



**Terms of Reference, Code of Conduct  
and Disciplinary Procedure  
2023/24**

## Milton Keynes Dons Official Supporters' Board Terms of Reference

### 1. Board

The Official Supporters' Board (the "Board") is a formally constituted Board appointed by Milton Keynes Dons Football Club (the "Club").

The Official Supporters' Board has been introduced because of increased fan consultation and engagement during the Pandemic. Moving forward the Club wishes to ensure an open and fair process for supporters and a level of fan interaction with its Board and Senior Leadership Team.

### 2. Purpose

To provide an open, honest, transparent and independent dialogue with the Club and its supporters on all off pitch Club issues and supporters' match day experience.

The Board will make note of any recommendations put forward by the Tracey Crouch Fan Lead Review of Football Governance, and, in consultation with the Club, consider their incorporation into these Terms of Reference.

The Supporters' Board will be the official channel for supporters to communicate with the Club, and will be able to make recommendations to the Club and its Board.

### 3. Membership

#### i) Supporter Membership

(a) The Board will consist of a maximum of twelve (12) supporter members, all of whom will be Milton Keynes Dons Football Club season ticket holders or members, selected either as the nominee of Supporters groups that are accredited by the club or via the nomination and application process. It is our intention that the Board will reflect the diversity of our supporter base.

(b) The accredited nominees will be from the following currently accredited supporters' groups

Milton Keynes Dons Supporters Association (2)

Dons Action (1)

(c) Applications for the remaining spaces from the wider fanbase will come from the following categories:

General Admission (3)

Club Red (2)

Hospitality

Disability

Under 21 (2)

The application process consists of fans applying via the Club website comprising a form containing their personal details and their reason(s) for applying. Alternatively, supporters can pick up a paper application form from the DoubleTree by Hilton Hotel or call 01908 622933 and a member of the Box Office team can process your application over the phone.

(d) The selection of successful applicants will be agreed by two current Supporters Board members, one member of accredited supporters' group and two members of club staff

(e) Successful applicants will be contacted via email following conclusion of the nomination and application process.

(f) If a successful applicant does not respond within fifteen (15) working days of the Club's contact informing them that they are a successful applicant, the Club reserves the right to withdraw their application from consideration.

(g) In consultation with the Club, the Supporters Board will review the Code of Conduct for Board Members every three years.

(h) Membership to the Board will be for three (3) seasons then the place on the Supporters Board will be open for election. The Supporters Board member can stand for re-election and will be subject to the same process as all other applicants as detailed in 3(d). A Supporters Board member can be in role for a maximum of 3 terms of office (nine years).

Both the Chair and Secretary's term of office are the unexpired term of their current appointment (i.e. 3 seasons) If either decides to stand down during their tenure then an election will take place with the current Supporters Board members have one vote each. If the Supporters Board wish to replace either of the holders of these roles a motion will be brought forward to hold an election.

(i) New members may be invited to join through the nomination and application process at the end of each season, or as required, depending on the number of members currently appointed on the Board. Final decision on any new members shall be at the Board's discretion.

(j) Membership of the Board is entirely voluntary, and no member of the Board will be paid for being a member of the Board.

## ii) Club Membership

(a) The Club will make the commitment for each event to be attended by at least two (2) members of the Executive Committee and relevant members of the Senior Leadership Team, including but not limited to:

Sales Director

Marketing Manager

Head of Communications

Director of Operations

Commercial Manager

Box Office Manager

Any other relevant Senior Leadership Team member

#### 4. Responsibilities

- (a) Members of the Board will make every effort to be present at all meetings, except for extenuating circumstances.
- (b) Members of the Board will be requested to propose items for the agenda for the meetings.
- (c) Members are required to present the views of all supporters and abide by the Board Code of Conduct.

#### 5. Governance

- (a) The meetings will be chaired by the elected Chair. There will be up a minimum of four (4) meetings scheduled throughout the year (July 1 - June 30), with the ability to run additional meetings if required.
- (b) Meeting minutes will be published online following the conclusion of every meeting and will be available for public consumption, although confidential information may be redacted from the minutes.
- (c) Each meeting will include a section for feedback from the Club on any action points arising from the previous meetings.
- (d) These Terms of Reference will be reviewed yearly by the Board and recommendations made for amendment if necessary.
- (e) Decisions will be based on a majority vote, with the Chair having the casting vote if there is a tie.
- (f) Board members will be asked to declare any conflicts of interest prior to each meeting.
- (g) The Club may from time to time, ask Board members to sign a Non-Disclosure Agreement covering certain items.

## **Code of Conduct**

This code sets out the standards of personal behaviour, and conduct expected of members, to serve on the Supporters' Board (SB) of Milton Keynes Dons Football Club (MKD). Failure to observe its stipulations shall be regarded as a breach of this code and may incur disciplinary action up to and including removal from their position under the provisions set out in the SB's do we have one of these?

The position of SB member carries with it a responsibility not only to fellow SB members, but also to stakeholders who the SB engage with. Additionally, SB members also bear a general duty of care that their actions and decisions should be in the best interests of the MKD fanbase.

### Duties and Responsibilities

These can be summarised as the duty:

to ensure all actions taken by the SB are lawful;

to ensure SB business is conducted in accordance with its Terms of Reference;

of good faith; and to take care.

### Obeying the Law

Members must ensure that any campaigns, meetings and any other activities upon which the SB may embark are lawful.

### Duty of Good Faith

SB members have a duty of good faith, which can be broadly summarised as:

truthfulness and honesty – this involves acting with complete truthfulness and honesty in any dealings with, or on behalf of, the SB;

treating as confidential information which comes to their knowledge concerning MKD's affairs, especially when so designated, and certain discussions within SB meetings, similarly designated; and acting at all times in the best interest of the MKD and its fanbase – this means ensuring that SB members never use their position to obtain a benefit or advantage for themselves, for other people or organisations.

### Duty to Take Care

The duty to take care includes:

reading papers before meetings, and coming to meetings properly prepared;

asking questions if further explanation or information is needed, and raising questions in appropriate manner when not satisfied with the answers given;

taking advice from independent advisors when that is needed in the best interests of the SB and MKD.

accept decisions made by the SB and MKD, even if they disagree with the outcome and voted against; not making public comment(s) criticising SB decisions, or act in such a way contrary to the spirit of the Terms of Reference – this shall be deemed a disciplinary offence; and doing their best – SB members should aim for the highest standards they can achieve. A member who does not give an appropriate level of commitment to the SB's affairs is failing in their duty.

## Standards of Behaviour

In all duties carried out within, and on behalf of, the SB, members are expected to show appropriate standards of behaviour. This is necessary to ensure the SB can function properly and that it can play its appropriate part in MKD's overall governance structures.

### SB members will observe the following general standards:

In their dealings with each other, the MKD fanbase and MKD employees, treating people politely, fairly and with respect in all forms of verbal and written communication (including social media);

In all dealings with each other and when representing the SB, refrain from using discriminatory language and behaviour, including upholding at all times the protected characteristics of others as set out in current Equalities legislation; and

### At SB meetings:

accepting the authority of the chair of any meeting; listening to the views of colleagues and Club employees with an open mind, seeking advice or clarification where needed, expressing their own views, and coming to their own decision on individual matters in good faith in what they believe to be in the best interests of the Club and MKD fanbase; not resorting to behaviour that could be considered to be discriminatory, offensive, aggressive or intimidating; and keeping to the agenda, raising other issues under 'any other business' according to agreed procedures, and not engaging in discussions during the meeting which are not relevant to the issues of the meeting.

Any Board member who is subject to a Football Ground banning order will be disqualified from membership.

Any Board member who is subject to an ABC will be suspended from the Board for the duration of the contract.

## Confidentiality

SB members will observe the following obligations of confidentiality:

They will not disclose any information outside the SB unless it is already in the public domain, or they are specifically authorised to do so;

They will not use any such information for personal advantage;

Unless so authorised, they will not pass information to any representative of the press or media, and will refer any press or media enquiries to the appropriate person; and

They will take proper care of any documents they receive as SB members and store them securely.

## Conflicts of Interest

SB members must disclose any pecuniary\* interest which they, their spouse or partner, close family member, or close friend or business associate holds in any:

business which is providing goods or services to MKD; and

public body or voluntary organisation with which MKD has or is likely to have any dealings.

Unless a prior decision is taken to the contrary, no SB member may take part in any discussion on a matter in which they have an interest.

#### Hospitality and Gifts

SB members should not solicit or accept hospitality, goods, services, gifts or any other benefit, that may compromise either their position or the SB, or may lead others to perceive that the integrity of the SB member has been compromised. An exception of this is in circumstances when working meals or refreshments are provided.

#### Breaches of Code and Disciplinary Policy

All SB members accept that they must comply with this Code if the SB is to be able to function properly and efficiently and do its job.

Where a SB member is alleged to be in breach of any element of this Code or the SB Terms of Reference, the process laid out in the SB Disciplinary Policy should be followed.

This Code of Conduct was approved by the Board at its meeting of Tuesday 7th February 2023

**Definition of pecuniary\*:** The term pecuniary refers to something paid or given in money, or a monetary interest in something. For example, a person who owns shares in a company is said to have a pecuniary interest in the company, because their investment, loss, and gains can be measured in pounds.

## **DISCIPLINARY PROCEDURE**

All members of the Supporters Board ('the Board') agree to be bound by the

### Code of Conduct of the Board

In the unlikely event that a board member breaches the terms of the code of conduct, then this policy exists to investigate and remedy the issue

### Raising a Potential Policy Breach

1 A potential Code of Conduct breach may come to light through a number of sources including, but not limited to:

- 1.1 Issue arising during the course of a meeting that cannot be resolved by immediate intervention of the Meeting Chair to the satisfaction of all parties;
- 1.2 Written Complaint from an individual (who may or may not be a fellow Board member)
- 1.3 Identified by an employee of MKD

### Investigation Process

1. Immediately on receipt of a complaint the Chair person is informed
2. Reported breaches should be addressed through the escalating stages detailed below until resolved in accordance with this procedure.

### Stage 1: Informal Investigation

3. Informal consideration of evidence, and discussion with directly affected persons, by a designated member of the Board. At this stage the matter can be resolved by;
  - 3.1 determining that there is no case to answer, or
  - 3.2 amicable resolution to the satisfaction of all parties
  - 3.3 The outcome should be notified to the Chair of the Board

If at this stage the issue remains unresolved then Stage 2 Formal Investigation will be started

### Stage 2: Formal Investigation

4. If the matter has not been resolved at Stage 1 and following a decision by the Chair that there may be a case to answer, the Chair will request a board member to act as the case manager and identify a suitable person to carry out a proportionate investigation into the issues to determine the facts of the case. The investigation will include terms of reference and talking with the board member in question.

The board member will at all times be entitled to have another person with them in all meetings although that person may not act as an advocate on behalf of the board member in question.



If the issue is considered to be serious enough then the board member will be suspended pending the outcome of the enquiry. This decision is made by the Case manager and reported to the Chair of the Board.

5. Should the member be suspended; they shall not be entitled to vote nor attend formal meetings of the Board for the period of suspension.

6. The case investigator will report their findings to the case manager who will make a decision about the next steps. The case manager could decide:

- that there is no case to answer and the case is closed
- That there has been a minor transgression that the case manager can deal with and they may impose an appropriate sanction such as an apology, an undertaking that the behaviour will not be repeated, corrective action or other appropriate sanction
- that there may have been a serious breach of the Code of Conduct that requires a hearing to be convened

7. In this circumstance, , a disciplinary committee of 3 board members , not to include the chair, will be formed from board members who are available in quick time to hear the issue.

If the chairperson is subject to the disciplinary procedure then an alternative chair will be elected on a temporary basis

8. The Disciplinary Committee shall meet as soon as is practicable after it is constituted and shall invite the member concerned to attend or submit their version of events and/or mitigating circumstances and will consider this information together with the report from the case investigator.

9. The Disciplinary Committee shall act honestly and equitably in assessing the facts of the disciplinary case before it.

10. If the member concerned fails to either attend or submit their version of events and/or mitigating circumstances the Disciplinary Committee can proceed and make such inferences as it sees fit from such non-attendance or non-submission.

11. If the case is upheld the Disciplinary Committee will determine an appropriate sanction.

The Sanctions available are

Mutually agreed resolution such as an acknowledgement or apology

- Written warning/reprimand
- Agreed corrective action by the accused member
- Suspension from elected position on the Board for a defined period
- Early termination of elected position on the Board

12. The Disciplinary Committee shall formally notify all parties and the Board of their conclusions alongside any sanctions to be imposed in writing.

### Stage 3: Appeal

13. Accused members have a right to appeal

14. Accused members will have 10 working days from formal written notification of the conclusion of Stage 2 process to indicate their wish to initiate the appeal process, in writing to the Board's Secretary.

15. The case will then be re-considered by a new panel of 3 members drawn from the Board that should include the Chair of the Board.

16. The panel will formally notify all parties and the Board of their conclusions

17. There is no further appeal or challenge process

#### Conduct of Investigations

18. At each stage the following rules and protocols will apply:

18.1 All relevant documents and materials should be made available in advance to all parties.

18.2 Cases may be conducted through written exchange of communication, but the respondent has the right to request face to face proceedings (including through remote audio or visual channels) with the final decision resting with the chair of the Disciplinary Committee

18.3 Either party may present the evidence of witnesses to material facts of the case.

18.4 Confidentiality should be maintained until final resolution. At the conclusion of proceedings, the panel will attempt to agree a joint statement if appropriate.

18.5 No person with a direct connection to the accused or who is connected to material facts of the case can participate as part of a Disciplinary Committee.

18.6 Inherent within all practices, the SB is committed to the principles of equality, diversity and fairness

18.7 Allegations of fraud or bribery or other serious matters will be passed to MKD to deal with.

The board member will at all times be entitled to have another person with them in the meetings