

Role Profile:

Trust Nominated Director

Key tasks

- Represent Dulwich Hamlet Supporters' Trust ("the Trust") on the Board of Dulwich Hamlet Football Club ("the Club")
- Build and sustain a credible and beneficial relationship between the Club and the supporter base
- Ensure the views, interests and aspirations of both Trust members and the wider fan base are taken into account
- Assist the Club to raise the profile of the Club within the community
- Assist the Club to grow the supporter base
- In conjunction with the Club Board, ensure as much information as possible is shared with Trust members and the wider fan base
- Discuss issues raised at the Club Board level with the Trust Board members and ensure that their views are heard in the boardroom

Key requirements

- Be a full member of the Trust and have sat on the Trust board for at least 12 months
- Fit and proper person within the terms of the Company Act
- An understanding of the history and spirit of the Club
- An understanding of the issues faced by supporters
- Commitment to attend Club board meetings and report back to the Trust board
- Commitment to regularly meet with and consult the wider fan base
- Commitment to support all motions and initiatives undertaken by the Trust board
- Commitment to the values, principles and objects of the Trust
- Recognise and honour commitment to board room confidentiality when appropriate
- Attendance of matches both home and away when possible
- Read all Board papers carefully and seek clarification of anything you don't understand
- Receive basic information about the Club's financial position at every meeting
- Work with the Trust board to achieve a strategic planning cycle so that you all discuss what work needs to be undertaken, who will be responsible for the work, the work completion deadlines and agree the review and reporting process

The point at which the courts usually look at whether directors have acted properly is when a company or trust becomes insolvent. The Insolvency Act 1986 sets out the standard which is expected of directors in this context.

They have to know or ascertain the things which would be known or ascertained by a reasonably diligent person and reach the conclusions or take the steps which would be reached or taken by a reasonably diligent person. In each case, the reasonably diligent person is taken to have both:

- the general knowledge, skill and experience that may reasonably be expected of a person carrying out the same functions as are carried out by that director in relation to the Club; and
- the general knowledge, skill and experience that director has

The Courts have decided that this is the standard which applies to all company directors and it will follow that the same standard applies to directors of a Supporters' Trust.

This means that there is a basic level of competence which is required of anyone who takes on the role of director of a Football Club or a Supporters Trust. It would not be a defence to a claim of incompetence to say "I am an idiot and have acted as an idiot". The legal position is that if you are an idiot you should not take on the role of a director.

Example discussion topics	<ul style="list-style-type: none"> • Operational performance and strategy • Decision making process • Supporter consultation • Heritage items • Joint supporter/club projects • Developing and growing the supporter base • Ticket pricing and allocation • Community identity
Reporting and confidentiality	<p><i>If the Trust owns shares in the Club it is entitled to information as a shareholder, and if it has a controlling shareholding it can compel the Club to provide broadly what it wants.</i></p> <p><i>This does not mean, though, that you can pass on everything you hear. Your duties as a director of the Club are the same whatever shareholding the Trust has and the information you get as a director about the affairs of the Club belongs to the Club; you would be in breach of your fiduciary duties if you passed it on to anyone outside the Club.</i></p> <p><i>To complicate things further, there might be situations in which you knew things as a director of the Club which you ought to disclose to the Supporters Trust. In that situation you could be in breach of your duty to the Club if you passed the information on and in breach of your duty to the Trust if you didn't.</i></p> <p><i>The answer to all this is that you should agree with the Club and the Trust what information will generally be passed on and how.</i></p> <p><i>You will need to deal on an individual basis with potentially sensitive issues; if you can't agree with the Trust that you won't pass information on or with the Club that you will, the best thing is to absent yourself from the discussion of the issue at the Club Board.</i></p>
Qualities and skills required	<ul style="list-style-type: none"> • Ability to communicate with supporters to ensure their opinions are known and heard • Ability to share supporter's views and aspirations with the Football Club Directors • Integrity and honesty • Confidentiality • Confidence • Be articulate • Strategic thinker • Media skills • An awareness of business management relating to the Football Club i.e. marketing, PR finances etc.

Responsible to	<ul style="list-style-type: none"> • The Trust board • The Trust membership • The Club board <p><i>You have to remember that you have two separate roles.</i></p> <p><i>When you are acting as a director of the Trust you have to act in the interests of the Trust and when you are acting as a director of the Club you have to act in the interests of the Club. Tricky questions are most likely to arise in your role as a director of the Club. The key point is that even though you have been appointed as a representative of the Trust you still have an absolute duty to act in the interests of the Club.</i></p>
Financial implications	<ul style="list-style-type: none"> • You need to be aware of your fiduciary duties <p><i>You cannot put your hand in the till or divert money or opportunities to yourself.</i></p> <p><i>The basic principle is that, because you are dealing with someone else's assets, you have to act in their interests rather than anyone else's (including, in particular, your own). Everything you do must be directed towards enabling the Trust or Club to carry on doing what it is set up to do under its constitution</i></p>
Time commitment	<ul style="list-style-type: none"> • Need for flexibility on timing and availability • The workload for this post and that of Trust Board member will require a significant time commitment
Nomination process	<p>To be eligible for nomination for the role of Trust-Nominated Director (TND) the candidate must:</p> <ul style="list-style-type: none"> • have been a member of the Trust Board for at least 1 (one) year. <p>or</p> <ul style="list-style-type: none"> • have been a member of the Trust for at least one year and his/her nomination be approved by a minimum of 75% of the Trust Board in a closed ballot. If elected, the candidate will become a member of the Trust Board • agree to carry out the responsibilities and activities outlined in the TND Remit. • not have been disqualified by a court from acting as a Company Director (unless he or she has been given leave (permission) to act by a court for a particular company). • not be an undischarged bankrupt (except with leave of the court). • supply a statement (of between 300 and 600 words) of why they believe they should be elected as TND.
Term of office	<p>To be decided by the Trust Board in conjunction with the Club Board.</p>