

2019/20 EFL GOVERNANCE REVIEW

REPORT TO EFL BOARD, 14.01.20

1. Executive Summary

This 2019/20 Governance Review is forward-looking. It does not serve as an inquiry into historic issues. Nor does it relate to the substance of regulations on particular topics, e.g., financial fair play, which Clubs are reviewing separately. Instead it relates to whether and how the EFL's decision-making processes in the area of governance can be improved, because a strong decision-making process leads to strong substantive decisions. As set out in the Terms of Reference, the intent of the review has been to provide an opportunity for the EFL Board, the Executive, the Clubs, and the EFL's other stakeholders to reflect on the EFL's current governance systems and structures, practices, policies and procedures, in order:

- to understand how well they are adapted to the organisational realities and ambitions of the EFL, and to what extent they may need to be updated to address issues that have arisen in practice and/or to reflect changes in the nature and scope of the EFL's operations;
- to ensure that they continue to meet the needs of the EFL and its Clubs; and
- where necessary, to strengthen and improve them in line with best practice in corporate and sports governance, so as to deliver the highest standards of integrity, legitimacy, transparency and accountability in the way rights and responsibilities are distributed and information flows across the EFL; strategic alignment and oversight; and efficient, effective and credible decision-making, implementation, and accountability.

The ultimate objective is to encourage a strong sense of ownership and engagement by the Clubs, and to enhance the EFL's ability to deliver what the Clubs need in respect of its competitions and all other aspects of its operations.

Now that the consultation phase is complete, with the benefit of input from many Clubs and from the EFL Board and Executive, and also from important external stakeholders - including the Premier League, The FA, the National League, the PFA, the FSA, and Sky - the Governance Working Group (**GWG**) and the review team from Bird & Bird (**B&B**) are pleased to present their recommendations to the EFL Board, which include:

- A. Strengthening Club ownership of the EFL, and in particular Club input into key decisions, in the following ways:
 - A.1 making approval of major revenue contracts a matter reserved for approval by a majority of Championship Clubs and a majority of all Clubs at a general meeting, with the Commercial Committee (including six Club representatives) to guide and support the EFL Executive in obtaining and assessing bids and negotiating terms, and to make recommendations to the EFL Board, which will decide when to bring terms to the Clubs for approval;
 - A.2 appointing up to three 'independent Club directors' to the EFL Board, sourced by a Nominations Committee and with demonstrated experience of Club matters, each of whom will be allocated to certain Clubs and will be contracted to spend at least 50% of his/her time communicating with those Clubs, so as to ensure that the EFL Board is aware of and takes the views of all Clubs into account in making decisions and that EFL Board decisions are clearly communicated and explained to all Clubs; and
 - A.3 strengthening the use of Committees and Working Groups to provide input and make recommendations to the EFL Board, ensuring that Club representatives with

appropriate experience and expertise are represented so that the EFL Board and the EFL Executive get the benefit of Club input.

- B. Confirming the creation of a joint PL-EFL body to determine common matters of interpretation and enforcement of the Profit & Sustainability Rules, and looking to identify other areas where the EFL can develop a common or at least a co-ordinated approach to regulation on issues of common interest with the Premier League, The FA, and/or the National League. This should be alongside a more formal and structured programme of engagement with all of the EFL's external stakeholders.

The GWG/B&B are split on one point:

- A majority of the GWG recommends keeping at least three of the six current EFL Board members who are also directors of Clubs (the 'non-independent Club directors') on the EFL Board, alongside the new independent Club directors, to ensure that Clubs continue to feel 'ownership' of the EFL and that the EFL Board continues to benefit directly from the input and experience of Clubs on issues that may be outside the experience of the independent directors. On this approach, the current weighted voting structure on the Board (equivalent to Championship 3 votes/League One 2 votes/League Two 1 vote/independents 4 votes) would also be retained.
- B&B and a minority on the GWG recommend instead replacing the six non-independent Club directors with the three new independent Club directors, in order to remove entirely the fundamental conflict that the non-independent Club directors are under (as directors of the EFL and also directors of individual Clubs). The minority consider that Clubs would not thereby be disenfranchised, and their input to Board decisions would not be lost, because of the other recommendations noted above relating to major contracts and committees/working groups, and in particular because their representation and influence on the EFL Board would not be diluted but rather strengthened (because the independent Club directors would be responsible for ascertaining their view and communicating them to the Board, and (crucially) would have the time to do that job). If Clubs are not happy with the performance of 'their' independent Club director, they can remove him or her by simple majority. On this approach, there would no longer be any weighted voting on the Board, because (a) it is not necessary (Clubs have weighted voting on reserved matters, including major revenue contracts); and (b) it is part of the conflict that needs to be removed.

2 Background to the Governance Review

The EFL was established in 1888. It is the oldest league competition in the world, and it is today the largest single body of professional clubs in Europe. It is a unique sporting property that embodies the diverse heritage, pride and passion of the communities that its Clubs represent.

The key objectives of the EFL include:

- to be a governing body for Clubs and to represent and further the interests of the game, the League, and Clubs;
- to regulate the activities of Clubs and their respective officers, employees, registered players and agents; and
- to organise the League competition for Clubs, and annual cup competitions.

Therefore, the EFL acts as both a competition organiser and a regulator. It fulfils these roles in an ever more complex, demanding and scrutinised commercial, regulatory and media environment, while at the same time having to serve and accommodate the needs of all of its Clubs and each of its three Divisions - all of which may from time to time have competing interests. In that context, to maintain the confidence of all of its stakeholders and of the public, the EFL requires governance

structures that enable it to make decisions that take proper account of all legitimate interests in a fair, consistent, robust and effective manner, while avoiding even the appearance of conflict.

3. Conduct of the Governance Review

The Review Team and the Governance Working Group

Jonathan Taylor QC, head of Bird & Bird LLP's Sports Group, is leading the Governance Review on behalf of the EFL Board, with the assistance of a team of specialist sports lawyers, consisting of Richard Bush, Lewis Calder and Georgie Twigg MBE (the **Review Team**).

The Review Team reports to and takes instructions from a working group consisting of Debbie Jevans CBE and Simon Bazalgette, the independent directors in the EFL Board, and three Divisional representatives, being Nick Randall QC (Nottingham Forest, Championship), Mark Palios (Tranmere Rovers, League One), and Colin Garlick (Port Vale, League Two) (the **Governance Working Group**).

Phases of the Governance Review

The Governance Review is structured over four phases, as follows:

- (i) **Consultation.** An extensive consultation phase has been completed, in which the views of Clubs and other stakeholders in respect of the EFL's governance have been obtained (see further below).
- (ii) **Reporting.** We are now in the reporting phase, in which this report is provided to the EFL Board detailing the findings and recommended changes to the current EFL governance arrangements to meet the objectives of the Governance Review. A final version of the report will then be presented to Clubs at the all Club meeting in February 2020, at which Clubs will be provided with a further opportunity for review and discussion, which may lead to further refinement and improvement of the recommendations.
- (iii) **Amendments.** A third phase will involve presenting draft proposals to amend the Articles of Association and Regulations to Clubs at an all Club meeting in mid-April 2020.
- (iv) **Approval.** In the final phase, the amendments and supporting documents that are required to implement those recommendations will be presented to the Clubs for approval at the 2020 AGM.

Consultation

The recommendations in this report are all informed by and in many cases have been specifically prompted by the learnings and feedback gleaned in an extensive consultation exercise, involving the following steps:

- (i) Consultation began in earnest with a presentation to Clubs at the 2019 AGM, which was followed by break-out sessions (six groups of twelve Clubs each) at which feedback was sought on a number of pre-identified governance issues. The sessions were facilitated by members of the Review Team and Governance Working Group, and the key points arising from the sessions were then presented in summary form to all Clubs.
- (ii) In light of the feedback obtained from Clubs at the 2019 AGM, the Governance Working Group determined that further Divisional meetings should be scheduled, which took place at St Andrews on 15 August 2019. These meetings were again facilitated by

members of the Review Team and Governance Working Group, in order to discuss Club feedback in more depth and to identify any further issues.

- (iii) Following the August Divisional meetings, a discussion paper addressing the key issues was produced and distributed to all Clubs. The purpose of this document was to inform further discussion and feedback at an all Club meeting, which took place on 28 November 2019, again in Birmingham (this time at the Hilton Metropole).
- (iv) At all times, Clubs have also been able to contact the Review Team directly by way of dedicated email address (eflgovrev@twobirds.com).
- (v) Alongside the above consultation with Clubs, in order to ensure the fullest possible view is obtained, the Review Team has also met and discussed the EFL's current governance arrangements with current and former members of the EFL Board, senior members of the EFL's Executive, and a number of external stakeholders, including the Premier League, The FA, the National League, the PFA, the FSA, and Sky.

4. Summary of Key Recommendations

ISSUE ONE: MATTERS RESERVED FOR CLUBS TO DECIDE UPON	
Current position	<p>Currently the following matters are reserved to the Clubs to decide:</p> <ul style="list-style-type: none"> (i) increase in number of member clubs beyond 72, which requires the support of 90% of Clubs; (ii) changes to Articles of Association (including the formula for divisional allocation of central revenues that is set out at Article 39), which require the support of 75% of Clubs; (iii) changes to Regulations, which require the support of (a) a simple majority of Clubs; <u>and</u> (b) a simple majority of Championship Clubs; and (iv) adoption of financial fair play (FFP) regulations, which requires Board approval of the FFP regulations proposed by a Division and then the support of 75% of the Clubs from that Division (in the event that the Board does not approve the proposed FFP regulations, the Division may submit its proposals to the League in general meeting, where the proposals require 75% of the Clubs from that Division and a simple majority of all Clubs). <p>Approval of any contract relating to television rights and any other commercial contract that represents more than 25% of the projected income of EFL over the period of the contract (Major Contracts) is <u>not</u> currently a reserved matter. Instead, Major Contracts must be approved by the Commercial Committee (on which currently there are 3 Championship Club representatives, 1 League One Club representative, 1 League Two Club representative, and the CEO) before it can be considered by the EFL Board.¹</p>

¹ Under the current Regulations, there could be a deadlock in the Commercial Committee, meaning that a Major Contract could be prevented from being presented to the EFL Board.

	<p>The EFL Board could still reject a Major Contract approved by the Commercial Committee if the EFL Board considers it is not in the best interests of the EFL and the Clubs as a whole. If the EFL Board approves the Major Contract, it can be signed. There is no Club vote on it.</p>
<p>What are the issues?</p>	<p>Generally speaking, Clubs do not want to be involved in the running of the EFL and its competitions; rather, they want to leave that task to the EFL Board and Executive (subject to addressing the points raised below). However, the Clubs agree that certain 'core' matters need to be reserved to the Clubs to decide for themselves. They are happy with the matters on the current list of reserved matters. The question is whether approval of Major Contracts should be added to that list.</p>
<p>GWG/B&B recommendation no.1 (reserved matters)</p>	<p>The entry into Major Contracts should be made a reserved matter, to be approved by a majority of Championship Clubs and a majority of all Clubs in general meeting. The process should be as follows:</p> <ul style="list-style-type: none"> • No change suggested to current weighted representation on Commercial Committee (ie to remain as 3 Championship Club representatives, 1 League One Club representative, 1 League Two Club representative, and the CEO), but the Club representatives on the Commercial Committee should be commercial directors or others with relevant experience/expertise. • Commercial Committee has recommendatory powers only, no right of veto, and therefore deadlock is no longer such an issue. Mandate of Commercial Committee is to make non-binding recommendations to the EFL Board on the key issues, as noted below. Committee members to receive all key documents, but to be bound by strict confidentiality, in order to avoid harmful leaks. • First, Commercial Committee makes recommendation to EFL Board as to approach to market (ie the rights and packages to put out to tender). EFL Board to approve approach to market (if there are contentious issues, it could call a Club meeting to seek approval at this stage). • Thereafter EFL Executive (with support of external experts, as necessary) to handle tender. Commercial Committee to assess bids and make recommendations to EFL Board as to which to accept. • EFL Board to decide on successful bidder(s) and instruct Executive to negotiate terms with successful bidder(s), with Commercial Committee to provide advice and support as necessary to Executive in this process. • Executive to report to Commercial Committee on outcome of negotiations, with that outcome then reported to the Board, along with any recommendation from Commercial Committee. • Once Board is ready to recommend Major Contract to Clubs, a Club meeting will be called for Clubs to vote on proposal. Major Contract

	may only be signed if supported by (a) a majority of Championship Clubs, <u>and</u> (b) a majority of all Clubs. ²
GWG/B&B recommendation no.2 (weighted voting on reserved matters)	<p>There is a body of opinion (shared by some GWG members) that divisional FFP rules should have to be approved not just by 75% of the Clubs in the division affected, but <u>also</u> by a majority of all Clubs, to emphasise the fact that the EFL is a collective, and that any Club could be promoted/relegated into any division.</p> <p>However, that is not supported by the Championship Clubs, who do not think League One and League Two Clubs should have a say on the Profit & Sustainability Rules. And in any event the Premier League has made solidarity payments conditional upon the EFL adopting and applying the Profit & Sustainability Rules for the Championship. Therefore in reality it is the Premier League that decides the Championship FFP rules. Therefore, a majority of the GWG does not recommend any change on this point.</p> <p>On the other hand, 75% of all Clubs in the division seems too high a requirement for changes to that division's FFP rules. It is recommended (again by the majority on the GWG) to change this to a bare majority.</p>
ISSUE TWO: THE COMPOSITION, ROLE, AND EFFECTIVENESS OF THE EFL BOARD	
Current position	<p>When fully constituted, under the current Articles the EFL Board comprises ten directors, each with one vote: (i) an independent Chairman, (ii) two independent non-executive Directors, (iii) the Chief Executive, (iv) three Club Directors representing the Championship; (v) two Club Directors representing League One; and (vi) one Club Director representing League Two (so effectively weighted voting).</p> <p>The Club Directors (who must each be directors of their respective clubs, and are therefore not independent – the 'non-independent Club directors') are chosen by the Clubs in their respective divisions, whereas the independent Directors (including the Chair) are nominated by the Board, subject to ratification by Clubs at the next AGM.</p> <p>By way of comparison, the Premier League Board currently comprises three entirely independent directors.</p>
What is the issue?	The EFL Board has authority to decide all EFL matters that are not expressly reserved to Clubs. Currently the EFL acts not only as the organiser and promoter of its competitions but also as the regulator, policing and enforcing the various rules and regulations. Therefore the EFL Board's remit includes overseeing and making policy decisions on the Executive's enforcement of Regulations, including the bringing of actions against Clubs

² Given that the formula for distribution of broadcasting revenues is in the Articles of Association and therefore cannot be changed without the support of 75% of Clubs, there is an argument that the support of a majority of Championship Clubs should be sufficient for a Major Contract to be approved, and that other Clubs should not have a vote (or should not have a vote unless signing the contract would mean they receive less revenue than they did in the previous cycle). However, for sake of preserving solidarity, the recommendation is that all Clubs get a vote on Major Contracts, albeit with voting weighted in favour of Championship Clubs.

	<p>for breach of the Regulations.</p> <p>The Clubs and wider stakeholders need to have confidence that the EFL Board is not only competent but also not conflicted when it deals with such issues, so that it will decide (and will be seen as deciding) such matters fairly, consistently, and by balancing properly the various competing interests.</p> <p>Such confidence is very difficult to obtain when the majority of the Board are directors of individual Clubs. Such Club Directors bring immense knowledge and experience to the EFL Board. However:</p> <ul style="list-style-type: none"> - The important role that the Board plays in supervising the Executive's enforcement of Regulations -- including in making policy decisions about enforcement generally as well as specific decisions about bringing actions against Clubs for breach of the Regulations -- makes the presence of non-independent Club directors on the board highly problematic (to say the least). The perception that the Clubs are regulating themselves goes against the clear trend in sports governance for integrity-related decisions to be made by fully independent bodies.³ - More specifically, the non-independent Club directors by definition have an unavoidable conflict of interest. As directors of their respective Clubs, they owe fiduciary duties to those Clubs that may directly conflict with the fiduciary duties they owe as EFL directors to act in the best interest of the EFL and all its members, placing them in an impossible situation. Specific conflicts can be addressed in part by a non-independent Club director recusing himself when an issue involving his Club or that directly impacts his Club is being discussed by the Board. However, (a) this means his division loses its/one of its representatives on the Board for that discussion; and (b) the potential and perceived conflicts extend well beyond these cases of very direct actual conflict.⁴ We have learned during the consultation exercise that this conflict means at times the Executive can feel unable to provide full information to the EFL Board on an issue it has to decide, because of a concern that that information could be exploited by one or more of the Clubs represented on the EFL Board. This is a very significant practical problem. Furthermore, other Clubs could become concerned that a non-independent Club director may be pushing the interests of his own Club rather than
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³ See for example the creation of the Athletics Integrity Unit, the Tennis Integrity Unit, and the Biathlon Integrity Unit to take integrity-related decisions in those sports (in place of the governing boards of those sports), and the creation of the International Testing Agency to take over the anti-doping function for many international federations. This is also the main reason why the Premier League has always insisted there cannot be any club representatives on its board.

⁴ One example would be if the EFL Board is considering whether to penalise or withdraw membership of a rival Club. Another would be if the Executive wishes the EFL Board to provide some direction in relation to (for example) the application of the Profit & Sustainability Rules (such as the approach to take to determining the fair market value of a Club's stadium). The interests of the Club Director's club on that issue may differ from the interests of the EFL and its members as a whole.

	<p>the interests of the Division as a whole. That may not be the reality, but perception is just as important here.</p> <ul style="list-style-type: none"> - More prosaically, to discharge one's duties properly as an EFL director is a <u>very</u> time-consuming job. Current and previous EFL directors who are also directors of Clubs agree that it is impossible for them to devote sufficient time to their EFL role, given their responsibilities to their Clubs. Certainly there is not enough time, on top of that, to visit other Clubs to gather views for or to provide feedback after EFL Board meetings. - Finally, the non-independent Club directors are chosen by the Clubs in their division. They are not selected with a view to filling in gaps in skill-sets on the EFL Board.⁵ In addition, they have to change if their Clubs are promoted or relegated, leading to inconsistency and loss of institutional knowledge. <p>There is therefore strong support among Clubs, and unanimous support within the GWG and B&B, for more independent directors on the EFL Board, bringing different skills and diversity, notwithstanding that there will be an additional cost to the EFL.</p>
<p>GWG majority recommendation no. 3 (additional independent directors)</p>	<p>On the other hand, acknowledging the strong desire of many Clubs to retain a sense of 'ownership' by having directors on the EFL Board who are also directors of member Clubs, and recognising the benefit to the EFL Board from having direct Club knowledge and insight, the recommendation of a majority of the GWG⁶ is to:</p>

⁵ There is currently no process in place to evaluate the collective skills of the Board. A matrix should be developed of the skills required to deliver the EFL's strategy, and the need to cover that skills matrix should be reflected in the process of appointing Board members.

⁶ One member of the GWG (Nick Randall QC) and B&B acknowledge the majority view, but do not support this recommendation. They recommend instead that the three new independent Club directors replace all six non-independent Club directors, so that the conflict/potential conflict is completely removed. They consider that Clubs should not thereby feel disenfranchised, and the EFL Board would not lose out on Club input, because if the above recommendations are approved: (a) Clubs would control approval of Major Contracts (as well as all other reserved matters); (b) Clubs would be able to feed into changes to Regulations and major policy issues through representation on Board committees and working groups (see Recommendation 9, below); and (c) Club representation and influence on the EFL Board would not be diluted but rather strengthened, because the independent Club directors would be responsible for ascertaining their views and communicating them to the Board, and (crucially) would have the time to do that job. In addition, (d) if Clubs are not happy with the performance of 'their' independent Club director, they can remove him or her by simple majority.

Under this proposal, the composition of the EFL Board would be seven directors, each with one vote: (i) an independent Chairman, (ii) two independent non-executive directors, (iii) the Chief Executive, and (iv) three further 'independent Club directors', each assigned to one Division (or other group of Clubs). There would no longer be any weighted voting on the EFL Board in favour of any Division, but that should not be of concern to Championship Clubs or League One Clubs, because (a) the key decisions are reserved to them anyway; and (b) on the various issues that come before the EFL Board (particularly the regulatory issues), there should be no need for weighted voting in favour of any particular Division, and having such weighted voting would suggest that those votes are always to be deployed in favour of that Division's interests, when in fact the director's fiduciary duty is to vote in the best interests of the EFL and its member clubs as a whole.

	<ul style="list-style-type: none"> - retain three non-independent Club directors on the EFL Board, one for each Division, each being a director of one of the Clubs in that Division who is chosen by all of the Clubs in the Division (ie, same as now), while formalising and strengthening the conflict of interest policy in respect of such non-independent Club directors; - replace the other three non-independent Club directors with three suitably qualified 'independent Club directors' (identified by a Nominations Committee) who are knowledgeable about the football industry and the business of running football clubs, but are not employed by or associated with any particular Club (candidates for appointment to these new roles can be chosen to fill gaps in the skills, experience, and/or diversity offered by the other EFL directors - see footnote 5); - maintain the current weighting of votes on the EFL Board, as between (i) the Divisions (Championship (3)/League One (2)/League Two (1)), and (ii) the independent and non-independent directors on the EFL Board; - the new independent directors would be contracted to act as independent EFL directors, with the normal fiduciary responsibility to make decisions in the best interests of the EFL and its members, but each would have specific responsibilities to: (a) visit/engage with Clubs allocated to him/her,⁷ in order to understand their concerns and get their views on particular issues; (b) ensure at EFL Board meetings that those concerns and views are properly identified and weighed in the EFL Board's deliberations; and (c) report back to the Clubs on EFL Board decisions, in order to ensure transparency and promote accountability.
<p>GWG/B&B recommendation nos. 4 and 5</p>	<p>The EFL Board should formally evaluate its own performance annually, with an external evaluation process taking place every three years, and formal plans agreed for any corrective actions resulting from the evaluations. (There is a current annual evaluation but it is internal only and is not published).</p> <p>There should also be a formal 'on-boarding' process for newly appointed directors, including a detailed job/role description that clearly sets out the expectations placed upon them, and their legal rights and duties.</p>
<p>ISSUE THREE: THE RELATIONSHIP AND DIVISION OF DECISION-MAKING POWERS BETWEEN THE EFL BOARD AND THE EFL EXECUTIVE</p>	
<p>Current position</p>	<p>The EFL Board cannot be responsible for the day-to-day running of the EFL and its competitions. Instead, that is the job of the EFL Executive.</p>

⁷ Each could be allocated to a particular Division. However, one alternative for consideration is that the new independent Club directors act on a regional and cross-divisional basis rather than on a purely divisional basis, ie they are responsible for communicating with and representing at EFL Board meetings the views not of Clubs in a particular division but rather Clubs from a particular region (eg, North, Midlands, London, South).

<p>What is the issue?</p>	<p>There is currently a lack of published policies and procedures regarding delegation of responsibilities between the EFL Board and the EFL Executive, leading to confusion among Clubs as to which decisions are made by the EFL Executive and when a decision is for the EFL Board to make.</p> <p>Concerns have also been expressed about whether the EFL Board receives information in a digestible form that enables it to exercise adequate oversight and supervision over the EFL Executive.</p> <p>The precise division of decision-making responsibilities between the Board and the Executive must be clear and understood by all, as must the reporting relationship, so that Clubs can have confidence that the EFL Executive has sufficient space to perform its operational role, but at the same time the EFL Board is providing appropriate direction and has the information it needs to exercise appropriate oversight and control.</p>
<p>GWG/B&B recommendations 6, 7 & 8</p>	<p>The EFL Board should put together a document, for the Clubs to review and ratify, that sets out clearly the division of responsibilities between the EFL Board and the EFL Executive. It can be based on internal EFL policies already in place.</p> <p>Reporting procedures should be refined so that EFL directors are given clear briefing papers that summarise the relevant facts, identify the issues, and present clearly the different options for decision, along with any recommendation from the Executive. Information overload should be avoided.</p> <p>As the EFL's regulatory role evolves (see below), the EFL Board must ensure the Executive is properly resourced so that it can enforce the EFL rules and regulations robustly, fairly and consistently. This will mean providing more resources for the Legal and Finance departments.</p>
<p>ISSUE FOUR: COMMITTEES/WORKING GROUPS</p>	
<p>Current position</p>	<p>Under the EFL Articles of Association, the EFL Board may delegate any of its powers or authority to committees. Currently, there are four committees of the EFL Board:</p> <ul style="list-style-type: none"> (i) The Audit Committee assists the EFL Board in ensuring compliance with the EFL's financial reporting requirements and internal controls. (ii) The Remuneration Committee assists the EFL Board in determining the policy for remuneration of the CEO and other key Executives. (iii) The Commercial Committee assists the EFL Board in relation to Major Contracts (see above). (iv) The Regulations Committee assists the EFL Board in making recommendations to Clubs for changes to the EFL Regulations.
<p>What is the issue?</p>	<p>There is currently a wide lack of understanding and clarity about the role, purpose and functioning of these committees, and Clubs do not feel engaged in their work.</p> <p>Furthermore, the EFL Board and the EFL Executive can be greatly assisted in</p>

	<p>their work by getting the input of Club directors/officers/employees with relevant experience and expertise on particular subjects, but this is not happening currently, at least not as well as it should.</p>
<p>GWG/B&B recommendation no. 9</p>	<p>With the support of the Executive, the Board should review the remit of each of the existing Committees and ensure their terms of reference are published and clearly set out their composition requirements, their remit and responsibilities, reporting requirements etc.</p> <p>The Committees should have appropriate people on them with the correct skills. They do not necessarily have to be EFL Board members. Where appropriate, Clubs should be given a right to nominate individuals for appointment to different committees, so that the EFL benefits from the expertise that Club officers, directors and senior staff can offer. In particular, Club lawyers should be encouraged to sit on the Regulations Committee, in order to provide input on potential changes to the EFL Regulations. However, there should also be room for independent persons with appropriate skills.</p> <p>Further committees could be established as and when necessary, either on an <i>ad hoc</i> or a standing basis. In particular, recruitment of EFL directors and senior Executive staff should be conducted using a formal, rigorous, skills-based and transparent procedure. To ensure this, an <i>ad hoc</i> Nominations Committee of suitably qualified persons should be established to identify and vet candidates for appointment to the Board and senior Executive positions, as well as Committee positions.</p> <p>To help ensure that the Clubs are appropriately involved, represented and heard in the governance structure, and so that the EFL gets the benefit of their experience and expertise, the EFL should continue its practice of creating Working Groups on particular issues, composed in particular of representatives of different Clubs with particular experience of the issues. The EFL has adopted this approach on recent issues such as discrimination, Brexit, FIFA Transfer Reforms, and Financial Sustainability. One further possible example would be a Legal Working Group made up of selected Club in-house counsel, to consider legal issues of concern to all Clubs (e.g., data protection/consumer laws). Once again, the terms of reference, composition, remit and responsibilities and reporting requirements should be transparent and made public.</p> <p>The EFL Board should ratify all appointments to Committees and Working Groups.</p> <p>In the longer term, the EFL should also consider seconding members of its staff to Clubs for short periods, in order to give them direct exposure to the issues that Clubs have to face.</p>
<p>ISSUE FIVE: IMPROVING TRANSPARENCY AND COMMUNICATION</p>	
<p>Current position</p>	<p>The EFL communicates to Clubs in various ways, including via its portal, email, letter, in person at Club meetings, and at the annual conference and general meeting.</p>

<p>What is the issue?</p>	<p>For Clubs to feel engaged in and have confidence in EFL decisions, there must be strong communication and effective engagement, delivering transparency and accountability. However, currently the medium used and the frequency of communication varies, and many Clubs consider that decisions and the rationale for them are not always adequately communicated. In addition, there are no formal means for Clubs to communicate back to the EFL Executive and/or EFL Board. There is a common view that communication can and should be improved, and would greatly assist in building trust and confidence.</p>
<p>GWG/B&B recommendation no. 10</p>	<p>As a matter of general policy, the presumption should be in favour of transparency on all matters, with non-disclosure permitted only in clear cases of commercial confidentiality or otherwise where disclosure would be prejudicial to the interests of the EFL and/or the Clubs.</p> <p>Summary reports of the key points discussed and decisions made at meetings of the EFL Board and of Committees and Working Groups should be published on (and easily located on) the official EFL website.</p> <p>All EFL policies, guidance notes, and terms of reference should be published on (and easily located on) the official EFL website.</p> <p>The current process for changing EFL regulations is supported by the Clubs, although some Clubs feel they need to be given more information prior to the vote in order to be fully informed. This may be assisted by strengthening the work of the Regulations Committee and related Working Groups on particular regulatory issues (see above).</p> <p>The appointment of new independent directors, allocated one each to each of the three divisions, part of whose job is to visit Clubs and communicate EFL Board decisions to them (see above), should also assist in strengthening communication, transparency and trust between the EFL and Clubs.</p> <p>There is also strong support for continuing regular all-Club one day meetings, starting with divisional meetings, followed by cross-divisional meetings, before ending with all Clubs together. These should be in the boardroom format rather than the theatre format.</p> <p>There is also support for (at least occasionally) holding cross-divisional meetings on a regional basis, to decrease travel time and burden. Consideration should be given as to whether such meetings should include strategic as well as operational matters.</p> <p>For the key meetings, Clubs should be encouraged/required to send senior representatives who have the standing and authority to communicate on behalf of the Club on key issues (eg Chairman, CEO).</p> <p>Beyond that, Clubs would like to continue to receive regular communications from the EFL, but of the essential information only, and (where a response is required) in sufficient time so that they can consider and respond within the suggested deadline.</p>

ISSUE SIX: INTERACTION WITH EXTERNAL STAKEHOLDERS

<p>Current position</p>	<p>The EFL often has to regulate issues that have impact on clubs beyond its own membership/are also of concern to other football regulators (e.g., The FA, the Premier League, the National League). The EFL also interacts with various other external stakeholders who are impacted by/seek to impact the EFL's activities, such as the PFA and the Football Supporters Association (FSA). As such, it is an important and central part of the regulation of football in England, meaning its relationship with its external stakeholders is important for its Member Clubs but also for the wider game.</p>
<p>What is the issue?</p>	<p>There is a concern about the pressure that the EFL's dual role of organiser/promoter and regulator puts on its relationship with Clubs, as well as the perceived conflict between those roles.</p> <p>There is also a concern that issues that impact on other leagues/wider football should be addressed in close consultation and coordination with, not in isolation from, the other relevant football regulators and other external stakeholders.</p> <p>In particular (but just one of several examples), currently the Premier League and EFL interpret and apply the Profit & Sustainability Rules separately (and therefore potentially differently), leading to potential issues where one of them may not wish to recognise and enforce sanctions imposed by the other on a Club that has since been promoted or relegated.</p>
<p>GWG/B&B recommendation nos. 11 and 12</p>	<p>There needs to be better harmonisation between the EFL and the Premier League in the interpretation and enforcement of common rules and regulations. For example, we understand it is proposed to have a joint PL-EFL body to agree on a common approach on the interpretation and application of the Profit & Sustainability Rules and to bring enforcement proceedings before one tribunal, with any sanctions issued by that tribunal to apply whichever league the Club involved happens to be in at the time.</p> <p>This looks like a significant improvement on the current approach. However we think this model of greater consultation and coordination between the different regulatory bodies should be applied much more generally. The EFL should have early warning and opportunity to input into changes being considered by other regulators that would affect the EFL and its clubs, and <i>vice versa</i>.</p> <p>In particular, we recommend that the EFL seeks to identify other fundamental issues of common interest where the EFL should consider (with the PL and/or The FA and/or others) how to develop a common/coordinated approach.⁸ Possible examples include the owners'</p>

⁸ We acknowledge that there is currently in place an arrangement whereby The FA could step in, as a last resort, if it considers that the EFL has taken an irrational decision, by seeking to have that decision overturned by an arbitral tribunal. However, that is a reactive power and a 'nuclear option' that is therefore unlikely to have a practical real life effect, save in the most extreme of circumstances. We therefore think that developing a more proactive and collaborative dialogue with The FA on key issues of mutual importance will be mutually beneficial to both parties and to wider stakeholders.

	<p>and directors' test, changes in Club names, movement of grounds, and changes of control. It is acknowledged that there is already a reasonable degree of coordination in the areas of youth development and player movement, which should be strengthened and expanded into the other areas.</p> <p>The same applies in relation to the EFL's interaction with the National League, where there should be communication and coordination on issues of common interest (e.g., promotion and relegation, artificial pitches, player movement).</p> <p>We also think there should be one system of arbitration of disputes in professional football, not the current three separate systems (PL, EFL, and The FA).</p> <p>In terms of relations with the PFA and FSA, the current protocols of regular meetings and communication should be formalised and fully embraced at all levels of the EFL, so that interaction and mutually beneficial interaction become embedded in both parties' operations. The chair of the EFL Board should attend at least one meeting per annum with each organisation.</p>
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GWG/B&B, 14 January 2020



2019/20 EFL GOVERNANCE REVIEW

BOARD RESPONSE

ISSUE ONE: MATTERS RESERVED FOR CLUBS TO DECIDE UPON	BOARD RESPONSE
<p>GWG/B&B recommendation no.1 (reserved matters)</p> <p>The entry into Major Contracts should be made a reserved matter, to be approved by a majority of Championship Clubs and a majority of all Clubs in general meeting. The process should be as follows:</p> <ul style="list-style-type: none"> • No change suggested to current weighted representation on Commercial Committee (i.e. to remain as 3 Championship Club representatives, 1 League One Club representative, 1 League Two Club representative, and the CEO), but the Club representatives on the Commercial Committee should be commercial directors or others with relevant experience/expertise. • Commercial Committee has recommendatory powers only, no right of veto, and therefore deadlock is no longer such an issue. Mandate of Commercial Committee is to make non-binding recommendations to the EFL Board on the key issues, as noted below. Committee members to receive all key documents, but to be bound by strict confidentiality, in order to avoid harmful leaks. • First, Commercial Committee makes recommendation to EFL Board as to approach to market (i.e. the rights and packages to put out to tender). EFL Board to approve approach to market (if there are contentious issues, it could call a Club meeting to seek approval at this stage). 	<ul style="list-style-type: none"> • Agreed. However, the Board would recommend that given the quantum levels associated with radio agreements, those agreements should not require Club approval in line with the wider recommendations. • Agreed. The regulation should clarify that there is no further co-opting, but the Committee can be advised / consult (subject to obligations of confidentiality). The Board also recommends: <ul style="list-style-type: none"> ○ Formal appointment letters for Commercial Committee members, to include express duties of confidentiality and clear expectations on duties (e.g. best interests of EFL as a whole) which should also be countersigned / acknowledged by their Club. The Board will adopt a similar approach. ○ Appointment by election by the division. ○ Term of appointment of 3 seasons subject promotion / relegation / removal. • Agreed however, the Board considers it is important to be clear about how Clubs will be involved, and the order of relevant approvals will be obtained. The Board proposed the following approach: <ul style="list-style-type: none"> (i) Executive present to the Board their initial recommendations as to approach to selling rights to the Board; (ii) The Board, if they agree, delegate the matter to the Commercial Committee for it to then work with the Executive to implement an agreed approach; (iii) Thereafter, the process works in line with the recommendation of Bird & Bird.

	<ul style="list-style-type: none"> • Thereafter EFL Executive (with support of external experts, as necessary) to handle tender. Commercial Committee to assess bids and make recommendations to EFL Board as to which to accept. • EFL Board to decide on successful bidder(s) and instruct Executive to negotiate terms with successful bidder(s), with Commercial Committee to provide advice and support as necessary to Executive in this process. • Executive to report to Commercial Committee on outcome of negotiations, with that outcome then reported to the Board, along with any recommendation from Commercial Committee. • Once Board is ready to recommend Major Contract to Clubs, a Club meeting will be called for Clubs to vote on proposal. Major Contract may only be signed if supported by (a) a majority of Championship Clubs, <u>and</u> (b) a majority of all Clubs. 	<ul style="list-style-type: none"> • Agreed, but the Board considers that Clubs should have a right of approval of the recommended offer at this stage i.e. at close of bids and move to standstill agreement and prior to the negotiation of the long form. • Agreed. • Agreed. • Agreed subject to the following points of clarification. <ul style="list-style-type: none"> ○ As highlighted above, the Board considers Clubs should have a role in approval at close of bidding / announcement, and then again at commitment to long form where there are changes that are material compared to what was advised at close of bidding stage and the Commercial Committee and/or Board consider that is a matter to be referred to Clubs. ○ Approval after conclusion of long form will be based on the existing 'rights summary document' to reflect the principles of existing Regulation 78.3 ("The League shall inform Clubs of the relevant terms of all such commercial contracts entered into by The League...").
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<p>GWG/B&B recommendation no.2 (weighted voting on reserved matters)</p>	<p>There is a body of opinion (shared by some GWG members) that divisional FFP rules should have to be approved not just by 75% of the Clubs in the division affected, but <u>also</u> by a majority of all Clubs, to emphasise the fact that the EFL is a collective, and that any Club could be promoted/relegated into any division.</p> <p>However, that is not supported by the Championship Clubs, who do not think League One and League Two Clubs should have a say on the Profit & Sustainability Rules. And in any event the Premier League has made solidarity payments conditional upon the EFL adopting and applying the Profit & Sustainability Rules for the Championship. Therefore in reality it is the Premier League that decides the Championship FFP rules. Therefore, a majority of the GWG does not recommend any change on this point.</p> <p>On the other hand, 75% of all Clubs in the division seems too high a requirement for changes to that division's FFP rules. It is recommended (again by the majority on the GWG) to change this to a bare majority.</p>	<p>The Board agrees with the recommendation to retain the status quo of the affected division voting on its own divisional FFP Rules. In accepting that recommendation the Board notes that if it has concerns about any particular proposal it already has the power to require the proposal to be referred to all Clubs (see Regulation 18.4), and would want to see that provision retained.</p> <p>The Board agree that the current threshold of 75% to implement change to any divisional FFP Rule is too high, but does not agree with the recommendation to move to a bare majority; the Board considers this is too low.</p> <p>As a consequence, the Board recommends a change to the Regulations to enable divisions FFP rules to be changed where a two thirds majority of the affected division approve.</p>
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ISSUE TWO: THE COMPOSITION, ROLE, AND EFFECTIVENESS OF THE EFL BOARD

<p>GWG majority recommendation no. 3 (additional independent directors)</p>	<p>Acknowledging the strong desire of many Clubs to retain a sense of 'ownership' by having directors on the EFL Board who are also directors of member Clubs, and recognising the benefit to the EFL Board from having direct Club knowledge and insight, the recommendation of a majority of the GWG is to:</p> <ul style="list-style-type: none"> • retain three non-independent Club directors on the EFL Board, one for each Division, each being a director of one of the Clubs in that Division who is chosen by all of the Clubs in the Division (i.e. same as now), while formalising and strengthening the conflict of interest policy in respect of such non-independent Club directors; • replace the other three non-independent Club directors with three suitably qualified 'independent Club directors' (identified by a 	<ul style="list-style-type: none"> • The Board does not agree the recommendation. <ul style="list-style-type: none"> ○ The analogy with the Premier League fails to recognise the fact that an independent Board of two reported to only 20 Clubs on a monthly basis. The Clubs were quasi directors of the Premier League. That is not possible with three divisions / 70+ Clubs. ○ Clubs have expressed the view they want to be represented on the Board. ○ Two Board members considered an additional alternate independent. However, another Board member questioned the ability for alternates to constructively contribute when parachuted in for ad-hoc meetings.
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	<p>Nominations Committee) who are knowledgeable about the football industry and the business of running football clubs, but are not employed by or associated with any particular Club (candidates for appointment to these new roles can be chosen to fill gaps in the skills, experience, and/or diversity offered by the other EFL director);</p> <ul style="list-style-type: none"> - maintain the current weighting of votes on the EFL Board, as between (i) the Divisions (Championship (3)/League One (2)/League Two (1)), and (ii) the independent and non-independent directors on the EFL Board; - the new independent directors would be contracted to act as independent EFL directors, with the normal fiduciary responsibility to make decisions in the best interests of the EFL and its members, but each would have specific responsibilities to: (a) visit/engage with Clubs allocated to him/her, in order to understand their concerns and get their views on particular issues; (b) ensure at EFL Board meetings that those concerns and views are properly identified and weighed in the EFL Board's deliberations; and (c) report back to the Clubs on EFL Board decisions, in order to ensure transparency and promote accountability. 	<ul style="list-style-type: none"> o Key is managing appropriately the time commitment of Board members through effective and transparent delegation. If that can be solved, would that satisfy Clubs? <p>As a consequence, the Board recommendation is to retain the existing board structure.</p>
<p>GWG/B&B recommandation nos. 4 and 5</p>	<ul style="list-style-type: none"> • The EFL Board should formally evaluate its own performance annually, with an external evaluation process taking place every three years, and formal plans agreed for any corrective actions resulting from the evaluations. (There is a current annual evaluation but it is internal only and is not published). • There should also be a formal 'on-boarding' process for newly appointed directors, including a detailed job/role description that clearly sets out the expectations placed upon them, and their legal rights and duties. 	<ul style="list-style-type: none"> • Agreed. • Agreed. Executive to develop proposals whilst 'on-boarding' new CEO.

ISSUE THREE: THE RELATIONSHIP AND DIVISION OF DECISION-MAKING POWERS BETWEEN THE EFL BOARD AND THE EFL EXECUTIVE

GWG/B&B recommendations 6, 7 & 8

- The EFL Board should put together a document, for the Clubs to review and ratify, that sets out clearly the division of responsibilities between the EFL Board and the EFL Executive. It can be based on internal EFL policies already in place.
- Reporting procedures should be refined so that EFL directors are given clear briefing papers that summarise the relevant facts, identify the issues, and present clearly the different options for decision, along with any recommendation from the Executive. Information overload should be avoided.
- As the EFL’s regulatory role evolves (see below), the EFL Board must ensure the Executive is properly resourced so that it can enforce the EFL rules and regulations robustly, fairly and consistently. This will mean providing more resources for the Legal and Finance departments.

- Agreed. A draft was attached to earlier consultation papers and will form the basis of the draft document. Any such document must not only deal with responsibilities, but also the decision making process that will be adopted so Clubs have transparency on that.
- Agreed. At its meeting on 7 February the Board agreed a revised approach to format of Board Papers to ensure that they are presented in a manner which will further enhance the process by which they can be reviewed in preparation for each meeting.
- Agreed.

ISSUE FOUR: COMMITTEES/WORKING GROUPS

GWG/B&B recommendation no. 9

- With the support of the Executive, the Board should review the remit of each of the existing Committees and ensure their terms of reference are published and clearly set out their composition requirements, their remit and responsibilities, reporting requirements etc.
- The Committees should have appropriate people on them with the correct skills. They do not necessarily have to be EFL Board members. Where appropriate, Clubs should be given a right to nominate individuals for appointment to different committees, so that the EFL benefits from the expertise that Club officers, directors and senior staff can offer. In particular, Club lawyers should be encouraged to sit on the Regulations Committee, in order to provide input on potential changes to the EFL Regulations.

- Agreed.
- Agreed. Draft ToR for a Regulations Committee, together with the current ToR for Audit and RemCo are attached at **Appendix II**.

	<p>However, there should also be room for independent persons with appropriate skills.</p> <ul style="list-style-type: none"> • Further committees could be established as and when necessary, either on an ad hoc or a standing basis. In particular, recruitment of EFL directors and senior Executive staff should be conducted using a formal, rigorous, skills-based and transparent procedure. To ensure this, an ad hoc Nominations Committee of suitably qualified persons should be established to identify and vet candidates for appointment to the Board and senior Executive positions, as well as Committee positions. • To help ensure that the Clubs are appropriately involved, represented and heard in the governance structure, and so that the EFL gets the benefit of their experience and expertise, the EFL should continue its practice of creating Working Groups on particular issues, composed in particular of representatives of different Clubs with particular experience of the issues. The EFL has adopted this approach on recent issues such as discrimination, Brexit, FIFA Transfer Reforms, and Financial Sustainability. • One further possible example would be a Legal Working Group made up of selected Club in-house counsel, to consider legal issues of concern to all Clubs (e.g., data protection/consumer laws). Once again, the terms of reference, composition, remit and responsibilities and reporting requirements should be transparent and made public. • The EFL Board should ratify all appointments to Committees and Working Groups. • In the longer term, the EFL should also consider seconding members of its staff to Clubs for short periods, in order to give them direct exposure to the issues that Clubs have to face. 	<ul style="list-style-type: none"> • The Board agrees a nominations committee should exist for Chair, INED and CEO roles, but not for other Executives. That should be for the Chair / CEO to manage. • Agreed, but not for every instance. By effective use of Club meetings in the current format we should be able to gather appropriate feedback on key issues. The EFL will, via discussion with Clubs, review facilities for Club meetings to help enable effective debate. • Agreed. See draft ToR for the Regulations Committee in the Governance and Legal Report. • Agreed, save that the Board has proposed that Club representatives on the Commercial Committee should be appointed by way of election. • To be considered, but the Board needs to be cognisant of resource requirements.
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ISSUE FIVE: IMPROVING TRANSPARENCY AND COMMUNICATION

GWG/B&B recommendation no. 10

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| <ul style="list-style-type: none"> • As a matter of general policy, the presumption should be in favour of transparency on all matters, with non-disclosure permitted only in clear cases of commercial confidentiality or otherwise where disclosure would be prejudicial to the interests of the EFL and/or the Clubs. • Summary reports of the key points discussed and decisions made at meetings of the EFL Board and of Committees and Working Groups should be published on (and easily located on) the official EFL website. • All EFL policies, guidance notes, and terms of reference should be published on (and easily located on) the official EFL website. • The current process for changing EFL regulations is supported by the Clubs, although some Clubs feel they need to be given more information prior to the vote in order to be fully informed. This may be assisted by strengthening the work of the Regulations Committee and related Working Groups on particular regulatory issues (see above). • The appointment of new independent directors, allocated one each to each of the three divisions, part of whose job is to visit Clubs and communicate EFL Board decisions to them (see above), should also assist in strengthening communication, transparency and trust between the EFL and Clubs. • There is also strong support for continuing regular all-Club one day meetings, starting with divisional meetings, followed by cross-divisional meetings, before ending with all Clubs together. These should be in the boardroom format rather than the theatre format. • There is also support for (at least occasionally) holding cross-divisional meetings on a regional basis, to decrease travel time and burden. Consideration should be given as to whether such meetings should include strategic as well as operational matters. | <ul style="list-style-type: none"> • Agreed. Clubs should be aware that commercial partners will be unlikely to agree to disclosure of long form agreements, and the current approach (in line with Regulation 78.3) of contract summaries will continue. • If by official EFL website we mean the Club Portal System then that is agreed. If the EFL needs to make public statements then these would be drafted specifically for www.efl.com. • Agreed. • Agreed. • Not agreed for reasons outlined above. • Agreed. • To be considered as part of a feedback exercise following Club meetings. |
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	<ul style="list-style-type: none"> • For the key meetings, Clubs should be encouraged/required to send senior representatives who have the standing and authority to communicate on behalf of the Club on key issues (e.g. Chairman, CEO). • Beyond that, Clubs would like to continue to receive regular communications from the EFL, but of the essential information only, and (where a response is required) in sufficient time so that they can consider and respond within the suggested deadline. 	<ul style="list-style-type: none"> • Agreed. • Agreed.
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ISSUE SIX: INTERACTION WITH EXTERNAL STAKEHOLDERS		
<p>GWG/B&B recommendation nos. 11 and 12</p>	<ul style="list-style-type: none"> • There needs to be better harmonisation between the EFL and the Premier League in the interpretation and enforcement of common rules and regulations. For example, we understand it is proposed to have a joint PL-EFL body to agree on a common approach on the interpretation and application of the Profit & Sustainability Rules and to bring enforcement proceedings before one tribunal, with any sanctions issued by that tribunal to apply whichever league the Club involved happens to be in at the time. <p>This looks like a significant improvement on the current approach. However we think this model of greater consultation and coordination between the different regulatory bodies should be applied much more generally. The EFL should have early warning and opportunity to input into changes being considered by other regulators that would affect the EFL and its clubs, and <i>vice versa</i>.</p> <ul style="list-style-type: none"> • In particular, we recommend that the EFL seeks to identify other fundamental issues of common interest where the EFL should consider (with the PL and/or The FA and/or others) how to develop a common/coordinated approach. Possible examples include the owners' and directors' test, changes in Club names, movement of grounds, and changes of control. It is acknowledged that there is already a reasonable degree of coordination in the areas of youth development and player movement, which should be strengthened and expanded into the other areas. 	<ul style="list-style-type: none"> • Noted, and subject to ongoing discussions. • Agreed.

	<ul style="list-style-type: none">• The same applies in relation to the EFL's interaction with the National League, where there should be communication and coordination on issues of common interest (e.g., promotion and relegation, artificial pitches, player movement).• We also think there should be one system of arbitration of disputes in professional football, not the current three separate systems (PL, EFL, and The FA). • In terms of relations with the PFA and FSA, the current protocols of regular meetings and communication should be formalised and fully embraced at all levels of the EFL, so that interaction and mutually beneficial interaction become embedded in both parties' operations. The chair of the EFL Board should attend at least one meeting per annum with each organisation.	<ul style="list-style-type: none">• Agreed. • It is recognised that this would be the ideal solution, but the challenge remains that each of the FA and PL have their own systems which fulfil their own requirements. The FA Rules are required pursuant to FIFA Statutes, and can cover disputes between participants that aren't members of the same league, and others e.g. intermediaries. This will require consultation with other stakeholders as to roles / responsibilities / transparency of decisions. <p>Similarly, the PL maintains its own arbitration rules for disputes between Clubs in membership of the Premier League, and PL Club / Manager disputes and is unlikely to relinquish that position.</p><p>However, it is important that there is transparency in terms of decisions made, so that the whole game is informed of key developments.</p><p>Finally, it is presumed this recommendation does not relate to disciplinary action relating to competition rules, which must remain a matter for the relevant competition.</p>• Agreed and this already takes place through the structured dialogue meetings (which were established following a Government appointed expert working group on supporter engagement). However, the EFL representation should be Chair <u>or</u> CEO.
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For and on behalf of the EFL Board
7 February 2020