group. These did, however, point to some significant shortcomings in both the application of governance principles and in the practices and procedures adopted or being followed at Board level.

This section addresses the following areas:

- Grants and funding contributions from external third parties
- Service-Level Agreements between the FAI and various third parties
- Heads of Agreement between the FAI and various Local Authorities relating to Football in the Community development programmes.
- Significant Joint Ventures.
Analysis

Rather than presenting a detailed critique of current arrangements and processes, the Group has taken the approach of presenting a series of recommendations in respect of each of these areas.

Grants and funding contributions from external third parties

The Association benefits from a range of grant and external funding sources to support its many programmes and initiatives. To date no clear policy or procedure is in place to confirm agreement to or approval for many such funding sources.

Recommendation 30

All grant or funding agreements above a defined threshold (e.g. €10,000) should be presented to the Board for review and approval.

It may be open to the Board, based on agreed Board approval and decision limits, to delegate approval up to a second lower threshold to a designated Board Committee, subject to that Committee having a Board member as one of its number and reporting on an ongoing basis to the Board.

In terms of assurance arrangements within the Association, a Certificate of Compliance presented to the Board (or relevant delegated Board Committee) can be used to confirm that all governance, compliance and statutory conditions attaching to such external third-party grant or funding agreements (being obligations imposed by the third party and obligations/requirements of the Association in relation to an external third party) have been fully complied with.

Recommendation 31

A Certificate of Compliance signed by the Chief Executive and Finance Director should be presented confirming that all governance, compliance and statutory conditions attaching to such external third-party grant or funding agreements have been fully complied with and the funding lies within the terms of reference or guidelines for any such external financial support.

Recommendation 32

A register of funding sources should be established to record and monitor all external funding provided to the Association to be reviewed by the Board, or delegated Board Committee, on a biannual basis.
**Recommendation 33**

Additionally, consideration should be given to the establishment of a list of suitability criteria agreed by the Board and to apply to any new funding sources or opportunities presented to the Association.

Included in the relevant criteria might be: Source of funding; Review of sources in the context of ethical or other relevant Association criteria; Alignment with strategy and other criteria as appropriate.

**Recommendation 34**

All new or first-time funding sources, irrespective of quantum or term of the funding being provided, should require Board approval before being proceeded with.

**Recommendation 35**

All funding agreements, irrespective of any agreed thresholds or approval processes, should be proposed to the Board (or relevant Board Committee, with notice of such presentation to be advised to the Board) and signed by at least two members of the Executive Management Team.

**Service-Level Agreements between Football Association of Ireland and various third parties**

As noted in the introduction to this section, there are a considerable number of Service-Level Agreements in place between the FAI and a range of third parties. These have also been examined by the Group. It is important, in our view, that the Board be apprised on an ongoing basis of progress in relation to each of these, confirmation of compliance with commitments outlined in the agreements and communication of any issues arising.

**Recommendation 36**

The Chief Executive should present a biannual report to the Board confirming that all of the governance and compliance requirements of any service-level agreement entered into between the FAI and third parties have been fully met. Such a report could include the following: Funding is used solely for the purposes included in the original approval; No matters of reasonable materiality (to be defined) have arisen since the last report that need to be advised or reported to the Board; and no breaches of terms or disputes have arisen since the last report. It should also be clear that no material change to provisions in agreements will be permitted without Board or designated Board Committee recorded approval.
**Recommendation 37**

In relation to funding and grants by the FAI, there should be a clear policy in place that sets out the criteria for awarding grants, relevant thresholds and governance terms and conditions applicable to awards. As part of the biannual report to the Board referred to above, details of such grants and funding should also be included.

Such a report could include the following: Funding is used solely for the purposes included in the original approval; No matters of reasonable materiality (to be defined) have arisen since the last report that need to be advised or reported to the Board; and no breaches of terms or disputes have arisen since the last report. It should also be clear that no material change to provisions in agreements will be permitted without Board or designated Board Committee recorded approval. In relation to funding and grants by the FAI, details of such grants and funding should also be included.

**Heads of Agreement between Football Association of Ireland and various Local Authorities relating to Football in The Community Development Programmes**

The Group is conscious of the extent of the reach of this programme and its high visibility in many local communities. It is imperative here, also, that the Board be kept fully brief of progress and developments.

**Recommendation 38**

The Board should formally consider this Programme on at least two occasions per year. A report should be presented from the Director of Grassroots (or relevant executive with responsibility for such programmes) on the implementation and performance of this programme and of any disputes, problems or shortcomings identified.

**Recommendation 39**

All new agreements should require ratification by the Board while all renewals, continuations or extensions of existing programmes should be advised to the Board in advance of completion with confirmation from the Chief Executive that no significant amendments or modifications have arisen since previous approval or renewal.
**Significant joint ventures**

The FAI has entered into a number of significant joint ventures or similar arrangements with third parties, often to provide support or benefit to the partnering third party or, alternatively, to further the aims or strategic objectives of the Association. The investment in joint ventures as reported in the most recent annual financial statements is €25.2 million and relates primarily to the Aviva Stadium and FAI–AUL complex. These joint ventures can involve significant commitments being made or assumed by the Association or obligations being placed on joint venture partners. In all such instances, the Association is either placing reliance on third-party bodies to adhere to stated or accepted governance norms or conventions or undertaking on its part to fully comply with such governance principles in its participation in such joint ventures or partnerships. In either case all such governance and compliance principles and norms should be a matter for assurance to and confirmation by the Board on an ongoing basis.

This section includes a review of the FAI performance in meeting its various governance and other obligations to and requirements of contractual or joint venture partners in the above agreements. It also included a review of sample documentation to ascertain and better understand the procedures and practices evident in the ongoing management of the Association’s finances and in particular the assumption of financial obligations by way of external third-party funding. In addition, a review was undertaken of the role and operation to date of the FAI Board in monitoring or overseeing the FAI governance and other obligations under these various agreements. Set out below are recommendations on how governance principles and practices should be instituted to address apparent shortcomings seen in these reviews.

The Group was given access to relevant documentation relating to such arrangements and reviewed the governance and compliance obligations resting upon the FAI as party to these agreements and the governance requirements required by the FAI of the various third parties to these agreements. Sample documentation was also reviewed to ascertain and better understand the procedures and practices evident in the ongoing management of the Association’s finances and, in particular, the assumption of financial obligations by way of external third-party funding.

The Group also reviewed loan obligations assumed by the Association with third-party entities in the normal course of its operation and the processes and procedures in place to ensure appropriate consideration at Board level of assuming such obligations and the implications of same.

In an examination of a sample of such arrangements the focus was exclusively on the governance and procedural aspects of the arrangements rather than on a risk analysis of any obligations or liabilities assumed. In this process, areas for improvement and
procedural change were identified both in the application of governance principles and in the practices and procedures adopted or being followed at Board level. As a result, this Group sets out the following recommendations.

**Recommendation 40**

An in-depth review should be undertaken in relation to the operation of any and all joint ventures or significant partnerships to which the Association is a participant.

The purpose of this in-depth review would be to ascertain the up-to-date status of such arrangements and the degree to which governance principles and accepted norms (as set out elsewhere in this report) have been adhered to to date; the legal structure of some such arrangements and whether they currently fit within the required norms of corporate governance; the operation of such agreements in terms of transparency and disclosure and the resulting understanding of the current status of such agreements.

The review would also consider the recording and monitoring of relevant assets situated within such joint venture arrangements and the safeguarding and protecting of such assets in terms of the ownership held by the Association; the future strategy in relation to the management of such entities, and the assets apparently held within them; and any other relevant matters that may be highlighted from such a review.

The review of a sample of such agreements also highlighted some matters in relation to recording and reporting of the performance of such entities and to address these matters, the following recommendations are proposed.

**Recommendation 41**

A designated Board member should be delegated as a Board member of any such joint venture partnership, ideally having the requisite skills and experience to ensure the Association's assets are fully protected and the Association is not exposed to unnecessary risk.

**Recommendation 42**

As a normal practice, all minutes of the regular Board meetings of any joint venture entities should be presented and made available to the Association Board or a designated Board Committee. If delegated to a Committee, that Committee’s regular report to the Board should include a commentary and report on performance of the joint venture entity.
**Recommendation 43**
Any obligations being assumed by the Association above an agreed threshold should be a matter for decision by the Board and no commitments above such a threshold should be assumed by the Association without recorded Board approval.

All proposals coming before the Board for consideration in relation to the operation of a joint venture entity should include, at a minimum, a schedule of relevant information (to be decided and recorded by the Board as part of procedures) to be presented and signed by the Chief Executive and Finance Director for consideration.

**Recommendation 44**
Regular (annual) reviews of the strategic rationale for and benefit/cost to the Association of remaining a party to any joint venture activities should be undertaken by the Board or a designated Board Committee, e.g. Audit, Risk and Compliance Committee. There should be a clear reporting structure as between the various joint venture entities and the Board.

In relation to the assumption by the Association of financial obligations resulting from either the provision of external financial support in the form of loans or advances or undertakings/support being requested of the Association by third parties or joint venture partners, the following recommendations are proposed.

**Recommendation 45**
Approval for any such commitments must reside at Board level (above a designated threshold) and any proposals to the Board for approval for such commitments must include a full financial, operational and risk analysis (requirements to be decided and agreed upon by the Board on an annual basis) before consideration for approval can be progressed.

Proposals to the Board relating specifically to financial commitments (above a designated threshold) beyond one year must include a further detailed submission outlining the rationale, capacity and expected outcome of such commitments.

**Recommendation 46**
The annual presentation of the year-end accounts to the Board for approval should include a schedule of all new commitments assumed by the Association over the preceding 12 month period and a projection of the funding requirements of the Association for the coming 12 months, with particular reference to the likelihood of a requirement to assume further significant financial obligations above those currently pertaining.
Recommendation 47

Final approved Audited Accounts for all third-party or joint venture entities where the Association holds a material interest must be presented to the Board for review – this presentation is to include a commentary by the Chief Executive/Finance Director on all material matters relevant to the Association’s participation.

Conclusion

As this section has highlighted, the FAI, in the furtherance of the objects of the Association, has engaged in a range of joint ventures and arrangements with third parties, state and public bodies and community and voluntary groups across the country. The benefits accruing from such collaborations have been very important in terms of participation but also in terms of profile and reputation of the organisation.

As these initiatives do impose legal, financing and governance obligations on the Association, the Board should play a key role in the approval, oversight, monitoring and reporting of these arrangements.
Section 6
Board Role and Composition

To advise on board member/director nomination, election/appointment, term limits and succession planning, including through the development of a skills, knowledge, experience and diversity matrix for the Board.

Introduction

The purpose of this section is to set out the Group’s analysis, findings and recommendations in relation to the future governance structures at the FAI. The recommendations are framed so as to better position the Association to deliver on its governance agenda and to reflect the modern structures seen as necessary for the successful governance and management of football associations across the world. This aspect of the Group’s work has been the most widely debated issue within the football community and across the wider public. Many good ideas and suggestions on it were included in the submissions received and at the Stakeholder Forum. The Group reflected and deliberated at length on this area and recognise the importance of putting in place good and effective structures which meet the needs of a modern-day football association.

There is a widespread acceptance that the requirements of football administration and the associated governance demands have changed significantly in recent years. The FAI now has a staff complement of 206 and a budget in the order of €50m per annum. Its operations impact on almost every community in Ireland and, thus, have a resonance at local, regional and national levels. The structures in Ireland have changed little to reflect these realities and there is an imperative now to put in place structures which reflect the reality of modern-day football administration and modern-day governance obligations.

As the Group has progressed its work and engaged with a wide variety of stakeholders both directly and via submissions, it has found that there is a genuine appetite for reform at Council, Board and Executive levels. This desire for change is clearly reflected in the submissions received and in the outcome from the Stakeholders Forum held on 31 May. The level and nature of the engagements and the quality of submissions received demonstrate the commitment to, and passionate interest in, the game and its future.

At European and global levels, UEFA and FIFA also require effective systems of governance to be in place in the constituent associations. FIFA, for example, states that ‘in order to help safeguard a democratic, fair, comprehensible and financially responsible running of a member association, FIFA strongly advises and recommends
its member associations to adopt in their statutes and regulations additional principles of good governance.\(^5\)

As outlined in Section 3 of this report, the Group has looked at principles of good governance in business, voluntary and charity groups, and, particularly, at developments in governance in sporting bodies nationally and internationally. We have noted with particular interest developments in football governance in other jurisdictions and the increasing recognition that there needs to be structures within associations for governing and managing both the business and commercial affairs of the body coupled with governing and managing football matters. The structures that currently exist within the FAI require revision and enhancement to enable more effective governance, better management and, indeed, a more structured and strategic approach to the development of the game in Ireland.

**Proposed Structure of the Board and Committees**

Given the nature of the FAI, as the national sporting body for football in Ireland, the Board of the FAI has a multifaceted role – it must both govern and ensure oversight of the business matters of an organisation of considerable size (e.g. ensuring appropriate financial management, monitoring organisational performance, control and risk management, etc.) as well as governing and ensuring effective oversight of football matters (i.e. the development, promotion and regulation of football).

To ensure delivery of this multifaceted role the Group recommends that the Board be supported by a number of committees, some of which will support the Board in the business elements of its role and some of which will support the Board in the football elements of its role. These ‘football committees’, while maintaining a direct reporting line to the Board, just as with the ‘business committees’, will also have a separate reporting line to a newly established Football Management Committee (FMC). The FMC will play a key role in the future governance of the FAI and their remit will include oversight and advice on the development, promotion and regulation of football at all levels. The committees of the Board will be discussed in further detail later in this section.

**The Role & Functioning of the Board**

As discussed above, the Board of the FAI has a multifaceted or dual role; it manages and oversees both the business elements and the football elements of the FAI and this dual role should be clearly defined and reflected in its stated remit.

\(^5\) FIFA Regulations on principles of good governance for member associations’ statutes.
Recommendation 48

The role of the Board should be clearly stated, documented and formally advised to all Board members in advance of taking up their positions.

The role of the Board should include:

- Setting the strategic direction of the Association and reviewing progress
- Overseeing the development, promotion and regulation of football matters
- Agreeing business plans and major plans of action
- Monitoring organisational performance
- Ensuring effective accountability and holding to account arrangements are in place and operate as necessary
- Overseeing the financial structures and performance of the Association
- Reporting on financial and corporate performance including its governance and stewardship activities
- Appointing the Chief Executive Officer and overseeing his/her performance
- Agreeing and overseeing annual budgets
- Overseeing major capital expenditure and investment decisions
- Ensuring that effective risk management and internal control processes are in place and monitoring and reviewing their implementation
- Putting in place an effective Board Committee structure to support the Board in its role
- Monitoring and assessing its own performance and that of its committees
- Ensuring that legal, regulatory and governance obligations are adhered to

Key Roles and Relationships

Role of the Board Chairperson

Similar to many of the governance codes and guidance available, the Code of Practice for the Governance of State Bodies offers useful guidance in respect of the responsibility of the Chairperson of the Board. These include, *inter alia*:

- The Chairperson is primarily responsible for the effective management of the Board’s agenda and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues;
- Essential to the effective functioning of the Board is dialogue which is both constructive and challenging. The Chairperson should promote a culture of openness and debate by facilitating the effective contribution of key management and all Board members;
- The Chairperson is responsible for ensuring that the Board receive accurate, timely and clear information;
• The Chairperson will ensure that the Board members are provided with induction, training and development as required.

The Chairperson is responsible for leadership of the Board and ensuring its effectiveness in all aspects of its role. In addition, the Chairperson should display high standards of integrity and probity and set expectations regarding culture, values and behaviours and the tone of discussions at Board level.

Previously, in addition to chairing Council, the President of the Association also chaired the Board.

The Group is of the view that it would be crucial to make clear the distinction between the Chairperson of the Board and the President of the Association and to separate out these two roles, with the President no longer being Chairperson of the Board.

Having taken into account the responsibilities of the Chairperson in other associations, the Group envisages the role of the Chairperson of the Board as being to lead the Board in setting strategy and direction and in overseeing the management of the organisation. His/her duties would include:

• Providing leadership, drive and direction to all Board members to include the setting of annual objectives and completion of annual appraisals;
• Leading the Board in setting strategy and direction and in ensuring that the targets contained in the Association strategy are achieved;
• Together with the President and Chief Executive, representing the Association externally as agreed;
• Reporting on behalf of the Board to Council and General Meetings and to other stakeholders as necessary;
• Ensuring that the work of the Board takes proper account of views expressed by the Football Management Committee and Council;
• Supporting and leading the Chief Executive in ensuring that the Association is managed in accordance with the decisions of the Board;
• Ensuring that the Association operates in accordance with its legal, regulatory and governance obligations.

Role of the President and Vice-President
The roles of the President and the Vice-President are presented in an extremely vague manner in the FAI Rules. Rule 21 provides that the President shall be required to lead by example and devote time and effort into ensuring that the Association and its members under his/her direction are progressing in the propagation of the game of Association Football at all levels. It also provides that he/she chair the Board and Council in a non-partisan manner and ensure that decisions taken by Council and the Board are acted on. Rule 22 provides that the Vice-President in the absence of the President shall undertake the duties of the President.
In the new construct proposed by the Group the President will, in addition to chairing Council, chair the new Football Management Committee which will have responsibility for football matters in the Association, as well as being a member of the Board and a member of the Nominations Committee. The make-up, purpose and operation of this proposed new Nominations Committee will be expanded upon later in this section. The President also has a significant leadership role within the Association both at a formal and representative level and right across the organisation in terms of ethos and culture.

The Group is of the view that the key duties and responsibilities attaching to the role of President need to be made more explicit. It would be crucial to make clear the distinction between the Chairperson of the Board, the President of the Association and the Vice-President of the Association.

The roles of the Chairperson have been outlined earlier.

The role of the President would include being an ambassador for the sport. The specific duties would include:

- Chairing the Football Management Committee, the FAI Council and being an FAI Board member;
- Acting as a senior statesperson in leading the FAI, and being an authoritative and respected voice on matters relating to the game and its overall governance;
- Making his/her experience and understanding of the ethos and interests of the game available to the Board;
- Supporting the Board and its Chairperson and, together with the Chairperson, ensuring that the collective decision making of the Board is supported and safeguarded;
- Attending major football events and functions as the FAI representative;
- Representing the FAI at FIFA, UEFA, and other meetings.

The role and duties of the Vice-President would include:

- Chairing the Club and League Development Committee;
- Being a member of the FAI Board and Council;
- Acting as a senior statesperson in the FAI, and being an authoritative and respected voice on matters relating to the game and its overall governance;
- Making his/her experience and understanding of the ethos and interests of the game available to the Board;
- Attending major football events and functions as the FAI representative, as required;
- Deputising for the President as necessary in the conduct of that role.
**Recommendation 49**

Consistent with UEFA and FIFA statutes, a clear job description and role profile should be developed for the role of FAI President and Vice-President which sets out the key obligations of the position and the representational role of the President in the Association’s dealings with stakeholders. A clear job description and role profile for the Chairperson of the Board should also be developed.

**Recommendation 50**

As part of the governance policies and for inclusion in the governance manual, the respective roles and responsibilities of the President, Vice-President and Chairperson of the Board should be outlined in significant detail to ensure that there is a clear distinction and understanding of the different roles and responsibilities.

**Board Composition and Member Competencies**

**Skills and competencies of Board members**

The composition of the Board, and its capability and capacity to carry out its role and ensure future successful governance and management of the Association, is reflected and evidenced in the knowledge, skills, competencies, experience and expertise of individual Board members and, importantly, in how their collective insight and wisdom are utilised and harnessed for the betterment of the Association.

The necessity for the presence of these skills and experience on the Board is reflective of the requirement on the part of the Board to oversee the management and strategic development of a significant organisation in terms of size, finance, national and international remit, its local and regional presence, levels of complexity in operations, legal and regulatory demands and the multiplicity of its stakeholders. The composition of the current FAI Board is determined almost exclusively on significant experience in football administration. The presence of any of the competencies mentioned above is largely by coincidence rather than design. The capacity to effectively manage an organisation such as the Association and to oversee the governance and accountability framework required for such a task demands an array of skills and experience which is significantly broader than those traditionally required for FAI Board membership.
**Recommendation 51**
The skills/experience which should be reflected in the Board are:

- a. Football administration
- b. Financial
- c. Legal
- d. Governance
- e. Risk management
- f. Board experience
- g. Business management
- h. Human resource management

**Role of Independent Board Members/Directors**

The Group noted in its benchmarking of other associations, the move towards seeking out and appointing to their Boards individuals with different and diverse skill sets as part of their modernisation of Board structures. The Group is convinced that the presence of independent Directors on the Board is essential not just to ensure the utilisation of the necessary skills and experience befitting modern company governance but also to offer perspectives which are not informed or influenced by being a representative of a particular football constituency. In many instances they have also provided for independent members to be co-opted to sub-Board structures (e.g. Board Committees) to bridge knowledge and expertise gaps.

The definition of an independent Director used by the English FA is seen as an appropriate one to use. It is defined as meaning that at the time of their appointment, the independent non-executive Director must not be a member of the FA Council or be an employee, Director or officer, or have a material business relationship with an organisation within the football community.

In the context of good governance and consistent with experience elsewhere, the Group are of the view that the Board should be chaired by an independent Director rather than the President as has been the case heretofore.

**Recommendation 52**
The composition of the Board should include independent Directors.

**Recommendation 53**
The Chairperson of the Board should be an independent Director as this role is separate from the role of the President. A clear job description and role profile for the Chairperson of the Board should also be developed.
Size of the Board

The Group has considered in detail the size and composition of the overall Board and has looked at the practice and experience in a number of other jurisdictions and across different sectors. The Group considers that there is a need for sufficient numbers to encompass independent Directors as well as those with a football background. Numbers should not be so large as to be unwieldy and the independent Board members should be numerous enough to give weight to their role and background at the Board.

It is universal practice in football associations for the President of the Association to be a member of the Board. There are varying practices in relation to Vice-Presidents in terms of both the number of Vice-Presidents and their inclusion on the Board. The conclusion and recommendation of the Group is that there should be one Vice-President who would be a member of the Board. As outlined earlier, the Group also recommends that there should be distinct roles and functions for the President, Vice-President and Chairperson, and that succession from the Vice-President role to the role of President should not be automatic or assumed.

Having considered the matter in great detail, the Group agreed that there should be six Board members representing the wider football community and four independent Directors. The overall recommended membership of the Board is 12, including the President and Vice-President, which would also be consistent with good practice in terms of size.

The Group did consider possible Board membership coming from other groupings. The importance of staff and other stakeholders to the success of the Association is fully acknowledged. The Group has, however, concluded that it would not propose a more expanded membership. This view is cognisant of possible legal and governance obligations that might impinge on Board membership by some groupings.

**Recommendation 54**
The Board should consist of 12 Members: the President, Vice-President, six members representative of the Football community and four independent Directors, of whom one would be the Chairperson of the Board.

One of the consequences of the Group’s proposals is that the roles of Honorary Secretary and Honorary Treasurer would no longer exist. These positions have ceased to exist on the boards of most modern football associations and are no longer seen as required in the FAI with the revised structures proposed. In the context of good financial governance and management, the Director of Finance should have the appropriate professional qualifications and experience and be accountable through and with the Chief Executive Officer to a Finance Committee and the Board. Similarly,
in terms of compliance and professional support for the Board and the Chairperson, this role of Secretary would be undertaken by the Company Secretary.

**Recommendation 55**
The positions of Honorary Secretary and Honorary Treasurer should not be part of the revised structures and should cease to exist.

**Gender Balance on the Board**
The Group has noted the very significant and insupportable gender imbalance existing at key levels within the FAI. Currently, there is a single female Board Member and only two female members on the 58-person Council. Each of these comes from women’s football and one is a member of both the Council and the Board. This amounts to a representation which equates to just under 3.5%.

The Group is conscious of developments both nationally and internationally, in football and other bodies, in relation to gender representation. The Group’s attention was drawn to Article 15J of the FIFA Statutes, which requires that national legislative bodies, at a minimum, ‘be constituted in accordance with the principles of representative democracy and taking into account the importance of gender equality in football’. The Group is also conscious from many submissions received and from reports in relation to various national football bodies that there are a considerable number of women involved in football administration at various levels.

The Group feels, further, that there is a need to clearly signal that involvement in football administration at a national level is not an almost exclusively male preserve. The Group is strongly of the view that there is a need to modernise the make-up and perception of football administration in Ireland to reflect developments in society at large.

The Group is also cognisant of developments to achieve greater gender balance in other sectors. For example, there is a Government target for at least 40% representation of each gender on State Boards (the gender breakdown of board members across all State boards is now 40.7% female and 59.3% male) and there is more than 18% female Director representation on Irish-registered ISEQ 20 companies. The first report of Balance for Better Business⁶ (an independent business-led review group established by the Government), launched at the end of May 2019, outlined gender targets for ISEQ 20 companies of at least 33% female directors by 2023 and 25% for other listed companies. Football administrations in nearby jurisdictions have also made significant moves to enhance female participation on their Boards and other key bodies in recent years.

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⁶ [https://betterbalance.ie/reports/](https://betterbalance.ie/reports/)
In summary, the Group feels that there is an unassailable case for enhanced gender balance in the proposed new governance structure, that this should be built into requirements for membership of the Board and that there should also be significant moves on redressing the gender balance at Council and AGM levels.

**Recommendation 56**
In terms of gender balance, it is desirable that board membership consist of a minimum 33.3% of both genders within 12 months and that this percentage be mandatory within 24 months.

**Recommendation 57**
It should be an objective of the Association that this gender balance also be reflected at Council, Committee and AGM level and this should be achieved within three years.

**Chief Executive Officer**
The Chief Executive is a member of the Board in many of the jurisdictions studied by the Group. We have, however, concluded and are recommending that he/she should not be a member of the FAI Board. We are mindful of the FIFA view that, in general CEO’s should not be members of Boards. We have also looked at the practice in areas outside of football and are persuaded that in order to ensure better and more effective accountability arrangements between the Executive and the Board, it is better practice that he/she not be a member of the Board.

The Code of Practice for Good Governance of Community, Voluntary and Charitable organisations in Ireland offers some guidance in relation to the Chief Executive of such bodies. It states that there should be formal arrangements in place for the supervision and development of the Chief Executive and that these should include a yearly or twice-yearly appraisal. Yearly performance expectations of the Chief Executive should be set and the manner of his/her reporting to the Board should be agreed.

**Recommendation 58**
In terms of clarity of roles and responsibilities and the preeminent role of the Board in directing and controlling the organisation, we recommend that the Chief Executive should not be a member of the Board. The Chief Executive will normally attend Board meetings, and other senior executives would attend by invitation and for some relevant agenda items to support the Board in its deliberations.
Board Relationship with Executive Management Team

Similar to many of the governance codes and guidance available, the Code of Practice for the Governance of State Bodies offers useful guidance in respect of the Board’s relationship with the Executive or management team. These include, *inter alia*:

- The Board is collectively responsible for leading and directing the body’s activities. While the Board may delegate particular functions to management, the exercise of the power of delegation does not absolve the Board from the duty to supervise the discharge of the delegated functions;
- The Board’s role is to provide leadership and direction within a framework of prudent and effective controls which enables risk to be assessed and managed;
- The management of the body has a duty to provide the Board with all necessary information to enable the Board to perform its duties to a high standard. The Board members should take all necessary steps to make themselves aware of any relevant information and access all information as necessary;
- There should be a clear division of responsibilities between leading and managing the Board and the executive responsibility for running the body. No one individual should have unfettered powers of decision making.

As part of the governance policies and for inclusion in the governance manual recommended in Section 3, the role of the Board and its relationship with the executive should be clearly defined.

Election/Appointment/Ratification of Board Members

Election of President and Vice-President

Many submissions alluded to the governance structures and specifically the role of the AGM within the FAI. The UEFA and FIFA statutes and regulations similarly discuss the role of congress/general meetings and the normative areas including decisions which are addressed within this setting. The Group noted these issues and, in keeping with enhancing the role of the AGM, is recommending that the electorate for these two roles should be the AGM. In terms of conditions that should apply to those seeking election and in order for a candidate to be eligible for consideration, a nominee should be a serving member of Council and have had at least two years’ Council membership experience. In addition, the Group consider that the President and Vice-President at any one time should come from different constituencies of Council.

**Recommendation 59**
The election of the President and Vice-President should take place at the AGM.
Appointment of Football Representatives

The electorate for both officer positions and membership of the footballing representation on the Board has traditionally been the 58-person FAI Council, the composition of which is outlined in Appendix 13. A recommendation later in this section addresses the need for an initial enhanced membership of Council to more accurately reflect other significant stakeholders.

The Group has considered various options in relation to the appropriate electorate for the proposed six footballing representatives on the Board. We have been cognisant of the FIFA statutes in relation to representative democracy as well as the practice in other jurisdictions. Our conclusion, having considered a number of options in this regard, is that in the immediate future at least, the football representatives should come from Council and that responsibility for appointment should remain with Council. However, the Group is strongly of the view that this is something that should be examined further in the context of work to realign the Rules and Constitution of the Association and specifically to consider the definition of membership entitlement and future roles of both Council and the ‘AGM’. Areas for further work are discussed in Section 7.

The immediate challenge though, given this conclusion, is the potential for over-representation of some streams; potential limitation of representation of others within the football community; and the real possibility of important voices not being heard in decision-making. The Group is firmly of the view that a constituency-based approach to representation offers the most effective model to deal with such concerns.

The four-constituency model being proposed by the Group is set out in the following table.

**Table – Four-Constituency Model**

- 2 representatives of the National League (including WNL)
- 2 representatives of Amateur Adult Football (including Men’s and Women’s Football)
- 1 representative of Schoolboys’/Schoolgirls’ football (SFAI and WFC)
- 1 representative of the ‘other’ groups: Football Association of Irish Schools, Defence Forces FA, Irish Universities Football Union, Colleges Football Association, Football for All, Irish Soccer Referees’ Society, Referees Committee, and including the other strands detailed in the expansion of Council proposed later in this section.

Mindful of the earlier recommendations in relation to gender balance, the Group is of the view that the constituencies as defined above provide the scope for greater gender representation and bodies should be encouraged to nominate persons of either gender with the appropriate skill sets for election. Bearing in mind the mandatory
requirement for four female board members within two years, it would be expected that at least two of the football nominees would be female. The Group is conscious that the areas represented by the six football Directors/Board members proposed do not capture all significant constituencies with an active interest in football in Ireland, but the Group takes a certain comfort from the fact that the overriding duty of the Board members nominated to this important role will be to the Association as a whole.

**Recommendation 60**
That Council should continue to be the body to elect from its membership the footballing representatives to the Board.

**Recommendation 61**
That the six Board members coming from the football community be elected using a four-constituency model as defined above.

**Appointment of Independent Directors**

The most usual process used by football associations to appoint independent Directors has been through a Nominations Committee. In many jurisdictions including England, the Nominations Committee is responsible for identifying and nominating candidates for the positions of Independent Chairperson and independent Directors. In doing so, it uses the services of external recruitment consultancies and openly advertises the positions. Other associations including New Zealand have a Search Panel which advertises and actively seeks applications for the Executive Committee (Board) and recommends candidates for positions.

The Group supports the creation of a Nominations Committee of the Board. We feel that such a structured approach facilitates an objective, independent and accountable process. The Committee would work with an external agency commissioned by the Board to identify and screen potential candidates to be appointed as independent Directors. In undertaking this role, the Committee would take into account the particular competencies and experience required at Board level and noted earlier and would also formally take account of the gender requirements in the Board composition.

**Recommendation 62**
That a Nominations Committee be formed by the Board after the election of the Officers (President and Vice-President) and the elected football representatives. The final composition is to be agreed and the Group suggest that the Committee membership should be small and have external representation as well as an external expert in recruitment and selection and also that the President should be a member of the Committee.
There should be a separate process for the recruitment and selection of the Independent Chairperson of the Board.

Skills and Competency Matrix

The Group is firmly of the view that the skills and competencies deemed to be essential for the effective functioning of the Board as outlined earlier should not be exclusive to the independent Directors. It is acknowledged that the Board nominees representative of the football constituencies will have considerable experience of football administration. We feel it is vital that they also carry other relevant experience to ensure a significant and informed input and contribution to Board business. Consequently, the Group is of the view that such nominees should declare what other experience/competencies of those set out at Recommendation 51, and repeated below, they carry and that only applicants with a combination of those should be considered for Board membership.

Recommendation 63

All those nominated for Board membership from the football community should be required, as part of the nomination process, to outline the particular skills or competencies they would bring to such membership allied with their experience in football administration. This list as outlined in Recommendation 51 is as follows:

- a. Football administration
- b. Financial
- c. Legal
- d. Governance
- e. Risk management
- f. Board experience
- g. Business management
- h. Human resource management

Term of Office

One area that has garnered considerable attention in recent months in relation to Officer, Board, AGM and Council membership is that of the appropriate tenure or terms of office. The Group recognises and acknowledges the significant contributions of a great number of people who have served or are serving on those groups for a considerable number of years. There are, however, significant risks associated with lengthy membership of such bodies or offices, the most notable of which are a possible excessive willingness to accept the status quo and established order within an organisation, a reducing willingness to challenge elements of its operation, and the possible growth of nepotism (conscious or unconscious). Many of these matters were referenced in the submissions to the Group and at the Forum.
There are also issues associated with succession planning, maintaining a vibrancy within the organisation, recruiting a new and younger cohort into administrative and representative roles and facilitating a greater gender balance. As is the practice with other Football Associations, the Group favours limited terms of offices not just at Officer level, but also at Board and Council level.

In the transition to new governance structures and for any newly appointed members to roles and positions, proposed new rules for term limits should apply. For those in current positions and who may be nominated or elected to continue, the current rules for term limits should apply.

In relation to the Board and also in the context of a recommendation later in this section for the operation of an interim Board up to mid-2020, service to date for Board members should be reckonable under the new rules, after the interim Board period.

In relation to council membership and so as to ensure effective succession and bringing new people through, the Group considered appropriate and fair criteria by which to acknowledge existing service but also create opportunities for change and renewal.

The Group are recommending that there should be a maximum term limit of 10 years for members of Council, and the Group would expect a staggered process of change over the next number of years to allow new members to join the Council. The Group are recommending that any Council member with more than 10 years service, and if elected, their maximum further time on Council would be three years

**Recommendation 64**
There should be limits to the terms of office for Board members (currently eight years in total).
The limit for all members of the Board should be eight years (4 x 2 year terms).

**Recommendation 65**
There should be a maximum term limit of 10 years for members of Council.

**Recommendation 66**
There should be an agreed process for the change of Council membership taking into account and acknowledging the service of current members.

Any Council member with more than 10 years service, should only be allowed to serve on Council for a maximum of three further years

If an eligible Board member is subsequently nominated as President or Vice-President, they should be eligible to serve up to four years in such role (subject to an overall maximum term of Board membership of 10 years).
Past terms/service to date will be reckonable for the new Board members appointed after the duration of the proposed interim Board.

**Board Committees**

The modern role of a Board committee as part of the Board sub-structure is to assist and support the Board in fulfilling its key roles of leading, directing and controlling the organisation.

In the course of its work, the Group has examined the current structure of Committees and the terms of reference for the current Standing Committees as well as minutes of meetings and reports. We have also met with Board members and other personnel in relation to the operation and effectiveness of current committees and considered the submissions made which referred to the sub-Board structure and processes.

The Group noted that while there are terms of reference in place for many of the existing Committees, they do not provide a clear definition of the role or purpose and the Group found that in many instances the Committees do not appear to operate as suggested by the terms of reference.

The Group is of the view that the current Committee structure needs to be re-purposed. One of the striking aspects of the Committee structure is the apparent disconnect between the strategic objectives of the Association, its operating Divisions and Programmes and the overall Committee structure. The policy and advisory roles which one would expect to be evident in Committee reports to Board or in discussion or working papers were absent.

The case for specific business-oriented committees is well established and generally accepted, and in relation to the football committees there is a compelling case to revisit their structure and mandate. There is an acknowledged need for much greater cohesion, collaboration and information sharing across the committees, particularly in the context of the FAI strategic priorities, which mirror those of UEFA in areas such as player welfare, league development and high performance. Indeed, the terms of reference for the committees have remained unchanged for a long time and a refresh and updating is necessary to better reflect the work of the Association across the country and the work of departments and sections within FAI HQ.

In addition to a Finance Committee, the Group is recommending three new committees on the business side being; executive performance and remuneration, nominations and commercial. The Audit Committee was previously a sub-committee of the Finance Committee but is accorded the appropriate status as a main Board Committee and is be re-constituted as the Audit, Risk and Compliance Committee.
Commercial Committee

The group are recommending the establishment of a Commercial Committee which is a new Board Business Committee. It is envisaged that the terms of reference for this committee would include;

- Providing support to the Board in the formulation and management of a business strategy in the area of commercial activity / income generation and to ensure effective and transparent management in line with corporate objectives and principles,
- Monitor existing commercial partnerships and arrangements, particularly at the time of renewal or extension to ensure they continue to accord with Association principles and policies,
- Seeking out and developing new commercial revenue generation options for the Association in tandem with the commercial and marketing teams within executive management,
- Working with other Committees in the promotion of commercial activities and to ensure all commercial arrangements fully accord with the requirements of other Committees such as Audit, Risk and Compliance and Finance,
- The committee would also report to the Board, as required, on any new income generating opportunities or proposals and reviewing the merits of any business case or cost / benefit analysis presented in support of such proposals.

While the Group considered the changing roles and tasks for these Committees, there is an immediate body of work required to finalise detailed terms of reference and arrangements in relation to final composition of each Committee. Considerable care and effort are required in drafting and agreeing the terms of reference for the Committees. The Group has noted current practice in relation to the functioning of Committees and is particularly concerned that all Committees be fit for purpose, be well supported by the designated executive lead for the particular Committee and that the appropriate information and reports be provided to the Committees in a timely fashion in order to fulfil their role.

The development of Committee work programmes consistent with new terms of reference will further ensure greater effectiveness. The Group is also strongly of the view that each Board agenda should include provision for each of the Committees to provide an update to the Board and to bring relevant matters to its attention via written reports and verbal updates.

Furthermore, it is recommended that the Standing Committees be renamed as Board Committees.
In the current context and to reflect developments in football governance and football administration, the group has considered the consolidation and re-designation of current Committees and the creation of new committees as necessary for the FAI. These are outlined below.

**The Football Management Committee**

As part of the new governance structures within the FAI, the Group are recommending that a new Football Management Committee (FMC) be established which will oversee and advise the Board on the development, promotion and regulation of football.

The creation of the football management committee provides a further opportunity for even greater cohesion and joined-up thinking on football matters as they impact on all areas of the game. The new FMC and reconstituted football committees (as outlined below) will also play key roles in considering and determining the future direction of the game as a core part of the FAI strategy.

It is considered that the FMC should be chaired by the President and should be broadly representative of the different strands of the game. This would be a similar type of structure in other countries including the Football Committee in Northern Ireland. The Committee would have considerable profile and significance and be a critical support to the Board.

It is proposed that the membership of this Committee would be as set out in the following table:

**Table : Proposed Membership of Football Management Committee**

| President |
| Vice President (Chairperson of Club and League Development Committee) |
| 1 × Representative from Amateur Men’s Football |
| 1 × Representative from Schoolboys’/Schoolgirls’ Football |
| 1 × Representative from the ‘other groupings’ |
| 6 × Other Chairpersons of National /Football Committees |
| 3 × Additional members co-opted by the Board, if deemed necessary |

The maximum number on the FMC to be 14.

The three football representatives (Amateur Men’s, Schoolboys’/Schoolgirls’ Football and other groupings) on this Committee would be elected by their respective constituencies on Council. These representatives should not serve on any of the other
football committees. The Chairpersons of the football committees mentioned below would also be members of this Committee. The Board would have the power to co-opt up to three additional members if deemed necessary in terms of knowledge, experience, expertise or representation. It is envisaged that the maximum number on the Committee would be 14.

The FMC would, like all committees, have clearly defined functions and Board delegated authority, as appropriate, in relation to football-related matters. It would have a direct reporting relationship to the Board as part of its key advisory function and would also have an oversight role in relation to activities of football-related committees.

The proposed FAI governance structures are set out in Appendix 10.

**Recommendation 67**
The Board Committees should be restructured so that the Board is supported by a number of Committees, some of which will support it in the business elements of its role (‘the business committees’) and some of which will support it in the football elements of its role (‘the football committees’), with the ‘football committees’ having a dual reporting role to both the Board as the governing body and to (and through) a Football Management Committee (FMC) which will oversee the development, promotion and regulation of football.

Board Committees should consist of the following:

**Football Committees**

- Underage and Player Development
- International and High Performance (IHP)
- Domestic Competitions (DC)
- Club and League Development (CLD) in addition to
  - ‘National Committees’ comprising
- Women’s Football Committee (WFC)
- Referees Committee (RC)
- National League Executive Committee (NLEC)

The make up and proposed membership of these football Committees is expanded upon below

**Business Committees**

- Audit, Risk and Compliance (ARC)
- Finance
- Executive Performance and Remuneration (EPR)
- Nominations
- Commercial
There should also be a Football Management Committee (FMC) with a specific brief in the area of football matters and whose membership will include the chairpersons of the National / Football Committees.

**Recommendation 68**
The term ‘Standing Committee’ should be replaced by the term ‘Board Committee’.

**Recommendation 69**
New terms of reference for the Board Committees should be drafted which clearly set out the objectives, functions and modus operandi of such committees. These are to be approved by the Board and should be reviewed regularly to ensure they remain appropriate and relevant to the work of the committee. Information on what should be included in the committee terms of reference is set out in Appendix 11.

**Recommendation 70**
The Chairpersons of the business committees should be formally appointed by the Board and the Chairpersons of the football committees (with the exception of the Club and League Development Committee) should be elected/nominated by the respective committee members and formally confirmed by the Board.

**Recommendation 71**
Each committee should be supported by a designated executive lead which will facilitate overall co-ordination of the work of the committees and their reporting to the Board. The development and implementation of committee work programmes consistent with new terms of reference will further ensure greater effectiveness.

**Recommendation 72**
Board agendas should include provision for each of the committees to provide an update to the Board and to bring relevant matters to its attention via written reports and verbal updates.

**Recommendation 73**
There should be specific provision for the appointment or co-option by the Board of external, suitably qualified people as members of Board Committees. A final determination on the number of Board members on committees should be made by the Board.

**Recommendation 74**
There should be a number of additional special interest working groups and panels where membership could be a mixture of Council members and persons
with specialist expertise (both internal and external to Council), and these would include:

- Child welfare and safeguarding
- Diversity and inclusion
- Rules revision
- Other working groups or panels as deemed necessary

In terms of Infrastructure and related activity, the Group envisage that this would be incorporated within the work of the Club and League Development Committee.

**Committee Membership**

The Group considers that there should be a maximum of 12 members on any football committee. However, in relation to the Board business committees, it would be expected that, particularly given the nature of the work and where specialist expertise may be required, it would be appropriate to have a smaller membership of five or six people.

The Group is of the view that the committees should be formed, in the main, from members of Council and that, ordinarily, no person should be a member of more than one committee (with the exception of the Football Committee Chairs, who will also sit on the Football Management Committee). In addition, the Group is of the view that there should be a member or members of the Board on committees and that the Board member or members should not necessarily be the Chair of that Committee.

It is envisaged that the composition of the Women’s Football Committee should remain as currently provided for pending the planned review of its operations later this year by that Committee.

It is also considered that the structure of the National League Executive Committee should remain as provided for pending further and anticipated work being undertaken on the future of the League.

The composition of the Referees Committee should be in line with the UEFA Referee Convention and it should have no more than nine persons, eight of whom should be appointed by the FAI Board. At least one of the eight appointments by the Board should be from each of the regions by which refereeing is administered (Dublin, Leinster, Munster and Connacht/Ulster). The Board may consult with the Regional Committees in this regard. The National League Executive Committee should nominate one member to the FAI Board for appointment to the Referees Committee. The Chief Referee Observer, Lead Referee Instructor and Female Development roles should make up the final three Board appointments. The remaining member of the Referees
Committee would be nominated by the Irish Soccer Referees’ Society and approved by the FAI Board.

Membership of each of the other football committees can be by nomination/election and selection. Although it is likely that there will be representation from each of the constituency groups on each committee, the precise representation of different strands on each committee needs to be considered having regard to the committee’s specific role. The Group is also of the view that there should be potential for the Board to co-opt persons with particular relevant expertise to the committees as required.

In recognition of the role and importance of the Board, the Group recommends that the chairperson of each committee, whether for football matters or business matters as referred to earlier, be formally appointed or formally confirmed by the Board. This will make best use of the knowledge and expertise around the Board table and also allow for an appropriate division of responsibilities for members on committees and other groups.

**Council**

The current role of the Council is set out in Rule 15 of the FAI Rules and its composition is detailed in Rule 14. The primary function of Council according to Rule 15 is responsibility for monitoring the activities of the Association and for monitoring the Board’s governance of the Association. A second important function of Council is that it currently forms the electorate for the Board of the Association and also populates the various Standing Committees of the Association. The Rules further provide that nominees for the position of President and Vice-President must be members of Council.

There have been many calls in the submissions received for a significant restructuring of Council to reflect a more modern and inclusive representation of the game. Specifically, there have been calls for a re-purposing of Council, a reduction in the overall numbers, a much better relationship between representation and player numbers, an increase in gender balance, and increased representation of many different stakeholder groups not currently represented. The Group is of the view that there is considerable merit in all of these suggestions.

The Group has reviewed the make-up, role, processes, functions and operational methodology of the Council’s equivalent in other jurisdictions. The firm view of the Group is that there is scope for Council to be significantly smaller in number while, at the same time, being more representative. A reconsideration of the role of Council is addressed later in this section. The Group is of the view, however, that it is necessary in the first instance to make some immediate changes in terms of representation and gender. These will have the impact of increasing Council numbers in the first instance before moving to rationalise, and this is an area for further work in the near future.
For the immediate future, where Council currently retains the authority to act as the electorate for Board members and for committees, there is a pressing requirement to ensure that the election pool has sufficient depth and breadth in representational and gender balance terms to ensure that there is real potential to maximise opportunity for a diversity of viewpoints among those elected or appointed to roles on either the Board or committees.

The Group also notes the greater prominence and acknowledgement of players and supporters by UEFA and FIFA and considers that this recognition should be reflected in the role of the Council.

Accordingly, in order to ensure that there is progress towards the approach advocated in the principles of the FIFA statutes, the Group proposes an initial and immediate adjustment in membership to ensure that Council is more representative in the context of the election of the new Board in July.

The Group proposes that the size and composition of Council would be increased in number as out in the following table:

<table>
<thead>
<tr>
<th><strong>League of Ireland clubs:</strong> all 20 should have a representative, meaning that there would be 20 members rather than the current 18 (additional 2 members)</th>
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</thead>
<tbody>
<tr>
<td><strong>Women’s National League (not currently represented): one member per club (additional 8 members)</strong></td>
</tr>
<tr>
<td><strong>Schoolboys FAI (currently under represented); (additional 4 members)</strong></td>
</tr>
<tr>
<td><strong>Players (not currently represented): additional 2 members (nominated by PFAI or any other body deemed representative of players)</strong></td>
</tr>
<tr>
<td><strong>Supporters (not currently represented): two members (conditional on having a representative structure and possibly a supporters’ forum to nominate) (additional 2 members)</strong></td>
</tr>
<tr>
<td><strong>Women’s underage (schoolgirls’) football currently not specifically represented: (additional 2 members)</strong></td>
</tr>
<tr>
<td><strong>Football for All: (1 additional member)</strong></td>
</tr>
<tr>
<td><strong>Potential for other structured groupings of stakeholders (including coaches, managers, recreational football groupings) to have a member could be considered in the future</strong></td>
</tr>
</tbody>
</table>

This would mean a further 21 members on Council in the immediate term.
The Group considers that with further work and analysis on appropriate representation over the medium term on the future role, size and position of Council, significant reduction in overall membership should be possible in the future.

**AGM**

The current governance structures of the FAI (as set out in the FAI Rules) include the AGM as the supreme and legislative body and the Council as a broadly based representative body empowered to monitor the Association. Details of the AGM membership are set out in Appendix 13. The UEFA and FIFA Statutes include proposed rules and guidance in relation to the operation of Congress/AGM and similar constructs. The FAI rulebook includes significant reference to and obligations and requirements for the proper conduct of the AGM and the making of key decisions. The constitution of the FAI also refers to the AGM and there are specific company law obligations which are also relevant when considering the AGM and its proper functioning.

Similar to the Group’s consideration of the role and membership of Council, further work in relation to the role and membership of the AGM should be undertaken in the near future.

**Recommendation 75**

That the representative imbalance in the current make-up of Council be addressed by provision for a further 21 positions which would see the Council with a membership of 79.

**Recommendation 76**

That a review of the roles and membership of both the AGM and overall Council membership be undertaken with a view to proposals being presented to the 2020 AGM.

**Recommendation 77**

A plan of action to be agreed to progress over a three-year period to a situation where the gender balance in Council, Committee and AGM reflects at least 33.3% of each gender.

**Director Duties**

As outlined earlier in the section on corporate governance, there have been significant shortcomings in the functioning of the Board in a number of areas. It is vital that the Board as a collective and the individual members are clear and knowledgeable on their duties, roles and responsibilities.

The provision of proper induction and ongoing training and development opportunities for Board and committee members should be prioritised and the
chairperson of the Board, supported by the Company Secretary, should ensure that this happens so that members are clear on their duties, roles and obligations and are kept abreast of governance and other developments which are relevant to these roles.

At a basic level, all Directors/Board members have three core duties: a duty of care, a duty of loyalty and a duty of respect as well as other fiduciary and statutory duties.

The duty of care reflects the due care, skill and diligence of the individual director, the level of preparedness for meetings, regular attendance and the quality of contribution, ensuring challenge and due consideration of key matters and decisions, using individual knowledge and competence and sharing insights with colleague members, and being conscientious and hard-working as a director.

The duty of loyalty is a really important duty, particularly for directors/board members on a stakeholder board or where one is nominated and selected by a specific grouping or constituency, as applies on the FAI Board. In essence, the board member is expected and required to – indeed the overriding duty is to – act in the best interests of the overall Association. This duty can be very challenging but is nonetheless critical if the fiduciary responsibilities and the genuine role of a board member as a trustee are to be properly fulfilled.

The duty of respect follows on from the prior two duties and relates to the respect for the collective decisions of the board, even if as a director, a member does not agree with a decision. It is a fundamental requirement that the chairperson and the individual members safeguard the collective decisions and the confidentiality of the board’s discussions.

Decisions being made can impact on the real or perceived loyalty of a member to an external group, or indeed the discussions and the decisions can represent a real or perceived conflict of interest for a member, and this needs to be carefully managed.

If the Board as a collective and the individual members are there to earnestly and honestly act in the best interests of football, then even where there are necessarily contested and contrarian views, the final and democratic decision of the Board in relation to any aspects of the game should be respected and supported by all Directors.

The power of the Board is as a collective and not as individuals or groups of individuals, and that is fundamental to the proper and effective functioning of the Board. This is what ensures real separation of power and also effective checks and balances in how the Board holds itself to account, how it holds committees to account and how it holds the Chief Executive and the wider management and staff to account.

In the context of Board and committee performance, Recommendation 3 has suggested that structured induction and ongoing training and development initiatives
should be provided. Recommendation 11 has suggested regular board and committee effectiveness reviews as part of ensuring that the Board and committees remain ‘fit for purpose’ and are delivering on the legal, regulatory and governance obligations.

**The Next Board**

The recognised authority and genuine commitment to reform of the new FAI Board to be appointed over the coming weeks will be critical in driving forward the change and reform agenda which is universally acknowledged as necessary for the Association.

The new Board will play a central role in further progressing the recommendations of this review and in taking forward the necessary additional work outlined in this report. The new Board will also have to address the findings and recommendations from the reviews and other investigations ongoing at present, and manage the reputational risk from the various reports.

This report has set out very clear recommendations in relation to the composition, memberships, skills and attributes for the new Board and also clear proposals on the composition of Board committees for business matters and football matters. These recommendations will herald a serious and radical overhaul of current Board and committee governance arrangements, with immediate and follow-on implications for Council and the AGM.

This report has also made many significant and urgent recommendations in relation to corporate governance at the FAI, and these can build on pre-existing work which the executive has undertaken in recent times.

Given the nature and extent of the challenge facing the organisation and the issues which will arise and need to be addressed over the coming weeks and months, the Group considers that an Interim Board for a period of 12 months would be most appropriate in the current circumstances. This was a suggestion highlighted in submissions and at the Forum, and the Group agrees that, to progress the reform agenda, a Board with the authority and mandate of the AGM and Council, with a clear work programme and a short 12 month window, will allow for stability; build on the work of this review; allow for further engagement with UEFA, FIFA and other stakeholders; and, above all, try to rebuild and restore the trust and confidence in the governance and management of the association which has been so seriously damaged by recent revelations.

In normal circumstances and consistent with a phased or managed renewal or refreshing of boards and committees, one would expect to see some transitional arrangements put in place. This would be so that corporate knowledge, well-informed insights at a governance level, detailed facts and familiarity with performance priorities, achievements, risks and opportunities as well as aspects of the stakeholder
relationships are retained and carefully and astutely managed as former members retire and new members join.

In April 2019, the full FAI board signalled their intention to resign and step down at the next AGM, and the Group respect that this is the position.

In acknowledging the exceptional circumstances that exist, and the many calls for a complete change at the top, the Group considers that, for handover and transition purposes and to manage the serious risks where everyone leaves at once, at least one or possibly a maximum of two members might consider putting themselves forward for positions on the Interim Board. This will require the current board, as a collective, to consider their individual and personal interests but, more importantly at this stage, consider the interests of the Association and decide what they, as a collective, consider is the best course of action.

**Recommendation 78**

Given the exceptional circumstances in which the FAI finds itself and more importantly to start the process of rebuilding trust, faith and confidence in the Association and to progress the further work required, the Group recommend the appointment of an Interim Board for the period up to the AGM in July 2020. This new Board would be appointed in accordance with the structures proposed in this report.

**Conclusion**

In conclusion, the Group has proposed that one of the six principles or hallmarks of the FAI should be good governance. The implementation of the recommendations of this section of the report, including new governance arrangements and practices, new Board, new committees and greater stakeholder representation will allow for more effective and better functioning governance arrangements. It is important to emphasise that the objective of better governance is to ensure that the FAI will continue to deliver on its very important mandate: the promotion and development of the game for all.
Section 7
Implementation

Introduction
Following on from the recommendations in this report, this section sets out key implementation priorities and highlights areas where additional work is necessary in the near future. The Group would expect that immediately following acceptance of the report, an Implementation Oversight Group would be established and a detailed plan with specific timelines and schedules for completion would be prepared and agreed.

The Group considers that many of the recommendations can be actioned and implemented in the short term whereas others will require a longer timeframe, and in some instances further consideration of supplementary actions and decisions is necessary to make implementation possible. It is suggested that the overall plan should target July 2020 for completion of all areas of reform proposed.

Implementation Approach
The Group is conscious of the necessity for immediate rule changes and resolutions in relation to the future governance and direction of the FAI. Many of the recommendations in Sections 4, 5 and 6 relating to corporate governance, third parties and the Board role can be implemented speedily and do not require rule changes.

What is required, however, is a fundamental change in approach, culture and attitude as to how good governance is operated within the Association. This change must be led by those who exercise and are entrusted with governance and leadership roles across the FAI, at Council, Board and Committee levels and within the executive management.

Implementation Priorities
The Group considers that the following are the immediate implementation priorities which will need to be endorsed, sponsored and progressed in the coming weeks by the Board of the FAI.

1. Acceptance of the Governance Review Group report and recommendations
   A critical first step is the acceptance and endorsement of this report by the FAI Board
2. **Appointment of an Implementation Oversight Group**
   Following acceptance of the report, the FAI Board should establish an Implementation Oversight Group. The Group’s first task would be to develop a detailed implementation plan for all the 78 recommendations in this report. The composition of the Group should be determined by the skills and experience deemed necessary to deliver full implementation in the required timeframe, and it would be expected that external support from Sport Ireland and other bodies would be available to assist as required.

3. **Implementation leadership**
   Appointment of a senior FAI executive with lead responsibility for the implementation action plan.

4. **Timelines for delivery**
   The action plan should include timelines for delivery of the report recommendations taking account of wider perspectives and insights so that the deliverables, dependencies, key tasks, work programmes and timelines are clear.

5. **Communication of the Governance Review Group report and recommendations**
   A communication plan to be devised to ensure full awareness among all relevant parties of the content of the Review Group report and of the need for change in relation to governance and operational matters. As part of the dissemination and communications process, the report should also be made publicly available.

6. **Finalisation of draft FAI Governance Manual**
   The current work underway to prepare a detailed FAI governance manual should continue and the recommendations of the report provide the basis for work necessary to have a comprehensive governance manual ready for Board and Council approval.

7. **Finalisation of rules changes and special resolutions for 27 July AGM**
   Urgent work needs to be progressed to ensure that, where necessary, rule changes and special resolutions necessary for the General Meeting are drafted and ready. This will include changes in relation to elections process and current structures.
8. Circulation of papers and material for AGM
The circulation of papers and documents should follow the existing rules and norms.

9. Convening of AGM and consideration of decisions to be made
The General Meeting and the decisions made in relation to any rule changes or other special resolutions are clearly critical to the delivery of the reform and change agenda within the Association.

10. General meeting to elect President and Vice-President
This represents a departure from the current practice.

11. Election of Board members
Based on the revised Council composition, a process to elect the six members from the football community to the Board should be put in place, including specification of knowledge, skills and competencies expected of those seeking election.

12. Process to select and nominate independent members
To progress and finalise the composition of the FAI board, a process to attract, select and appoint independent board members should be commenced as soon as possible. There should also be a separate process for the selection and appointment of the independent chairperson.

13. First full Board meeting and independent chairperson nominated
Following appointment of the independent members, the first full meeting should be convened and the independent chairperson ratified.

14. FAI Governance manual approved and governance training initiated
The FAI Governance manual should be approved by the new Board and form the basis for mandatory training for the Board and committees.

15. Establishment of a Working Group to progress the other areas of work identified.

16. Ongoing reporting from the Implementation Oversight Group on progress to date with implementation of recommendations and related actions to the Board.
Implementation Oversight Group

As the new governance practices, arrangements and structure become operational, a key task for the Implementation Oversight Group will be to actively monitor progress and to do a regular stocktake exercise to assess the effectiveness of the new arrangements and to consider key lessons learnt and potential areas where additional work may be necessary.

Areas for further work

The report recommendations cover key governance areas including several aspects of governance that will require immediate and quick implementation. The Group expects that these implementation priorities will be endorsed and actively monitored by the Board and the Board will be supported in this work by the proposed Implementation Oversight Group.

There are also a range of areas which require more detailed analysis and consideration with a view to having further proposals and recommendations to be tabled at the July 2020 AGM.

Reconciliation of Rules with the Constitution

The work of the Governance Review Group involved a consideration of the requirements of the FIFA and UEFA statutes and an examination of how the FAI governance structures, rules and constitution conform to these requirements and expectations.

The first issue that is striking in considering the two source documents in relation to governance in the FAI – the Rules of the Association and the Constitution – is that, unfortunately, there are differences between the two in a number of respects including the definition of membership and the detail contained in each in relation to the bodies of the FAI involved in governance. Also, different processes and timeframes are required in relation to the amendment of both. Considerable ongoing work is required to reconcile the two documents while at the same time ensuring that there is transparency for members of the Association and that the requirements of the Companies Act, 2014 are met. Differences between the two can be difficult to understand and can create uncertainty in relation to the legitimacy of decision making.

From an examination of the statutes of a number of other Member Associations, it would appear that one approach to dealing with this dual requirement is to produce a handbook which details the statutes relating to governance matters in an equivalent document to the Constitution that forms the first part of the handbook, and that the second part relates to the rules governing football. The Constitution equivalent is clearly identified as such and is indicated as being a separate, if linked, document. This
appears to the Group to be a more straightforward way to proceed, which provides greater transparency and certainty to all concerned. A preamble or explanation may be required in relation to the status of the document and the manner in which it can be amended (which may be different to the manner in which changes can be introduced to other rules).

The proposed workstream would address the rule revisions regarding governance, and the suggestion is that in undertaking this workstream, the Association would focus on ensuring that the Constitution of the Association meets the requirements of company law and also constitutes an accurate reflection of the governance structures and roles within the Association. The intention is that this document (when revised) replaces Part B (in its entirety) of the current rule book of the Association.

**Membership of the Association**

The most immediate issue that requires consideration and clarification is the definition of members of the Association. There are differences in this regard between the Constitution and the Rules. This is particularly important in relation to entitlement to attend and participate at the AGM.

The FIFA Statutes are not prescriptive as to how ‘membership’ is defined, but offer the following:

‘Clubs, leagues or any other groups affiliated to a member association shall be subordinate to and recognised by that member association. The member association’s statutes shall define the scope of authority and the rights and duties of these groups. The statutes and regulations of these groups shall be approved by the member association.’

In addition, the Statutes also suggest (according to Article 15 (j)), ‘legislative bodies must be constituted in accordance with the principles of representative democracy and taking into account the importance of gender equality in football’.

The guidelines stress the importance of representation of all relevant stakeholders at each association’s General Assembly/Congress and, in particular, refer to clubs, leagues, regional associations, player group/association, coach group/association, women’s football association and also suggest amateur clubs, futsal entities, grassroots entities, etc.

The Group considers that the important phrase here is ‘representative democracy’, which means that FIFA does not expect that every member of the association should be a participant in the legislative body – rather that the participants in the bodies should be elected to represent a group of members. The guidelines reinforce this point – they do not envisage the general assembly as a general assembly of all members; rather, they provide that those who are entitled to attend the general assembly should
be nominated/elected in a manner that is detailed in the statutes of the member association.

The proposed work stream for this area would be a consideration of how membership of the Association can be defined in a manner which is easily understood, conforms to the FIFA Statutes, and clearly indicates the authorities, rights and duties attaching to such membership.

**AGM**

The AGM is the equivalent of the General Assembly identified by the FIFA guidelines. In the model statutes, this is referred to as the Congress.

The first question to be considered is whether the composition of the AGM is truly representative of football stakeholders. There has certainly been some suggestion that there is scope for both broadening and rebalancing the current composition to more accurately reflect a more modern, inclusive definition of stakeholders.

In terms of broadening the AGM membership, the Group has already made recommendations for immediate implementation with this in mind. There is further work to be undertaken in this regard, particularly in relation to recognition of areas of the game which may not be organised in a manner that facilitates the immediate identification of an agreed representative, but which nevertheless has a valuable perspective to offer. These might include areas such as the various strands that feed into Football for All, social inclusion, recreational football and coaching. A further broadening to be considered could facilitate some form of direct representation of clubs at the AGM. While some suggestions in this regard have been made principally around the size of clubs, the Group is of the view that a more compelling approach, in line with FAI strategy, would be to consider representation of clubs that have achieved the Club Mark accreditation. This would act as both an acknowledgement of the standards being achieved by such clubs and an incentive to others to try to achieve the accreditation.

In summary, and in the context of rebalancing representation, the Group is of the view that the current numerical representation specified in the rules reflects the history of the game rather than modern conditions. Although this is not the only factor to be considered, the current numbers are not reflective of player numbers involved in different segments or areas where strategic development is required. Some of these features are also true of the composition of Council.

The proposed work stream would examine the current definition of those entitled to attend the AGM with a view to re-balancing representation to make it more representative of modern football.
Role and Function of Junior Council
The role and function of Junior Council regularly featured in the submissions and in the meetings. The Group notes that the Junior Council is afforded representation rights at the Association’s AGM, although there does not appear to be any further reference to its role or remit within the rulebook. The Junior Council has a history dating back to the origins of the Association and it acts as the national body or platform for amateur men’s football, in some way paralleling the role of the National League for the senior game.

The key functions of the Council, we understand, revolve around the organisation of the FAI Junior and Intermediate Cups and the organising of the amateur international team which competes in the UEFA Regions Cup. The Group also notes that there are Competitions and International Departments within the FAI who will work with the Domestic Competitions and International and High Performance Committees respectively. In terms of the future, a more detailed consideration is required to determine the legitimate role and function of the Junior Council and how it integrates with both the football committee structure and the executive teams in the FAI.

Composition, Role and Function of the Council
The composition of Council has already been addressed in the report and the recommendation to increase the size of the Council has a number of benefits, including giving greater representation and also facilitating the election of Directors to the new Board from a broader and more representative constituency base. The longer term composition, role and function of the Council and how it overlaps with other governance structures within the FAI needs to be considered further.

Role and Composition of Provincial Associations and Other Bodies
The Group notes that the Provincial Associations (Leinster FA, Munster FA, Connacht FA and Ulster FA) have a history that predates the formation of the Association itself. Formed initially to govern amateur men’s/junior football within their region, this remains the predominant focus of the bodies to this day. With some exceptions, these bodies do not have a mandate beyond amateur men’s football. The role of the Provincial Bodies featured in a number of submissions, and other submissions highlighted the need for a more integrated regional approach to the organisation and management of all football. This is an area that is worthy of further exploration to see what is now the most appropriate structure at a regional level and what the role and composition of regional structures should be.

League of Ireland
The position, role and relationship with the FAI and an overall strategy for the professional game and its linkages to schoolboys/schoolgirls, junior and senior leagues featured heavily in the submissions. There were many detailed and well-considered suggestions as to what the role of professional football should be in
Ireland, how it should be promoted, how it can be an avenue for players to play at a high/elite level and how it should link with the FAI at many levels. This area clearly merits further work.

**Additional FAI rulebook and constitution changes deemed necessary**
These aspects have been referred to elsewhere, and work is required to align the rules with the Constitution and with the governance policies, protocols and procedures within the FAI Governance Manual.

**Outcome and implications of current investigations and reviews underway**
While the Group was undertaking its work, several other reviews and investigations were underway into aspects of the affairs of the FAI. The Group was provided with the terms of reference for some of these reviews but did not meet with the firms or individuals undertaking this work. The Governance Review Group worked to deliver in accordance with our terms of reference and within the timeframe stipulated. However, when the other current investigations and reviews do report, there will undoubtedly be areas that will require and demand urgent attention by the Association.

**Conclusion**
The Group has identified 16 implementation priorities for immediate action. The Group also views the establishment of an Implementation Oversight Group, the designation of a senior executive lead for implementation and the establishment of a dedicated working group to progress reform in the areas identified above as critical early decisions.
Section 8
Additional Observations and Conclusion

During the course of the review there were a number of areas which the Group noted and which, in the Group’s opinion, merit some commentary. These are included as observations in the following paragraphs.

Observations

FAI programmes and projects across the country

While the review focused on governance and related matters, there was much evidence, external acknowledgement and genuine appreciation and admiration for all the work underway in promoting and developing football at all levels. Many initiatives were lauded to the Group, and there was clear evidence of high levels of commitment, dedication and energy invested to ensure that all programmes and projects are successful or are being managed to maximise success. The Group considers that while many other issues confronting the organisation at present are being highlighted, these important wins and successes may not be getting the credit they deserve.

Staff Forum initiative

In recent weeks it was brought to the attention of the Group that a new Staff Forum initiative has been commenced within the FAI and that this will allow for active staff input, dialogue and better communications and engagement across the organisation. In the context of submissions made and other interactions with management and staff, this is an important initiative to sustain and develop into the future.

Supporters’ Forum

The Group received detailed submissions from several supporters’ groups and networks as well as from individual supporters. The call for better representation and greater acknowledgement of the role of supporters was a common theme in these interactions. The Group note the potential for the FAI to facilitate a Supporters’ Forum which could usefully create a unified voice on behalf of supporters and allow for this group to be integrated within working groups or other governance structures.
Executive leads to support the governance structures

The new governance structures will require a dedicated executive lead to support and work with the chairpersons of the Committees and the Board. The development of work programmes for the Committees and the Board will allow for a more structured and managed workflow and provide greater clarity on what reports, documents, papers and presentations are required at various stages during the year. A governance calendar for the year would also facilitate better planning and management of the workflows.

FAI strategy

The existing strategy runs from 2016 to 2020 and it might be expected that the next strategic planning cycle will run from 2021 to 2025. Some consideration should be given to updating the key strategic priorities for the latter part of 2019 and for 2020 as a lead-in to the new planning cycle. The planned reforms and the new structures will embed over the coming weeks and months and these new arrangements, committees, working groups, etc. should play an active role in the new strategic planning process.

Goodwill for a successful FAI

Over the past eight weeks the Group engaged with and met many people who were keenly interested in and enthusiastic for the future of the Association. These people acknowledged that change was necessary and needed to be expedited, but there was a genuine and palpable desire to see a successful and prosperous FAI. Many similar sentiments were expressed within submissions which, while being critical of many aspects, sought to bring forward constructive and positive suggestions. Even within the public discourse, there is a discernible and latent strong wish for reform, improvement and success. While there is a long journey to reform, it is important to acknowledge that there is goodwill, at many levels, for the FAI to be successful, and a strong hope that the reforms will herald a new beginning.
Acknowledgements

We would again like to acknowledge the valuable inputs, assistance and genuine constructive challenge from the individuals and groups we met and to particularly thank all those who made submissions and who contributed to the Stakeholder Forum. The discussions from the meetings and the submissions were carefully considered and reflected upon and did inform our deliberations and our recommendations.

Overall Conclusion

The findings and recommendations in this report point to the requirement for fundamental change and reform to facilitate better governance practices at all levels in the organisation.

This will necessitate greater clarity of roles and responsibilities at all levels in addition to better planning, reporting, oversight and accountability arrangements so that those tasked with governance and leadership are in a position to more effectively carry out their duties whether at Board, Committee, Council or other levels. This may require a further realignment of senior executive and management roles within the organisation to support the new arrangements.

The report findings and recommendations, when considered in their totality, propose a new governance framework including principles, arrangements and structures which will support the Board and the organisation in achieving and observing good governance practices.

All members of the Group unanimously endorse this report and commend the recommendations to the FAI Board and Sport Ireland as presenting a clear pathway for fundamental governance reform within the FAI.
Appendices

1. Governance Review Group Terms of Reference
2. Group Membership
3. Group and Stakeholder meetings
4. Invitation for Submissions
5. Stakeholder Forum Agenda
6. UEFA Good Governance Principles
7. Governance Codes and further Principles
8. Mapping of FAI rules to UEFA principles
9. Schedule of Matters reserved for the Board
10. Proposed FAI Governance Structures
11. Committee terms of reference
12. Summary of Recommendations
13. AGM Representation
Appendix 1 – Governance Review Group Terms of Reference

Purpose
The Governance Review Group (the group) is a joint partnership initiative agreed between Sport Ireland (SI) and the Football Association of Ireland (FAI).

The purpose of the Group is to review the existing governance arrangements within the FAI and to consider and propose a governance framework for the FAI which will support the Board and the organisation in achieving and observing good governance practice. The Group will report to both Sport Ireland and the FAI Board. The FAI Board will in turn liaise with UEFA to ensure any proposed changes are in line with UEFA policy and practice on governance.

Definition of Governance
There are many views and perspectives on what the term governance means. So as to provide clarity and an agreed understanding in relation to the term, the Group proposes to adopt the following working definition of governance:

Governance comprises the arrangements put in place to ensure that the Football Association of Ireland fulfils its overall purpose and achieves its intended outcomes for all its stakeholders. Governance is concerned with leadership and direction, structures and authority levels, processes for decision making, accountability arrangements, risk management, internal controls, culture and related behaviours within the organisation.

Composition
The group comprises five members, three of which are external members nominated by Sport Ireland and two members nominated by the FAI Board.

The FAI nominees are the Interim CEO, Ms Rea Walshe and FAI Board Member, Ms Niamh O’Donoghue.

The Sport Ireland nominees are Mr Joe O Leary, Dr Moling Ryan and Mr Aidan Horan, who is the Chairperson.

The expertise and backgrounds of the group include: governance, accounting and finance, legal, soccer governance and organisational development.

Quorum
The quorum is three members, two of which must be external members.
Attendance at Group Meetings

- Only duly appointed and nominated members are entitled to attend meetings of the group.
- The group may also, on occasion, invite other individuals to attend for specific items or to update the group on matters relevant to their purpose and functions.
- The secretariat to the group will be provided by the Institute of Public Administration who will also attend the meetings.
- If required, the group can meet in private without the secretary present.

Functions

As the agreed purpose of the group includes the consideration and proposal of a governance framework for the FAI which will support the Board and the organisation in achieving and observing good governance practice, which is in compliance with the statutes of FIFA and UEFA, the following are the functions of the governance review group:

1. To consider and propose a set of good governance principles which are appropriate and relevant for the functioning of the FAI.
2. To examine and consider the current 2019 FAI Rules with a specific focus on Part (B) Governance and related rules 1–46.
3. To review the ‘current state’ governance framework, governance arrangements, M&A/Constitution, governance policies and procedures of the organisation, in the context of good governance principles, standards and practice.
4. To examine the organisation’s agreements or protocols with third party organisations and to consider related legal, regulatory or governance obligations within these or other relevant agreements.
5. To review the governance and oversight arrangements in respect of FAI joint venture operations or similar entities.
6. To consider the organisation’s compliance with the Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland (2016), and other relevant codes or good governance principles, norms and standards including those of UEFA and FIFA.
7. To advise on board member/director nomination, election/appointment, term limits and succession planning, including through the development of a skills, knowledge, experience and diversity matrix for the Board.
8. To seek information, where required and deemed appropriate by the Group, from other parties who are or may be undertaking work which is relevant to the work of this Group and to consider and examine such information, as necessary.
9. To consider the output from the Stakeholder Forum that will be convened by the Minister and Minister of State at the Department of Transport, Tourism and Sport.
10. To seek submissions and relevant input, where required and deemed appropriate by the group, from affiliates and members of the FAI and other stakeholders.
11. In the context of the completion of the functions outlined above, to make recommendations on any changes required.

**Reporting**

The group will report to the FAI Board and Sport Ireland through:

- The circulation of approved group meeting minutes.
- Periodic written updates on progress.
- Group Chairperson and Interim FAI Chief Executive attendance, where required, at FAI/SI meetings for specific items and to provide verbal updates as necessary.
- A detailed report, incorporating recommendations, circulated to both the FAI Board and Sport Ireland.

**Authority**

- The group has the authority to explore any area relevant to its terms of reference and functions.
- The group will have access to any persons and material necessary to fully carry out its functions.
- The group will have the authority, if deemed necessary, to consult with wider stakeholders including within the FAI, UEFA and FIFA.

**Timeline**

The Group is conscious that the FAI urgently wishes to progress governance reforms including giving its members notice of proposed changes to the FAI rules and changes relating to membership of the Board, in advance of its Annual General Meeting on 27 July 2019.

The Group will endeavour to complete its work, as outlined in this terms of reference, by 14 June 2019, at which stage it is envisaged that a draft report will have issued to both the FAI Board and Sport Ireland. Following review and feedback by both the FAI and Sport Ireland, the Group envisages the report being completed no later than 21 June 2019.
**Working Procedures**

The group will agree working procedures in relation to the processes around meetings including circulation of minutes, setting of agendas and member contributions and other matters.

**Approval of the Terms of Reference**

These terms of reference were approved by the FAI Board and Sport Ireland on 25 April 2019.
Appendix 2 – Group Membership

Members of the Governance Review Group

Rea Walshe is currently Chief Operating Officer of the FAI. She is a graduate in law from UCC and a qualified solicitor. She was a participant in the inaugural UEFA Football Law Programme graduating with distinction. She is currently participating on the Executive Master in Sport Governance, the foremost programme for Sports Administrators in Europe.

Niamh O’Donoghue was appointed to the FAI Council in 1991 as the first representative of women’s football and more recently as Chair of the Women’s Football Committee. She joined the FAI Board in July 2017. Niamh currently works as an independent management consultant, having retired from the position of Secretary General of the Department of Social Protection in July 2017. As a career civil servant, she served in a number of civil service Departments and offices over the course of her career. She has a primary degree in Public Administration and also holds two master’s degrees in industrial relations and management respectively.

Dr Moling Ryan is currently a management consultant having previously served as Chief Executive of the Legal Aid Board for a period of 10 years and, more recently, as Interim Director and Chief Executive of the Irish Museum of Modern Art. He has undertaken work on reform of the public sector in Cyprus and legal aid in Vietnam and on a number of public and private sector projects in Ireland. He is a member of the Policing Authority. He is a qualified barrister and holds a doctorate in governance as well as primary and master’s degrees in management.

Joe O’Leary is a Partner in BMOL Partners, Chartered Accountants.. A BComm graduate from University College Dublin and a Certified Accountant by qualification, he started his business career in Bank of Ireland where he worked primarily in the Financial Control and Corporate Banking areas until 2002, when he left the bank to set up BMOL Partners. His area of responsibility in the firm is Corporate Finance and Business Advisory, with significant experience in the areas of debt restructuring and financing, asset management and financial/business planning. He played football in the Leinster Senior League for many years and was actively involved in more recent years, coaching at schoolboy level in the SDFL and DDSL.

Aidan Horan (Chairman) is a Director at the Institute of Public Administration (IPA) with overall responsibility for governance services within the Institute. The spectrum of governance services provided by the Institute incorporates training, consultancy, advisory and supports for client organisations, boards, committees, chief executives and senior managers on areas including: roles and responsibilities; board and executive best practice; risk management systems; guidance on audit and assurance
arrangements, financial and performance reporting and financial management systems, control effectiveness, governance and compliance reviews. He has also been nominated to a number of non-executive board member and governance roles within state, regulatory and professional bodies and in public benefit/community organisations.
Appendix 3 – Group and Stakeholder Meetings

1. Dates of Group meetings

The Group has met formally on 11 occasions, for on average three hours per meeting. Between meetings and to progress the work programme, the group members communicated via email and bilateral meetings of individual members were also held as necessary.

18 April 2019
26 April 2019 (Terms of Reference agreed on 25 April)
2 May 2019
8 May 2019
16 May 2019
20 May 2019
23 May 2019
30 May 2019
4 June 2019
10 June 2019
17 June 2019

2. List of meetings

Meetings with UEFA and FIFA officials
Individual meetings with FAI board members
FAI Staff representatives
Sport Ireland officials
Department of Transport, Tourism and Sport officials
Premier Clubs Alliance
Professional Footballers’ Association of Ireland
Supporters Groups/Irish Supporters Network
Referees Association
FAI Senior Executive team
Chief Executive Officer – Irish Football Association (NI)
3. Stakeholder Forum

The group attended the forum event on 31 May at the Mansion House and received written feedback from the event from the Department of Transport, Tourism and Sport.

4. FAI Council

The group presented to the meeting of the FAI Council on 15 May 2019.

5. FAI Board

The Chairman presented the draft report to the FAI Board at their meeting on 13 June 2019.
Appendix 4 – Invitation for Submissions

The following invitation was issued to key stakeholders and also widely publicised on the FAI website and through media sources.

SUBMISSIONS INVITED ON FAI GOVERNANCE

The Governance Review Group established by the Football Association of Ireland and Sport Ireland has written to FAI members, sponsors and key stakeholders in Irish football inviting them to submit their ideas on the future of the game.

The Group has written to AGM Members of the FAI, the Professional Footballers’ Association of Ireland and FAI sponsors and has invited them to share their views on FAI governance reform via email to governance@fai.ie

Members of the public are also invited to make submissions. All submissions should clearly identify the person making the submission and their role in football.

The invitation from the Governance Review Group invites stakeholders to contribute to the debate on the future shape of the FAI in key areas.

Recipients have been asked what are the skills, knowledge, experience, attributes, expertise and backgrounds that they would like to see represented on the FAI Board in terms of structures to govern and manage the business of the Association.

They have also been asked what skills, knowledge, experience, attributes and expertise and backgrounds they would like to see represented on the FAI Council.

Stakeholders are asked for any views on areas that should be specifically dealt with by the Committee structure and if there are any other matters that the Governance Review Group should consider. The closing date for submissions to the Group is 20 May.
Appendix 5 – Stakeholder Forum Agenda

IRISH FOOTBALL STAKEHOLDER FORUM

Friday, May 31, 2019

The Round Room at the Mansion House, Dawson St, Dublin 2

Programme

10.00 Welcome address by Minister Shane Ross, T.D. and Minister of State Brendan Griffin, T.D.

10.15 Panel Discussion on the Future Development of Irish Football

10.50 Moderated Discussion at Roundtables

11.20 Coffee Break

11.50 Panel Discussion on Corporate Governance in the Football Association of Ireland

12.25 Moderated Discussion at Roundtables

13.00 Concluding Remarks by Minister Shane Ross, T.D.
Appendix 6 – UEFA Good Governance Principles

GOOD GOVERNANCE PRINCIPLES FOR UEFA MEMBER ASSOCIATIONS
(www.uefa.com)

1. Clear strategy

It is a good governance principle that, nowadays, national associations should not only run day-to-day business but also have in place a clear business strategy. A published strategic plan should ideally be implemented for both the short and medium term, e.g. for one to five years, and should be the result of an inclusive internal and external process. It is recommended to evaluate the strategic objectives on an annual basis, to ensure that the strategy corresponds to the national association's statutes and, for the sake of transparency, to publicly communicate it, ideally through the national association website. Without a strategic plan with measurable objectives, the President and Executive Body/Board cannot be properly held accountable by the members. The development of a clear strategy should also be seen as an opportunity for both elite and amateurs to consult and identify common goals.

2. Statutes

National associations are encouraged to revise and modernise their statutes. Desirable minimum requirements are outlined in UEFA Circular letter no. 11/2009 and certain mandatory provisions to be implemented at national level may be found in the relevant provisions of the FIFA and UEFA Statutes. It would be recommended to establish fixed terms for both the President and Board/Executive Committee members (e.g. term and/or age limits). In addition, a system of ‘checks and balances’ should be in place to avoid excessive concentration of power in one person while, at the same time, adequate arrangements should ensure continuity in the work of relevant bodies (for example, partial renewals to have at least one third of members in office at each renewal).

Executive Committees/Boards of the national associations should have balanced gender representation (diversity) and it is, therefore, recommended to have a fair representation of women in these bodies and, ideally, in the corresponding bodies of leagues and clubs as well.

The statutes should provide for a clear separation of powers (e.g. legislative/executive, executive/administrative, and independent judicial bodies), a definition of rights and obligations of the members, a clear indication of responsibilities and decision-making bodies, as well as minimum provisions related to ethics. The statutes should also guarantee a democratic process with free elections, stakeholder consultation, regular general assemblies and definition of roles and powers of the President, Board/executive committee and administrative body.

Finally, it is recommended that the revision process for statutes takes place in specific working groups (where necessary including FIFA and UEFA).
3. Stakeholder involvement

Stakeholders (i.e. clubs, leagues, players, coaches, referees, supporters) but also other interest groups, such as political bodies, media and relevant NGOs, are important partners for the overall development of football at national level. Therefore, it is recommended to recognise and consult them on a regular basis. National associations are free to decide on the precise degree of stakeholder involvement, be it at board/executive committee, standing committee or working group level and stakeholders are expected to work closely with the national associations in order to support mutually agreed objectives. In countries where professional football exists, social dialogue should be formalised and national associations are expected to ensure that the minimum requirements for standard player contracts are implemented at national level, as unanimously agreed by the XXXVI Ordinary UEFA Congress, in Istanbul, on 22 March 2012. It could also be assessed, whether the relationship between professional and grassroots football could be based on a contractual agreement, in the framework of which the reciprocal activities are being negotiated.

4. Promotion of ethical values, integrity and good governance

Ethical values and good governance should be incorporated as statutory objectives. There should be an overall strengthening of ethical principles, in particular, the principles of integrity, honesty, fiduciary responsibility, loyalty, and sportsmanship. Rules should be put in place to avoid, or mitigate (e.g. through disclosure), conflicts of interests, and to tackle the threat of corruption, whether it be as a result of offering or accepting gifts, bribes, or any other abuse of office. There should be robust internal control procedures to combat such phenomena and, in particular, to ensure that all bidding and voting is always transparent and compliant. These principles must apply to everybody, e.g. members, stakeholders, staff and volunteers.

National associations are invited to specifically address ethics matters either in their disciplinary rules or via a specific Code of Ethics. Furthermore, the bodies applying such rules must be protected from any form of undue pressure or political interference, meaning that the independence of these bodies, as well as their secretariats, must be guaranteed.

Finally, national associations are invited to invest in relevant communication, training and education programmes (e.g. compliance/ethics/integrity training, women’s leadership programme).

5. Professionalism of committee structures

The standing committees of national associations play an important role as they contribute to the development of the national game. Consequently, national associations should ensure that their statutes and regulations contain clear definitions regarding the work, responsibilities, and composition of the committees, including appointment rules and members’ qualifications.
The number of committees and frequency of meetings should correspond to the real needs of each national association. In addition to the independent judicial bodies (which are mandatory), national associations are encouraged to have at least the following committees in place: competitions, women’s football, grassroots and finance. Due consideration should be given to the reality of each country and the structure of each national association.

National associations are also encouraged to have a fair gender representation and balance of interests in their standing committees and to appoint external technical staff or experts, if needed.

Finally, it is of utmost importance that a clear mechanism/procedure is in place so as to allow a proper communication flow between the committees and the relevant board/executive committee.

6. Administration

The administration of each national association is the body that delivers the day-to-day business. To guarantee a high quality of work, it is recommended to protect the administration from undue political influence on operational matters and daily decisions. Moreover, it is recommended to have an open, clear and transparent hiring process, to ensure that the most competent candidates are recruited to work in the administration and, in so doing, to protect the overall interests of the national association.

As the image of the administration reflects the image of the national association, there should be clear guidelines/regulations in place for the use of social media, confidentiality matters, accepting/offering gifts etc.

7. Accountability

To enhance accountability it is recommended to establish a clear process regarding signatory rights in national associations. In particular, for certain documents of major importance, it is recommended to implement a ‘double signature system’ in order to ensure that important contracts cannot be signed off by a single person.

As national associations may be exposed to financial losses in view of the various commercial businesses they run, it is highly recommended to have in place an adequate insurance. This is in line with the general need for a proper risk management programme to be in place.

For sales or purchases above a certain limit, national associations should envisage having tender processes to provide greater accountability and better protect their own financial interests. In defining the applicable thresholds, the specificity of each country would be taken into account.

Finally, internally, there should be a clear definition of budgets and responsibilities/competence for each division and unit.
8. Transparency in financial matters and corporate documents

Transparency is one of the most important principles of good governance, especially when it comes to financial matters. A national association which is transparent will have a better image and will protect itself more effectively from any accusation of mismanagement or undue influence. This is appealing, both to the general public and to business partners, such as sponsors but also political bodies (both as potential funders and regulators). For this reason, it is strongly recommended to have transparent structures and strict financial controls, both at internal (i.e. the internal control system, including internal audit) and external (i.e. independent company) level.

In addition to the audited annual report and accounts, other related as well as relevant corporate documents should be made publicly available where possible, ideally on the national association website, provided such documents do not conflict with the overarching interest of the national associations or data protection law. It is recommended to include specific sections where the following documents are made available for download: statutes, regulations, strategy, background information on President/GS/Board members, committees composition, clear explanations of General Assembly and other bodies’ key decisions (and ideally also meeting agendas), media releases, circular letters, annual activity report and financial information (as provided to members), sustainability report, procedure and forms for registration of intermediaries.

Finally, organisational structures and contact details of national associations’ members (e.g. regional associations, clubs etc.) should be available on the website and updated when necessary.

9. Compliance

National associations are always expected to have a system and resources that check that they comply with their own statutes and regulations, as well as all general civil and criminal laws to which they are subject.

All national associations should have a compliance policy and culture. Policies such as respect, transparency, health and safety, equality/diversity, protection of minors, match-fixing, doping, human rights, fair play and solidarity, and the fight against racism, discrimination, and data protection are of major importance and should be reflected in the national association’s strategy and operations. From time to time, UEFA invites its national associations to adopt certain campaigns or policies with specific resolutions approved by the UEFA Congress (e.g. resolutions ‘European football united against racism’ and ‘European football united for the integrity of the game’ unanimously adopted respectively by the XXXVII Ordinary UEFA Congress on 24 May 2013 in London and the XXXVIII Ordinary UEFA Congress held on 27 March 2014 in Astana).
10. Volunteer programmes

As the overall goal of all national associations should be to stimulate participation in football, it is recommended to have in place volunteer programmes that will increase the number of people active in all different aspects of the game, especially young people. Not only will this lead to a better image of national associations but it will also establish a stronger foundation for the future development of football. Especially the significance of honorary engagements at the grassroots level of football should be emphasized and acknowledged by the national associations.
Appendix 7 – Governance Codes and Further Principles

This appendix includes a short summary of governance principles and brief explanatory material for three further governance codes and best practice and complements the UEFA Principles and the Community, Voluntary and Charity Code discussed in Section 3 of this report. These include:

International Framework: Good Governance in the Public Sector (IFAC/CIPFA 2016)
UK Corporate Governance Code (2018)

1. International Framework: Good Governance in the Public Sector

This aim of this good governance framework includes establishing a benchmark for aspects of good governance in the public sector. It equally applies to all public benefit organisations and entities and those who operate in the public interest and in the public good. There are seven principles which are outlined and there is again some overlap and variation with the UEFA and CVC principles.

A. Behaving with integrity, demonstrating strong commitment to ethical values, and respecting the rule of law

   Elements – entities are accountable not only for how much they spend, but also for how they use the resources under their stewardship. This makes it essential that each entity as a whole can demonstrate the appropriateness of all of its actions and has mechanisms in place to encourage and enforce adherence to ethical values and to respect the rule of law.

B. Ensuring openness and comprehensive stakeholder engagement

   Elements – As entities are established and run for the public good, their governing bodies should ensure openness in their activities. Clear, trusted channels of communication and consultation should be used to engage effectively with all groups of stakeholders.

C. Defining outcomes in terms of sustainable economic, social and environmental benefits

   Elements – ensure that decisions further the entity’s purpose, contribute to intended benefits and outcomes, and remain within the limits of authority and resources. Input from all groups of stakeholders is vital to the success of this process and in balancing competing demands when determining priorities for the finite resources available.
D. Determining the interventions necessary to optimize the achievement of the intended outcomes

Elements – need for robust decision-making mechanisms to ensure that their defined outcomes can be achieved in a way that provides the best trade-off between the various types of resource inputs while still enabling effective and efficient operations. Decisions made need to be reviewed continually to ensure that achievement of outcomes is optimized.

E. Developing the entity’s capacity, including the capability of its leadership and the individuals within it

Elements – need for appropriate structures and leadership and people with the right skills, appropriate qualifications and mindset, to operate efficiently and effectively. The governing body must ensure that it has both the capacity to fulfill its own mandate and to make certain that there are policies in place to guarantee that an entity’s management has the operational capacity for the entity as a whole. Because of change over time, there will be a continuous need to develop the entity’s capacity as well as skills.

F. Managing risks and performance through robust internal control and strong public financial management

Elements – need to ensure an effective performance management system that facilitates effective and efficient delivery of planned services. Risk management and internal control are important and integral parts of a performance management system and crucial to the achievement of outcomes. A strong system of financial management is essential for the implementation of policies and the achievement of intended outcomes, as it will enforce financial discipline, strategic allocation of resources, efficient service delivery, and accountability.

G. Implementing good practices in transparency, reporting, and audit to deliver effective accountability

Elements – effective accountability is concerned not only with reporting on actions completed, but also ensuring that stakeholders are able to understand and respond as the entity plans and carries out its activities in a transparent manner. Both external and internal audit contribute to effective accountability.

In 1994, a UK Committee on Standards in Public Life, chaired by Lord Nolan, was tasked with making recommendations to improve standards of behaviour in public life. The first report of the committee established the seven principles of public life, also known as the ‘Nolan principles’. The principles focus on culture and behaviour rather than processes or procedures. These principles are regularly cited.

The seven principles, recast for the FAI, are suggested below:

- **Selflessness**
  - Holders of governance and leadership roles in the FAI should act solely in terms of the public good and the promotion, development and betterment of the game. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

- **Integrity**
  - Holders of governance and leadership roles in the FAI should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

- **Objectivity**
  - In carrying out the business of the Association, including making appointments, awarding contracts, or recommending individuals for rewards and benefits, choices and decisions should be made on merit.

- **Accountability**
  - Holders of governance and leadership roles are accountable for their decisions and actions to the members and stakeholders and must submit themselves to whatever scrutiny is appropriate to their role.

- **Openness**
  - Holders of governance and leadership roles should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when commercial or confidentiality considerations clearly demand this.

- **Honesty**
  - Holders of governance and leadership roles have a duty to declare any private interests relating to their position and to take steps to resolve any conflicts arising in a way that protects the FAI interest.

- **Leadership**
  - Holders of governance and leadership roles should promote and support these principles by leadership and good example.
3 Governance Principles within the UK Corporate Governance Code (2018)

The UK Corporate Governance Code also provides a benchmark for large commercial companies and other organisations with significant annual turnover and budgets. It suggests 18 principles across the following five areas:

1. Board Leadership and Company Purpose,
2. Division of Responsibilities,
3. Composition, Succession and Evaluation,
4. Audit, Risk and Internal Control, and
5. Remuneration.

Again, there is much overlap in terms of principles or expectations within the principles and explanations on the preceding pages. The full list of the 18 principles in this code are as follows:

Board Leadership and Company Purpose

A. A successful company is led by an effective and entrepreneurial board, whose role is to promote the long-term sustainable success of the company, generating value for shareholders and contributing to wider society.

B. The board should establish the company’s purpose, values and strategy, and satisfy itself that these and its culture are aligned. All directors must act with integrity, lead by example and promote the desired culture.

C. The board should ensure that the necessary resources are in place for the company to meet its objectives and measure performance against them. The board should also establish a framework of prudent and effective controls, which enable risk to be assessed and managed.

D. In order for the company to meet its responsibilities to shareholders and stakeholders, the board should ensure effective engagement with, and encourage participation from, these parties.

E. The board should ensure that workforce policies and practices are consistent with the company’s values and support its long-term sustainable success. The workforce should be able to raise any matters of concern.

Division of Responsibilities

F. The chair leads the board and is responsible for its overall effectiveness in directing the company. They should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the chair facilitates constructive board relations and the effective contribution of all non-executive directors, and ensures that directors receive accurate, timely and clear information.
G. The board should include an appropriate combination of executive and non-executive (and, in particular, independent non-executive) directors, such that no one individual or small group of individuals dominates the board’s decision-making. There should be a clear division of responsibilities between the leadership of the board and the executive leadership of the company’s business.

H. Non-executive directors should have sufficient time to meet their board responsibilities. They should provide constructive challenge, strategic guidance, offer specialist advice and hold management to account.

I. The board, supported by the company secretary, should ensure that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently.

**Composition, Succession and Evaluation**

J. Appointments to the board should be subject to a formal, rigorous and transparent procedure, and an effective succession plan should be maintained for board and senior management. Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.

K. The board and its committees should have a combination of skills, experience and knowledge. Consideration should be given to the length of service of the board as a whole and membership regularly refreshed.

L. Annual evaluation of the board should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.

**Audit, Risk and Internal Control**

M. The board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions and satisfy itself on the integrity of financial and narrative statements.

N. The board should present a fair, balanced and understandable assessment of the company’s position and prospects.

O. The board should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the company is willing to take in order to achieve its long-term strategic objectives.
Remuneration

P. Remuneration policies and practices should be designed to support strategy and promote long-term sustainable success. Executive remuneration should be aligned to company purpose and values, and be clearly linked to the successful delivery of the company’s long-term strategy.

Q. A formal and transparent procedure for developing policy on executive remuneration and determining director and senior management remuneration should be established. No director should be involved in deciding their own remuneration outcome.

R. Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of company and individual performance, and wider circumstances.
### Appendix 8 – Mapping of FAI Rules to UEFA Governance Principles

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Appendix 9 – Schedule of Matters Reserved for Board

**Schedule of Matters for Board**

**Reserved Functions Exercised in Accordance with the Governance Requirements within the Constitution, Rules and the Governance Manual**

**(Additional areas to consider)**

1. Entering into arrangements with other entities and organisations including commercial companies, not for profit and public benefit entities, state and public sector bodies or similar organisations with the overall aim of furthering the objects of the Association. This includes arrangements inside and outside Ireland,

2. In the context of (1) above, reviewing on an annual or other periodic basis or as required, the operation of these arrangements and ensuring the interests of the Association continue to be protected and safeguarded.

3. Deciding on the promotion/formation/shareholding and management participation in entities or companies assisting in furthering the objects of the Association.

4. Control and oversight of all arrangements for the maintenance, management, administration and investment of all the monies and assets of the Association.

5. Acceptance of donations, gifts of money, land, property, assets or other benefits upon such trusts and conditions specified by the donor provided that nothing in the conditions is contrary to the rules of the Association and legal, regulatory or governance obligations.

6. Acquisition of land, property and other significant assets in accordance with the procurement and governance obligations.

7. Recruit and select the Chief Executive in accordance with good practice and transparent procedures covering advertising of the position, professional screening and vetting procedures, interviewing arrangements through to selection and ratification by the Board and the offer of the position in accordance with board agreed contractual terms and conditions.

8. Institute a process for the annual and periodic appraisal and assessment of the performance of the Chief Executive.

9. Ratification of the appointment of senior staff / senior management team.

10. Appointing and directing as many committees or working groups as necessary to assist in the performance of its functions and approving / amending the terms of reference of such committees or working groups on at least an annual basis.

11. Performing such other functions as are necessary and consistent with the roles and responsibilities as assigned to boards of national associations by UEFA and FIFA statutes.
12. Institution of a strategic planning progress consistent with UEFA guidance and good governance norms leading to formal approval, by the board, of the strategic plan following detailed stakeholder engagement within and outside the organisation.

13. Consistent with the strategic planning process, institute a reporting process which allows for the formal examination, review and consideration of the delivery of targets, outputs and outcomes on a regular basis and agreement on revisions of the plan priorities as necessary.

14. As part of good financial governance obligations the board will:
   • Approve an overall rolling 3-year financial strategy for the Association
   • Discuss and agree the annual income and expenditure budget and annual cash flow forecast.
   • Discuss and agree an annual capital budget in context of an overall capital expenditure and facilities multi-annual plan
   • Receive reports that allow for the monitoring and oversight of the financial and cash flow position on a monthly/quarterly basis and agree corrective actions as necessary.
   • Approve the annual financial statements and the annual report and disclosures consistent with company law, accounting and auditing standards and legal, regulatory and governance obligations.

15. Preparation and publication of a strategic performance report which outlines achievement against strategic priorities, objectives and targets within the strategic plan, and a review of expected outputs, outcomes and key performance indicators.

16. Appointment of an acting Chairperson for meeting in the absence of the Chairperson.

17. Convene and hold meetings as necessary for the performance of its duties

18. Agreed a process for the engagement of independent professional advice as is considered necessary for the performance of its duties

19. Agreement to the Chief Executive or other members of the senior management team holding offices or positions outside of the Association.

20. Approval of the risk management framework for the Association and the monitoring of its overall effectiveness.

21. Approval for the operation of Bank Accounts in accordance with the Board approved Treasury Management policy.

22. Approval of cheque signatories and related bank mandates and authority levels

23. Approval of significant disposals of assets and retirement of assets (including land, building and other assets) of the Association or any of its joint ventures / subsidiaries (value at or above €100,000).

24. Approval for granting of access to property or infrastructure for commercial arrangements with third parties with an anticipated value at or above €100,000.
25. Approval where competitive tendering for disposal of assets have taken place and the highest bid was not accepted.
26. Approval for disposal or sale of assets to staff or connected parties
27. Approval of the FAI governance manual and ensure that it is updated at least on an annual basis in response to evolving governance obligations or circumstances arising.
28. Approval of all financial policies, procedures and protocols, ensuring that they reflect good governance practice and expected norms and instituting a process to keep these regularly updated and formally reviewed.
29. To put in place appropriate arrangement that ensures that the Board, senior management and staff are not involved in outside employment/ business interests that is in conflict with the interests of the Association.
30. Review, consideration and approval of an annual governance statement prior to formal sign off by the Chairperson.
Appendix 10 – Proposed FAI Governance Structures

**FAI Board**
- Membership (13)
  - President
  - Vice President
  - 6 Nominated Directors
  - 4 Independent Directors
- Chairperson: Independent Director

**Football Management Committee**
- Membership (Max 14)
- President
  - Vice President (as Chair of the Club and League Development Committee)
  - Chairperson of the Underage and Player Development Committee
  - Chairperson of International and High Performance Committee
  - Chairperson of Domestic Competitions Committee
  - Chairperson of National League Executive Committee
  - Chairperson of Women’s Football Committee
  - Chairperson of the Referees Committee
  - Representative (1) of Amateur Men’s Football
  - Representative (1) of Schoolboys/Schoolgirls Football
  - Representative (1) of Other Groupings
  - Up to 3 co-options (by Board)
- Chairperson: President

**Judicial Bodies**
- Incapacity
- Disciplinary Appeals
- Club Licensing
- Club Licensing Appeals
- Disputes Resolution
- Independent Chairpersons

**Board Committees**

**National Committees**
- National League Executive Committee
- Women’s Football Committee
- Referees Committee

**Football Committees**
- Underage and Player Development Committee
- International and High Performance Committee
- Domestic Competitions Committee
- Club and League Development Committee

**Business Committees**
- Audit Risk and Compliance Committee
- Finance Committee
- Executive Performance and Remuneration Committee
- Nominations Committee
- Commercial Committee
Appendix 11 – Committee Terms of Reference

All Committees should have a detailed Terms of Reference (ToR) for Committees approved by the Board and the ToR should include specific reference to:

1. Purpose

2. Number of members, skill sets, composition and quorum

3. Duration of membership

4. Meetings and working arrangements

5. Duties and Responsibilities of the Committee

6. Committee process including keeping of minutes

7. Reporting arrangements to the Board

In some circumstances it would be expected that the Board might use its power to appoint/co-opt individuals to Committees who have not been nominated or selected by or who are not board Members.\[7\]

It is important also to acknowledge that Committees are normally advisory to the Board and their recommendations should be presented to the full Board for consideration, ratification or amendment.

\[7\] This can arise where a particular expertise is not available among the existing Membership
Appendix 12 – Summary of Recommendations

Recommendation 1

The six governance principles proposed by the group should be adopted by the FAI Board as appropriate and relevant to the functioning of all facets of the Association, from clubs through to Board and Council. The six principles are: good governance; effective leadership; accountability and transparency; ethical behaviour and integrity; stakeholder engagement; and professionalism.

Recommendation 2

A priority for the Association should be the development of a governance manual or governance code which will incorporate updated and new governance policies and which will be formally adopted by the Board.

Recommendation 3

All Board and committee members should receive formal induction training including in relation to their roles, responsibilities and their duties as a Board member as well as induction and advice on the ethical and behavioural standards that members are expected to adhere to.

Regular briefings, updates, training and development initiatives should be organised at predetermined stages throughout the term of the Board and committees and as well as in response to members’ needs.

Recommendation 4

On appointment, all Board and committee members should receive a formal letter of appointment which sets out information in relation to their role. Members should also be provided with the code of conduct, declaration of interest forms, details of mandatory training obligations, the Board/committee work programme, key governance policies and procedures and other relevant matters.

Recommendation 5

Updated and, where necessary, new and more comprehensive terms of reference for the Board and committees should be developed and annual work programmes should also be agreed and approved.

Recommendation 6

The current schedule of matters reserved for the Board should be revisited and where necessary expanded to incorporate other normative obligations and explicit roles for the Board in areas such as financial governance, capital expenditure, joint ventures and partnerships and performance monitoring. Appendix 9 includes additional areas which could supplement the existing schedule approved by the Board in 2018.

Recommendation 7

Consistent with and complementary to Recommendation 6 above, further work clarifying the roles and responsibilities of the Chief Executive and other senior executives should also be undertaken and reflected in an updated schedule of delegations from the Board to the executive. The delegations should be regularly reviewed and communicated to avoid any ambiguities.

Recommendation 8

The Board should formally assign a qualified person to the role of Company Secretary.
Recommendation 9
The Board should use ‘private sessions’ as required whereby there is a short meeting of Board members without any member of the executive being present, and these could take place as required before or after a regular Board meeting.

Recommendation 10
There should be provision that the Board has access to independent professional advice as deemed necessary and there should be a clear and well-explained process for seeking external advice.

Recommendation 11
Consistent with good governance practice, the Board should undertake an annual review of its own effectiveness, and that of its committees. The review of Board effectiveness will also allow for reflection on the Board’s role in setting the tone and culture and how it purposefully ensures the right tone and culture apply throughout the organisation.

Recommendation 12
The Board’s leadership role and manner in which it directs and controls the organisation should be evident through its role in strategy for the Association.
Setting, implementing and monitoring strategy should be a key role and priority.
There should be an explicit strategic planning process led by the Board with significant input from the executive which engages in wider stakeholder consultation and engagement and which recognises and looks for contribution from committees.

Recommendation 13
The Board should agree and formalise a periodic scheduled review of the strategy to consider if it is and remains ‘fit for purpose’ or if aspects need to be revisited in the context of new or evolving circumstances.

Recommendation 14
Performance reporting of progress and achievements should be a regular item on the Board agenda. So as to clarify expectations around these reports, the Board and the senior executive should work together to identify and agree key performance indicators and measures for regular reporting.

Recommendation 15
The Board is required to have and should prioritise the implementation of a comprehensive risk management system across the whole organisation. This will necessitate the urgent development of a Board-approved risk management policy, the putting in place of a risk framework and, importantly, the rollout of an effective risk management process involving management and staff at various levels across the organisation. A designated chief risk officer/manager should be appointed to lead the implementation of the risk management system.

Recommendation 16
Risk management and the consideration of principal risks and uncertainties should be a regular standing Board agenda item and be part of the Board’s work programme for the year and the Board should consider delegating aspects of the oversight and monitoring of risks to a newly constituted Audit, Risk and Compliance Committee.
Recommendation 17

The Board needs to ensure that a robust culture of ‘holding to account’ operates and is seen to operate within the organisation. This should permeate the work of the Board, the committees and senior management and allow for constructive challenge and dialogue on key issues including the delivery of plans and targets, uncertainties, risks and opportunities, financing and resourcing and on how the interest of the organisation is best served.

Recommendation 18

As part of its work programme, the Board should consider and agree a process of evaluating the performance of the CEO. The process should be appropriate and transparent, supported by performance measures or indicators, developed in line with the strategic plan and annual priorities, against which to assess the work of the CEO. The process should be led by a committee of the Board. As outlined in Section 6, the FAI committee with this responsibility should be the Executive Performance and Remuneration Committee.

Recommendation 19

So as to facilitate the monitoring and oversight role of the Board and to ensure adequate communications and flow of information from committees to the Board, specific work should be undertaken to consider the nature, extent and quality of the information flow and communications between the Board, committees and the executive.

Recommendation 20

In the context of ensuring good-quality Board papers and the efficient handling of agenda items at meetings, papers, reports and presentations provided to Board members should be prepared in line with the priorities of the Board as highlighted in its work programme for the year.

Recommendation 21

Consistent with good governance practice, the papers would have a short summary page and should also be clear in terms of what action or input is required by the Board and whether the paper or report is for information, for noting, for discussion, for decision or for approval.

Recommendation 22

While acknowledging that there may be exceptional circumstances relating to confidential information that may need to be handled sensitively and not circulated in advance, the norm and standard should be that all Board papers are circulated five working days in advance. This circulation practice should also apply to committees.

In relation to confidential matters, the Board and committee members should be periodically reminded of their wider code of conduct obligations and the specific obligations in relation to confidentiality.

Recommendation 23

The Board should immediately establish an audit, risk and compliance committee, consistent with good governance practice, and approve the terms of reference for this committee. This is also discussed in Section 6. Its key functions include assessment and oversight of internal control systems, the commissioning and reviewing of internal audit reviews, continued liaison and engagement with external audit, overseeing the overall assurance framework and seeking and being provided with management assurances for key business and functional areas, organisational compliance with legal, regulatory and governance obligations as well as the overview and monitoring of the risk management system.
Recommendation 24
Independent internal audit is a key part of instituting effective internal control systems and is a fundamental requirement of good governance practice.

As the FAI does not currently have and has not had an internal audit function, it should immediately make arrangements for the establishment of an internal audit function.

Recommendation 25
An overall assurance framework should be developed to support the Board in fulfilling its key governance obligations. The role of management assurances, and their nature and extent, is also a critical element of the assurance framework.

Recommendation 26
The code of conduct obligations incorporating the ethical standards expected should be regularly communicated to Board members and staff. A similar code of conduct should be prepared and formally issued to committee members, council members and contractors and agents working for and on behalf of the Association.

Recommendation 27
As governance obligations continue to evolve and as recommendations arising from this and other reviews and examinations are provided, a dedicated compliance officer role/compliance function should be created within the organisation. This role would align the organisation with UEFA, which has recently established a dedicated compliance office within its structure.

Recommendation 28
The Association’s stakeholders and stakeholder groupings are wide and varied and a range of engagement processes have been used over the years to communicate and consult with stakeholders. Stakeholder engagement and consultation processes should be documented and formalised and an overall policy approved by the Board.

Recommendation 29
In terms of its performance and stewardship reporting through annual financial statements and reports or by other means, the annual report should include an overview of the work of the Board and committees and confirmation of the extent and quality of the Board’s governance arrangements.

Recommendation 30
All grant or funding agreements above a defined threshold (e.g. €10,000) should be presented to the Board for review and approval.

Recommendation 31
A Certificate of Compliance signed by the Chief Executive and Finance Director should be presented confirming that all governance, compliance and statutory conditions attaching to such external third-party grant or funding agreements have been fully complied with and the funding lies within the terms of reference or guidelines for any such external financial support.
Recommendation 32

A register of funding sources should be established to record and monitor all external funding provided to the Association to be reviewed by the Board, or delegated Board Committee, on a biannual basis.

Recommendation 33

Additionally, consideration should be given to the establishment of a list of suitability criteria agreed by the Board and to apply to any new funding sources or opportunities presented to the Association.

Recommendation 34

All new or first-time funding sources, irrespective of quantum or term of the funding being provided, should require Board approval before being proceeded with.

Recommendation 35

All funding agreements, irrespective of any agreed thresholds or approval processes, should be proposed to the Board (or relevant Board Committee, with notice of such presentation to be advised to the Board) and signed by at least two members of the Executive Management Team.

Recommendation 36

The Chief Executive should present a biannual report to the Board confirming that all of the governance and compliance requirements of any service-level agreement entered into between the FAI and third parties have been fully met. Such a report could include the following: Funding is used solely for the purposes included in the original approval; No matters of reasonable materiality (to be defined) have arisen since the last report that need to be advised or reported to the Board; and no breaches of terms or disputes have arisen since the last report.

It should also be clear that no material change to provisions in agreements will be permitted without Board or designated Board Committee recorded approval.

Recommendation 37

In relation to funding and grants by the FAI, there should be a clear policy in place that sets out the criteria for awarding grants, relevant thresholds and governance terms and conditions applicable to awards. As part of the biannual report to the Board referred to above, details of such grants and funding should also be included.

Recommendation 38

The Board should formally consider the (community development) Programme on at least two occasions per year. A report should be presented from the Director of Grassroots (or relevant executive with responsibility for such programmes) on the implementation and performance of this programme and of any disputes, problems or shortcomings identified.

Recommendation 39

All new agreements should require ratification by the Board while all renewals, continuations or extensions of existing programmes should be advised to the Board in advance of completion with confirmation from the Chief Executive that no significant amendments or modifications have arisen since previous approval or renewal.
Recommendation 40
An in-depth review should be undertaken in relation to the operation of any and all joint ventures or significant partnerships to which the Association is a participant.

Recommendation 41
A designated Board member should be delegated as a Board member of any such joint venture partnership, ideally having the requisite skills and experience to ensure the Association’s assets are fully protected and the Association is not exposed to unnecessary risk.

Recommendation 42
As a normal practice, all minutes of the regular Board meetings of any joint venture entities should be presented and made available to the Association Board or a designated Board Committee. If delegated to a Committee, that Committee’s regular report to the Board should include a commentary and report on performance of the joint venture entity.

Recommendation 43
Any obligations being assumed by the Association above an agreed threshold should be a matter for decision by the Board and no commitments above such a threshold should be assumed by the Association without recorded Board approval.

Recommendation 44
Regular (annual) reviews of the strategic rationale for and benefit/cost to the Association of remaining a party to any joint venture activities should be undertaken by the Board or a designated Board Committee, e.g. Audit, Risk and Compliance Committee. There should be a clear reporting structure as between the various joint venture entities and the Board.

Recommendation 45
Approval for any such commitments must reside at Board level (above a designated threshold) and any proposals to the Board for approval for such commitments must include a full financial, operational and risk analysis (requirements to be decided and agreed upon by the Board on an annual basis) before consideration for approval can be progressed.

Recommendation 46
The annual presentation of the year-end accounts to the Board for approval should include a schedule of all new commitments assumed by the Association over the preceding 12 month period and a projection of the funding requirements of the Association for the coming 12 months, with particular reference to the likelihood of a requirement to assume further significant financial obligations above those currently pertaining.

Recommendation 47
Final approved Audited Accounts for all third-party or joint venture entities where the Association holds a material interest must be presented to the Board for review – this presentation is to include a commentary by the Chief Executive/Finance Director on all material matters relevant to the Association’s participation.
**Recommendation 48**

The role of the Board should be clearly stated, documented and formally advised to all Board members in advance of taking up their positions.

The role of the Board should include:

- Setting the strategic direction of the Association and reviewing progress.
- Overseeing the development, promotion and regulation of football matters.
- Agreeing business plans and major plans of action.
- Monitoring organisational performance.
- Ensuring effective accountability and holding to account arrangements are in place and operate as necessary.
- Overseeing the financial structures and performance of the Association.
- Reporting on financial and corporate performance including its governance and stewardship activities.
- Appointing the Chief Executive Officer and overseeing his/her performance.
- Agreeing and overseeing annual budgets.
- Overseeing major capital expenditure and investment decisions.
- Ensuring that effective risk management and internal control processes are in place and monitoring and reviewing their implementation.
- Putting in place an effective Board Committee structure to support the Board in its role.
- Monitoring and assessing its own performance and that of its committees.
- Ensuring that legal, regulatory and governance obligations are adhered to.

**Recommendation 49**

Consistent with UEFA and FIFA statutes, a clear job description and role profile should be developed for the role of FAI President and Vice-President which sets out the key obligations of the position and the representational role of the President in the Association’s dealings with stakeholders. A clear job description and role profile for the Chairperson of the Board should also be developed.

**Recommendation 50**

As part of the governance policies and for inclusion in the governance manual, the respective roles and responsibilities of the President, Vice-President and Chairperson of the Board should be outlined in significant detail to ensure that there is a clear distinction and understanding of the different roles and responsibilities.

**Recommendation 51**

The skills/experience which should be reflected in the Board are:

- Football administration
- Financial
- Legal
- Governance
- Risk management
- Board experience
- Business management
- Human resource management

**Recommendation 52**

The composition of the Board should include independent Directors.
Recommendation 53
The Chairperson of the Board should be an independent director as this role is separate from the role of the President. A clear job description and role profile for the Chairperson of the Board should also be developed.

Recommendation 54
The Board should consist of 12 Members: the President, Vice-President, six members representative of the Football community and four independent Directors, of whom one would be the Chairperson of the Board.

Recommendation 55
The positions of Honorary Secretary and Honorary Treasurer should not be part of the revised structures and should cease to exist.

Recommendation 56
In terms of gender balance, it is desirable that board membership consist of a minimum 33.3% of both genders within 12 months and that this percentage be mandatory within 24 months.

Recommendation 57
It should be an objective of the Association that this gender balance also be reflected at Council, Committee and AGM level and this should be achieved within three years.

Recommendation 58
In terms of clarity of roles and responsibilities and the preeminent role of the Board in directing and controlling the organisation, we recommend that the Chief Executive should not be a member of the Board. The Chief Executive will normally attend Board meetings, and other senior executives would attend by invitation and for some relevant agenda items to support the Board in its deliberations.

Recommendation 59
The election of the President and Vice-President should take place at the AGM.

Recommendation 60
That Council should continue to be the body to elect from its membership the footballing representatives to the Board.

Recommendation 61
That the six Board members coming from the football community be elected using a four-constituency model.

Recommendation 62
That a Nominations Committee be formed by the Board after the election of the Officers (President and Vice-President) and the elected football representatives. The final composition is to be agreed and the Group suggest that the Committee membership should be small and have external representation as well as an external expert in recruitment and selection and also that the President should be a member of the Committee.

There should be a separate process for the recruitment and selection of the Independent Chairperson of the Board.
**Recommendation 63**
All those nominated for Board membership from the football community should be required, as part of the nomination process, to outline the particular skills or competencies they would bring to such membership allied with their experience in football administration. This list as outlined in Recommendation 51 is as follows:

a. Football administration  
b. Financial  
c. Legal  
d. Governance  
e. Risk management  
f. Board experience  
g. Business management  
h. Human resource management

**Recommendation 64**
There should be limits to the terms of office for Board members (currently eight years in total). The limit for all members of the Board should be eight years (4 x 2 year terms).

**Recommendation 65**
There should be a maximum term limit of 10 years for members of Council.

**Recommendation 66**
There should be an agreed process for the change of Council membership taking into account and acknowledging the service of current members.

Any Council member with more than 10 years service, should only be allowed to serve on Council for a maximum of three further years.

**Recommendation 67**
The Board Committees should be restructured so that the Board is supported by a number of Committees, some of which will support it in the business elements of its role (‘the business committees’) and some of which will support it in the football elements of its role (‘the football committees’), with the ‘football committees’ having a dual reporting role to both the Board as the governing body and to (and through) a Football Management Committee (FMC) which will oversee the development, promotion and regulation of football.

Board Committees should consist of the following:  
  **Football Committees**  
  Underage and Player Development  
  International and High Performance (IHP)  
  Domestic Competitions (DC)  
  Club and League Development (CLD) in addition to  
  National Committees comprising  
  - Women’s Football Committee (WFC)  
  - Referees Committee (RC)  
  - National League Executive Committee (NLEC)
Business Committees
Audit, Risk and Compliance (ARC)
Finance
Executive Performance and Remuneration (EPR)
Nominations
Commercial

There should also be a Football Management Committee (FMC) with a specific brief in the area of football matters and whose membership will include the chairpersons of the National / Football Committees.

Recommendation 68
The term ‘Standing Committee’ should be replaced by the term ‘Board Committee’.

Recommendation 69
New terms of reference for the Board Committees should be drafted which clearly set out the objectives, functions and modus operandi of such committees. These are to be approved by the Board and should be reviewed regularly to ensure they remain appropriate and relevant to the work of the committee.

Recommendation 70
The Chairpersons of the business committees should be formally appointed by the Board and the Chairpersons of the football committees (with the exception of the Club and League Development Committee) should be elected/nominated by the respective committee members and formally confirmed by the Board.

Recommendation 71
Each committee should be supported by a designated executive lead which will facilitate overall co-ordination of the work of the committees and their reporting to the Board. The development and implementation of committee work programmes consistent with new terms of reference will further ensure greater effectiveness.

Recommendation 72
Board agendas should include provision for each of the committees to provide an update to the Board and to bring relevant matters to its attention via written reports and verbal updates.

Recommendation 73
There should be specific provision for the appointment or co-option by the Board of external, suitably qualified people as members of Board Committees. A final determination on the number of Board members on committees should be made by the Board.

Recommendation 74
There should be a number of additional special interest working groups and panels where membership could be a mixture of Council members and persons with specialist expertise (both internal and external to Council), and these would include:

- Child welfare and safeguarding
- Diversity and inclusion
- Rules revision
- Other working groups or panels as deemed necessary
**Recommendation 75**
That the representative imbalance in the current make-up of Council be addressed by provision for a further 21 positions which would see the Council with a membership of 79.

**Recommendation 76**
That a review of the roles and membership of both the AGM and overall Council membership be undertaken with a view to proposals being presented to the 2020 AGM.

**Recommendation 77**
A plan of action to be agreed to progress over a three-year period to a situation where the gender balance in Council, Committee and AGM reflects at least 33.3% of each gender.

**Recommendation 78**
Given the exceptional circumstances in which the FAI finds itself and more importantly to start the process of rebuilding trust, faith and confidence in the Association and to progress the further work required, the Group recommend the appointment of an Interim Board for the period up to the AGM in July 2020. This new board would be appointed in accordance with the structures proposed in this report.
### Appendix 13 – AGM Representation (Current Rule Book)

<table>
<thead>
<tr>
<th>Representation</th>
<th>AGM/EGM</th>
<th>Council</th>
</tr>
</thead>
<tbody>
<tr>
<td>Officers (President, V President, Hon Sec, Hon Treasurer</td>
<td></td>
<td>4</td>
</tr>
<tr>
<td>Chair of National League Executive Committee</td>
<td></td>
<td>1</td>
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<tr>
<td>Chair of Women’s Football Committee</td>
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<td>1</td>
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<tr>
<td>National League (Men’s)</td>
<td>20</td>
<td>18</td>
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<tr>
<td>Women’s National League</td>
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<tr>
<td>‘Junior’ Men’s Football (total)</td>
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<td>21</td>
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<tr>
<td>- LFA</td>
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<td>10</td>
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<tr>
<td>- MFA</td>
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<td>5</td>
</tr>
<tr>
<td>- CFA</td>
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<td>2</td>
</tr>
<tr>
<td>- UFA</td>
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<td>2</td>
</tr>
<tr>
<td>- Junior Council</td>
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</tr>
<tr>
<td>- LSL Clubs - Highest Div – (HD)</td>
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<td></td>
</tr>
<tr>
<td>- MSL Clubs (HD)</td>
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<tr>
<td>- USL Clubs (HD)</td>
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<tr>
<td>- Junior Leagues</td>
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<tr>
<td>Schoolboys’ Football (total)</td>
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<td>4</td>
</tr>
<tr>
<td>- SFAI</td>
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<td>4</td>
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<tr>
<td>- Schoolboy Leagues</td>
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<tr>
<td>Schools Football</td>
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<tr>
<td>Women’s Football (Adult and Underage) (total)</td>
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<tr>
<td>- WFC</td>
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<tr>
<td>- Women’s Leagues</td>
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<tr>
<td>- Schoolgirls’ Leagues</td>
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<tr>
<td>Universities/Colleges</td>
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<tr>
<td>Defence Forces</td>
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<tr>
<td>Football For All</td>
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<td>1</td>
</tr>
<tr>
<td>Referees</td>
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<td>2</td>
</tr>
<tr>
<td><strong>Total</strong></td>
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<td>58</td>
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