

The Football Association of Wales
August 2013

Welsh Football Governance Review

Final Report



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Executive Summary

In October 2012, the Council of the FAW authorised a Review of football and its governance structures in Wales. The FAW Council agreed that the Review should cover all of football, from grassroots to international level. The Review focused on the structures and procedures of the organisations involved with the game in Wales, including the FAW, the WFT and the Area Associations. A 'Review Panel' was established to oversee the Review process on behalf of the FAW Council.

The evidence suggests a clear need to modernise the governance structures and operations of Welsh football with a total of 88 recommendations highlighted in this report. The report highlights the need to ensure that there are clear roles and responsibilities for each Board, Committee or Panel with defined remit and autonomy. Furthermore, decision-making processes – it is argued - should be clear and less bureaucratic and in the hands of the relevant 'empowered' bodies. Related to this, consideration needs to be given to the placement of Members where they will make the greatest contribution with experience and skills balanced across the team and training provided where needed. The findings also demonstrate the need to ensure a balance between elected members and life / privileged members and to actively promote and recruit the next generation of volunteers prepared to give their time into the administrative functions of football in Wales.

The future strategic direction of the FAW and its partner organisations are pivotal to the development of the game in Wales. With this in mind, the FAW Strategic Plan needs to provide the focus for the organisation's efforts and there is a need to improve reporting against objectives. Crucially, the FAW need better information and more objectivity involved with monetary decision-making to ensure a focus on the strategic needs. Improving internal and external communication should also be a continuous focus for the organisation moving forward, which subsequently provides greater transparency of processes and decisions.

The report also emphasizes the need for greater clarity of the WFT's role and responsibility and better reporting direct through the FAW and via the Area Associations. In addition, the Area Associations need to professionalise and be more aligned to the strategic aims of the FAW and tasked / rewarded with the delivery of key objectives. The report also considers the judicial functions of the Association and stresses the need to maintain a leadership position and continue to modernise and adapt to today's / tomorrow's needs.

1. Introduction

In October 2012, the Council of the Football Association of Wales (herein referred to as the 'FAW') authorised a review of football and its governance structures in Wales (herein referred to as the 'Review'). This report sets out the findings of the Review and highlights a number of recommendations.

1.1. Conduct of the Review

The defined goals set within the FAW's Strategic Plan were approved by Council in June 2011. Contained within the Plan was the strategic objective to *"Align the Association to Modern Day Expectations."* A key step in achieving this objective was to *"conduct a review of the constitution and governance of the FAW."*¹

In October 2012, the FAW Council agreed that the Review should cover all of football, from grassroots to international level. Subsequently, it was agreed that the Review will focus on the structures and procedures of the organisations involved with the game in Wales, including the Football Association of Wales (FAW), the Welsh Football Trust (WFT) and the Area Associations.

The FAW Council agreed that a 'Review Panel'² would be responsible for managing the Review process and that this group would represent members of the FAW Council. The FAW Council also agreed that following a process of evaluation of the results, recommendations would be proposed as to any changes that should be made.

¹ See FAW Strategic Plan for further information.

² A Review Panel appointed by the Officers in October 2012 included five FAW Council Members.

1.1.1. Terms of Reference

The terms of reference for the Review are as follows:

- To ensure that the current governance of the game (committee structures and decision-making processes) and executive operations of the FAW are fit for purpose and meet the legitimate expectations of all its stakeholders.
- To analyse different aspects of the game directly linked to the FAW e.g. directly affiliated leagues, Area Associations and member clubs.
- To ensure that the FAW's decision-making processes represent best practice in corporate and football related matters.
- To ensure that the FAW Council is fairly and proportionately representative across all stakeholders of football in Wales.
- To ensure that FAW financial decisions are robust and effective in their delivery against multiple key strategies and objectives.
- To assess the working relationships between the FAW and football stakeholders, including players, clubs, leagues, Area Associations, schools, FIFA and UEFA, supporters, officials, volunteers and the Welsh Football Trust; and non-football stakeholders including Government departments, media, sponsors and the general public.
- To ensure the FAW's judicial functions meet the current standards of fairness, impartiality and transparency.
- To ensure that the Area Associations are aligned to, and are delivering against, the strategic objectives of the FAW – including its rules, regulations, practices and procedures.
- To ensure the remit of the Welsh Football Trust is aligned to and delivering against the FAW's domestic football (including Welsh Grounds Improvement) and international football strategic objectives.

1.1.2. The approach

The Review made use of two types of evidence:

- **Primary research** - consisting of a collection of original data gathered through face-to-face interviews, telephone interviews, workshops and discussion groups; and
- **Secondary research** - including a desk-based review of other reports, case studies, etc.

The following fieldwork, which occurred between February and June 2013, was undertaken as part of the study:

- A self-completion questionnaire, which was sent to all 35 FAW Council Members and completed by 25.
- Interviews with 29 Council Members.
- Interviews with 13 members of the FAW and WFT Senior Management Team.
- Interviews with the three Welsh team Managers.
- Interviews with five independent WFT Trustees.
- Group discussions with 21 FAW and WFT staff members.
- Interviews and workshops with four UEFA and two FIFA Executives.
- Workshops with three FAW Standing Committees, and observation of their meetings.
- An interview with one independent Board Member and one WPL Panel club representative.
- Interviews with two other National Governing Bodies (NGBs).
- Interviews with two representatives from Sport England.
- A further 11 interviews with Area Association Secretaries and FAW / WFT staff as part of the Review of the Area Associations.
- Interviews with two representatives from two different English County Associations.
- A further nine interviews with FAW representatives as part of the review of the judicial functions.
- Six dissemination events with Council Members covering the conclusions and draft recommendations of the Review.

The Review Panel led the study acquiring support for different elements of the work. Llŷr Roberts managed the Review on behalf of the FAW with the following individuals contributing to different elements of the work:

- Sarah Hughes (Director of Bold Street Consulting) facilitated the interviews, workshops, and group discussions with Council Members, FAW staff, WFT staff and Trustees;
- John Deakin (former Welsh Premier League Secretary) led the Review of the Area Associations; and
- Michael Culley (Director at Loosemores Solicitors) led the Review of the organisation's judicial functions.

In addition to providing specific knowledge and expertise, this approach ensured that all interviewees felt that they were speaking with someone completely impartial. It was hoped that this would encourage interviewees to be open and honest, which proved to be the case. For all one-to-one interviews, semi-structured discussion guides with the key questions were sent out prior to the meeting (or phone call), so that interviewees had the opportunity to consider the questions in advance of the interview. All conversations were treated as confidential with notes of the key points taken by the interviewer, and written up in order to allow for data analysis.

1.2. Structure of the report

This report is structured as follows:

- Section 2 provides some context to the study.
- Section 3 discusses the current governance structures of Welsh football.
- Section 4 reviews the primary evidence.
- Section 5 offers some interesting insight into best practice examples and studies the structure and processes of other National Football Associations (NFAs) and National Governing Bodies (NGBs).
- Section 6 reflects on the findings from the review of the Area Associations.
- Section 7 outlines the findings from the review of the judicial functions.
- Section 8 draws on the findings from the Review and present a number of recommendations based on these findings.

2. Contextual background

This section of the report outlines the role of the FAW, WFT and Area Associations in Wales before reflecting on the vision of UEFA and FIFA. The term ‘good governance’ is then defined with further thought given to the work in this sphere in other sports.

2.1. Football in Wales

Football in Wales is administered by three main bodies. The following provides a summary of the background and objectives of the FAW, the WFT and the Area Associations.

2.1.1. The Football Association of Wales

The Football Association of Wales is the third oldest association in the world, having come into existence in 1876. The FAW has governed football in Wales continually since that date. The FAW is a member of The Fédération Internationale de Football Association (FIFA) and The Union of European Football Association (UEFA) and is one of the five associations that make up the International Football Association Board, the guardians of the ‘Laws of the Game.’

As highlighted in the organisation’s handbook (August 2012 edition), the objectives of the FAW are as follows:

- Throughout Wales, to improve the game of Association Football constantly and promote, regulate and control it in the light of fair play and its unifying, educational, cultural and humanitarian values, particularly through youth and development programmes.
- Throughout Wales, to organise competitions, and authorise others to organise competitions, in Association Football in all its forms at all levels, by defining precisely, as required, the areas of authority of the various Area Associations and Directly Affiliated Leagues.
- To draw up all necessary Regulations to implement its rights, powers and objectives under these Rules and such measures and procedures as may be necessary to ensure their enforcement.
- To protect the interests of its Members.

- To comply with and prevent any infringement of the FIFA Rules and UEFA Rules and all decisions of FIFA, UEFA and the Association as well as the Laws of the Game and ensure compliance with these by its Members.
- Throughout Wales, to prevent all methods or practices which might jeopardise the integrity of football matches or competitions or give rise to abuse of Association Football.
- Throughout Wales, to control and supervise all friendly football matches of all forms.
- To manage the international sporting relations of Wales connected with Association Football in all its forms.
- To host in Wales Association Football competitions at international and other levels.
- To be neutral in matters of politics and religion and in discharging its functions, the Association will not discriminate against a country, private person, or group of people, or other entity, on account of ethnic origin, gender, language, religion, politics, age or any other reason and will ensure compliance with these obligations by its Members.
- To promote friendly relations between its Members, Subordinates and in society for humanitarian objectives.

2.1.2. The Welsh Football Trust

The Welsh Football Trust (WFT), a registered charity, was founded by the FAW in 1996 and its objectives include:

- Encouraging more people to play football.
- Identifying and developing talented young players to support the future success of Wales' national teams in all age groups.
- Developing more and better qualified coaches.

Where the FAW is governed by a Council (currently made up of 36 members), the WFT is run by a Board of Management. The WFT Board is presently made up of 14 trustees, seven of whom are FAW representatives, and seven of whom are independent. The WFT has a four year strategic plan for 2010-14, entitled 'Growing the Game and Raising Standards.' The vision set out in the strategic plan is for *"Wales to become a more successful football nation at grassroots and international level."* The key aims of the strategy are to:

- Grow the game and raise standards.
- Identify, develop, and prepare players for international competition.
- Develop the National Football Centre and access to quality facilities.
- Ensure modern and dynamic governance.

The WFT is funded by the FAW, the Welsh Government, Sport Wales, and the Premier League. The WFT also seeks additional funding through grants and commercial sponsorship.

2.1.3. Area Associations

An Area Association is a regional football association responsible for fostering and improving the game of Association Football. They are responsible for promoting and organising competitions and matches and the general management of Association Football. There are currently six Area Associations in Wales, including:

- Central Wales Football Association
- Gwent County Football Association
- North East Wales Football Association
- North Wales Coast Football Association
- South Wales Football Association
- West Wales Football Association

Similar to the case of the FAW, Secretaries serve Area Association Councils elected by stakeholders; the majority of which are representatives of the Leagues. Area Association Officers carry out their work on a voluntary basis.

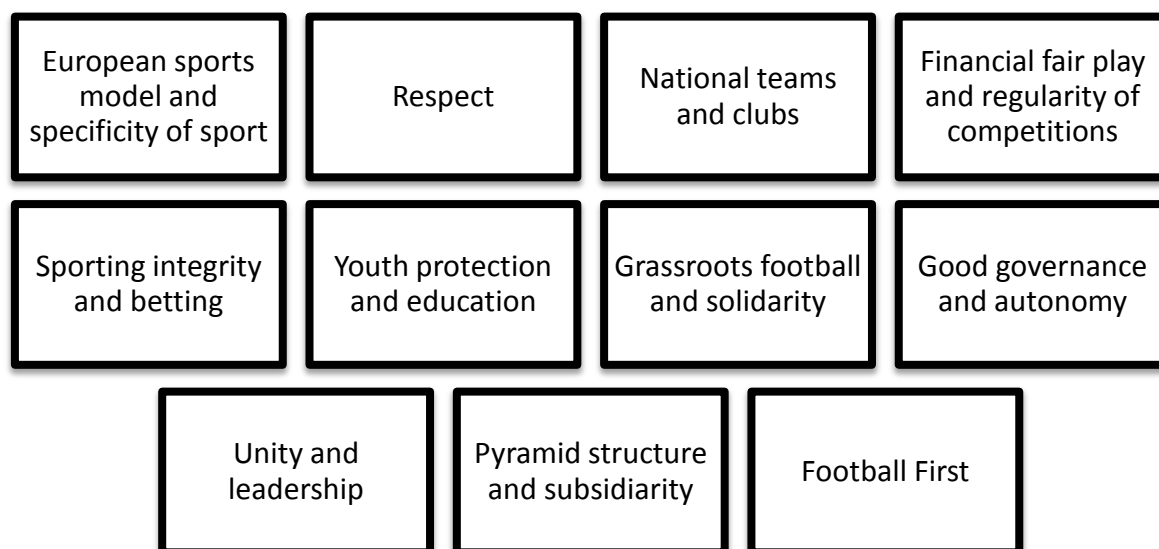
2.2. The key values of UEFA & FIFA

The FAW is a member of FIFA and UEFA and understanding their visions is important as it offers some insight into their future aspirations for the game.

2.2.1. UEFA

In 2009, UEFA President Michel Platini presented 11 key values as the foundation for the European game and the basis for future football activities and dialogue with the political, economic, social and sporting worlds. This is particularly important for Wales as a way of generating a greater understanding of the game and its overall aims in the eyes of a wider audience. UEFA's values are highlighted below.

Figure 1: UEFA’s values



Interestingly, ‘good governance’ is a key value for UEFA and the organisation summarise that they “*and its member associations are committed to good governance*”. UEFA continue by introducing some of the key principles of good governance - “*Good governance means openness, democracy, transparency and responsibility*”. Furthermore, the value of ‘unity and leadership’, along with other key values, provide key thinking points for the FAW, as summarised below.

“UEFA does not operate by dictat. We will continue to show strong leadership but operate in a spirit of consensus. In addition to the national associations, we will involve all stakeholders (leagues, clubs, players) in the decision-making process in European football, in particular through the Professional Strategy Council, so that the Executive Committee can take the right decisions. And we will aim for closer relations with football fans, without whom there would be no professional game” (UEFA website, 2013).

Further information about each of these values are summarised on UEFA’s website.

2.2.2. FIFA

FIFA's commitment is also clear with their mission to *'develop the game, touch the world, and build a better future.'* As highlighted by the organisation, their responsibility extends beyond organising the FIFA World Cup and the various other World Cup competitions to safeguarding the Laws of the Game, developing the game around the world, and to bringing hope to those less privileged.³

The following core values *"are at the very heart"* of the organisation:

Authenticity *"We believe that football must remain a simple, beautiful game played by, enjoyed by and touching the lives of all people far and wide."*

Unity *"We believe it is FIFA's responsibility to foster unity within the football world and to use football to promote solidarity, regardless of gender, ethnic background, faith or culture."*

Performance *"We believe that FIFA must strive to deliver football of the highest quality and as the best possible experience, be it as a player, as a spectacle, or as a major cultural and social enabler throughout the world."*

Integrity *"We believe that, just as the game itself, FIFA must be a model of fair play, tolerance, sportsmanship and transparency."*

³ See FIFA website for further information.

2.3. Governance

This section defines the concept of ‘good governance,’ lending close consideration to the unique nature of NGBs.

2.3.1. Defining ‘Good Governance’

Whilst the research needs of the FAW’s Governance Review are clear, the term ‘good governance’ is an indeterminate term and should be clarified in order to avoid misconception. The term was therefore defined as part of the Review’s planning process which formed the basis for the study’s Inception Report, produced in January 2013.⁴

An analysis of secondary evidence suggests that sport federations have a unique, or at least unclassified, organisational typology (Phillips, 2011). A closer analysis of Football Associations and other NGBs demonstrate that, overall, these organisations share some of the characteristics showed by different types of organisations. An organisation such as the FAW for example demonstrates some of the characteristics shown by private businesses, non-governmental organisations and public bodies. It is unsurprising therefore that the term ‘good governance’ could have different connotations to an organisation such as the FAW compared to other organisations.

A review of secondary evidence facilitated the process of identifying a definition for ‘good governance’ for an organisation operating within the sports sector. Despite the challenge in identifying a set definition, the following has been well-recognised due to its international nature.

“[Corporate] Governance involves a set of relationships between a company’s management, its board, its shareholders and other stakeholders. [Corporate] Governance also provides the structure through which the objectives of the company are set, and the means of attaining those objectives and monitoring performance are determined. Good [corporate] governance should provide proper incentives for the board and management to pursue objectives that are in the interests of the company and its shareholders and should facilitate effective monitoring” (OECD 2004, p.11).

⁴ The Inception Report also sets out the background, research framework and methodology for the Review.

Whilst the above defines corporate governance and helps provide a focus to the research study, a review of other key documents helped to fully understand what constitutes good governance. Indeed, the practice and principles of good governance within corporate organisations and sport-related organisations are highlighted in a number of different documents. *'The UK Corporate Governance Code'* published by the Financial Reporting Council and *'Good Governance: a code for the Voluntary and Community sector'* published by The Charity Commission are just a few of the documents emphasizing some of the practices and principles of successful governance structures.

The recent *'Voluntary Code of Good Governance for the Sport and Recreation Sector'* produced by The Sport and Recreation Alliance is also considered a valuable document. In contrast to other studies on the subject, this Code recognises the specific nature of sport and focuses on how to apply good governance in the context of this sector. Sport Governance includes not only regulatory procedures and processes but also ethical procedures and processes which aim to ensure the effective and fair administration and development of the sport beyond the organisation itself. Good governance in sport and recreation goes beyond the oversight of an organisation's structure, and extends to the context and environment that the organisation operates within. The following diagram highlights the seven key principles identified in the Code.

Figure 2: The seven key principles of the Code



Similarly, The National Occupational Standard for Sport and Physical Activity Governance and Administration defines ‘Sport Governance’ as *“leading and managing an organisation so that it creates, maintains and improves the structure and environment in which sport and physical activity is delivered.”* A review of UEFA’s ‘Good Governance Menucard for National Associations’ on the other hand reflects on the best practices and principles for football. Reassuringly, these cover some of the themes identified by other Codes. UEFA, for example, reflect on the following criteria:

Figure 3: UEFA’s Good Governance ‘Menucard’ for National Associations



Following identification of the key principles and practices associated with the term good governance, a research framework was designed outlining the key indicators and questions for the Review to consider. This framework was used as a basis for the Review and helped ensure an evidence-based approach.

2.3.2. Governance, football and the FAW

A desk-based review of a number of governance related documents suggests it is an area which is receiving increased attention within the sporting landscape. It is, after all, a subject which has been deliberated by a number of NGBs in recent times and the emergence of new projects and the increasing interest shown by government is perhaps indicative of the current trend.

According to the *'Leadership Insights on Governance in Sport'* magazine published in March 2013, there are three key strategic reasons why modernizing internal, athletic and event governance standards allows sports leaders to develop their sport to their fullest potential. First of all, good governance builds trust by enabling strong relationships with key stakeholders of the game. Secondly, good governance builds growth by facilitating increased participation and revenue. And finally, good governance builds performance by attracting and retaining people fit for the game, motivated and supported to perform to their full ability.

The *Better Boards, Stronger Sport* project is another example of recent developments led and inspired by the sports movement. It is based on the premise that sports organisations must be empowered to take responsibility for setting the agenda and improving governance without regulation or compliance being dictated to them by outside regulators. The project is based on the foundation that real improvement has to be driven by the sports movement itself because regulation will only achieve compliance and not drive improvement.

The *NGB Modernisation Programme* on the other hand was set up in 2002 to target funds at projects designed to help Sports Council-funded NGBs of sport to improve the quality of their organisation, the skills of their people and the standards of their policies and procedures with the ultimate aim of increasing participation and developing talent. Interestingly, the football authorities are also beginning to stress the importance of governance on performance. One such example is FIFA's *'Performance Programme'*, where the organisation undertakes a governance audit of NFAs. The work of UEFA - through the Good Governance HatTrick funding – is another such example. It should be noted that the FAW, through this Review, are beneficiaries of the UEFA scheme.

As the game evolves and develops there is now more pressure than ever to ensure that the FAW's practices are fit for purpose. With these changes and the increased interest on the topic of 'good governance', it is worth reiterating why this evidence-based approach is needed. It must be remembered that the UK Government was recently critical of the English FA's governance practices, concluding that the FA was in need of urgent reform. The UK Government was concerned that the leagues – and the Premier League in particular – had too great an influence over the decision-making processes of the FA, and that the increasing commercialisation of the game, coupled with a lack of financial regulation, was leading to significant financial risk-taking among football clubs. Whilst some progress on these issues has now been achieved, further reform is needed, especially in relation to the failure to ensure that membership of the Council and Committees is fully representative, balances interests adequately, and engages with supporters. The UK

Government is clear that further progress by the English FA is expected, or legislation will be introduced.

The FAW can be fairly certain that, if the organisation's practices are (as with the English FA) not seen to be fit for purpose, then legislation to enforce change could be introduced. Given such circumstances, it is wise for the FAW to do what it is doing now i.e. to take the lead, to steer and shape the changes within its structures, and to develop new processes that are fit for the 21st century game. After all, good governance can help to bring success on the field of play, increase funding opportunities, increase professionalism, increase sustainability, reduce bureaucracy, ensure the retention of high calibre staff, and ensure that risks are managed. All of this is within the FAW's own power to achieve.

Looking at developments close to home, it is interesting to see that others – including the Scottish FA, Irish FA, Northern Irish FA and the English FA – have all been involved with a Review of their structures and processes. The most recent of these Reviews - which involved the work carried out in Scotland in 2010 - suggests that the process has been a positive development. The Scots welcomed the Review and after voting in favour of all of the recommendations included in the report, it is now providing the basis for the new strategic plan for the game. Progress in implementing the recommendations of the independent review remains transparently accounted for on the Scottish FA's website, where the Review is also available for download along with the association's new strategic plan. According to the information available, 95% of the 103 recommendations in the independent review were already implemented during the first six months after its conclusion. The scale of the progress was summarized by Henry McLeish, former First Minister of Scotland and author of the independent review of Scottish football – *“More progress has been made in the last six months than the last 60 years. It's a major step forward for a game experiencing major challenges.”*⁵

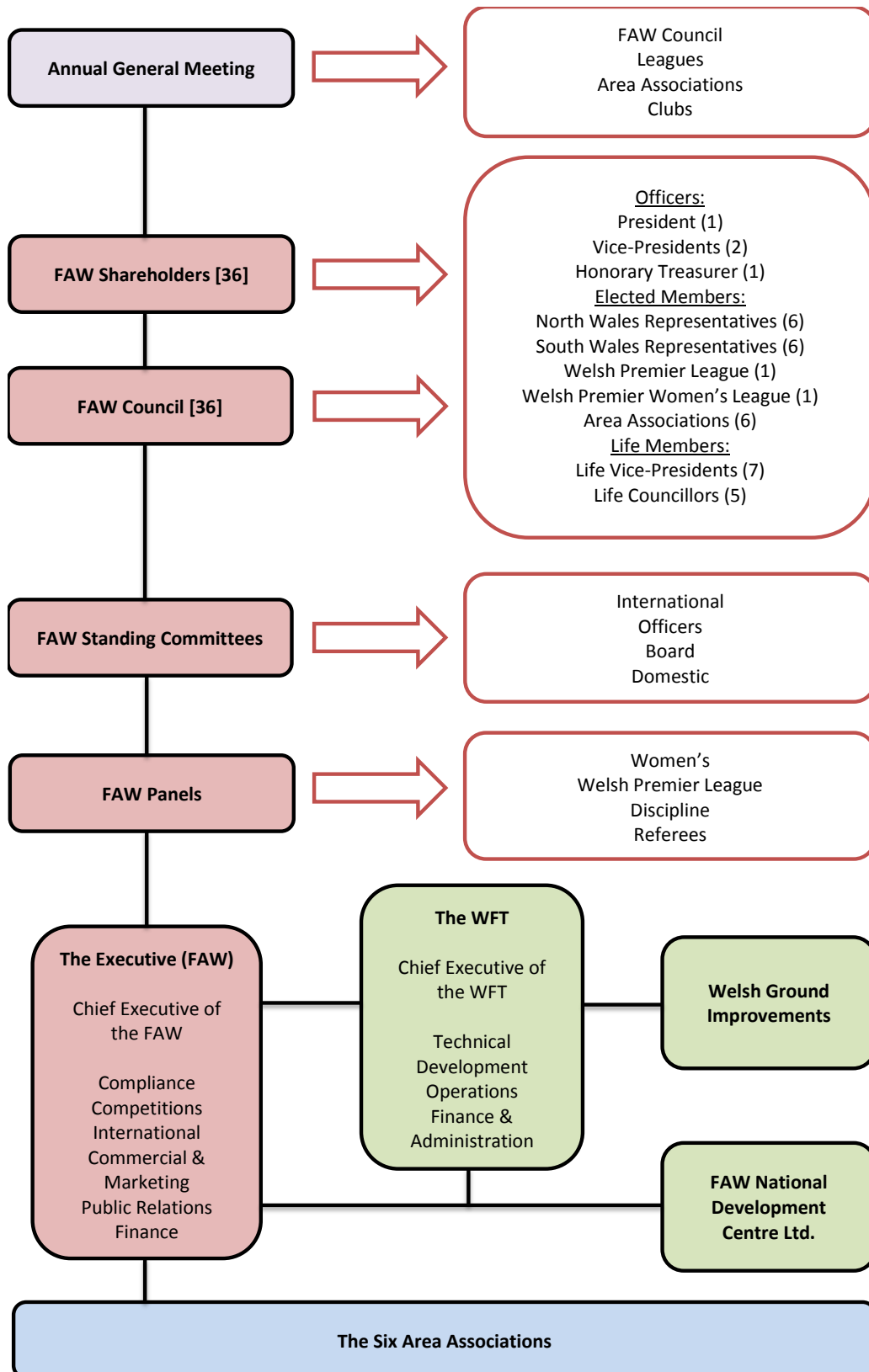
In summary, the importance of this Review should not be underestimated. As the evidence within this report suggests, governance is an issue which is clearly being tackled by a number of sports. Undertaking an evidence-based approach to the process provides an opportunity to build on the football foundations and traditions of the game in Wales which will help ensure that the game is set-up for *“modern day expectations,”* as noted in the FAW's Strategic Plan.

⁵ See *‘Leadership Insights on Governance in Sport’* magazine for further information.

3. Current structures

This section reflects on the current governance structures of Welsh football. Whilst the diagram below provides an overview, the roles and relationship of each function is more complex in nature and so a brief commentary is also included.

Figure 4: The current governance structures of Welsh football



3.1. The FAW

As highlighted above, the AGM, the Council, Standing Committees, Panels and the Executive (or FAW staff) are central to the decision-making processes of the FAW. The function of each of these is highlighted in the FAW Handbook and addressed below.

3.1.1. Annual General Meeting

A General Meeting of the Members (i.e. the Qualifying Clubs, Area Associations, Affiliated Leagues and FAW Council Members) is held annually in the month of May with the aim of considering any changes to the FAW Rules. According to the FAW's Official Handbook, changes to the Rules are prohibited if they affect the commercial and/or financial affairs of the organisation. In addition to the May general meeting, the Chief Executive Officer shall convene a special general meeting of the Members for the consideration of changes to the Rules either when the Council informs the Chief Executive Officer it has resolved that a special general meeting should be convened or upon receipt of a written requisition to convene such a meeting signed by or on behalf of a quorum of at least 40 members being Area Associations, Qualifying Clubs or Directly Affiliated Leagues signed by the Recognised Signatories. As key stakeholders of the game in Wales, the Members have a key say in the development of the game. Decision-making responsibilities, however, are delegated to the FAW Council who they are responsible for electing.

3.1.2. The Council

The FAW is governed by the Council. The Council consists of the four Officers and 20 Council Members as elected or nominated for a term of three years. The Council commences on the 1st of August each year with the next election taking place in August 2013. The 20 Council Members are nominated or elected as appropriate as follows:

- The six South Wales representatives are nominated and elected by Qualifying Clubs in the South Wales Area.
- The six North Wales representatives are nominated and elected by Qualifying Clubs in the North Wales Area.
- The one Welsh Premier League (WPL) representative is nominated and elected by the Qualifying Clubs in the WPL.
- The one Welsh Premier Women's League (WPWL) representative is nominated and elected by the Qualifying Clubs in the WPWL.

- Each of the six Area Associations shall nominate one Council Member.

In addition to the 20 'elected' Council Members, the FAW Council currently includes 12 Life Members. The Council has the power at any time to appoint Life Councillors once a person ceases to be a Council Member in any other capacity. It should also be noted that any person ceasing to be a Council Member after serving as Council Member for not less than 21 years in total, whether consecutive or not, shall automatically be offered the position of Life Councillor by the Council. Upon taking office, a Council Member immediately assumes the position of shareholder and director of the FAW and shall remain so until replaced by election, appointment or nomination as the case may be under these Rules or by removal under these Rules or the Articles of Association of the FAW.

As highlighted, the current Council include four posts of Officers. The Officers consist of a President, two Vice-Presidents (one to represent and have his/her principal private residence in the North Wales area and one to represent and have his/her principal residence in the South Wales area) and an Honorary Treasurer. Officers are appointed or elected (as the case may be) triennially by the 'elected' Members of the Council or from the sitting Officers, except for the President who shall not serve more than one term in the office of President, whether consecutively or otherwise. The President automatically becomes a Life Vice-President at the end of his/her term of office and on ceasing to be an Officer. A Vice-President or Honorary Treasurer on the other hand shall be eligible for re-election to their current post or for election to any other Officer post. These post holders shall automatically become a Life Councillor. It should also be highlighted that a Life Vice-President or Life Councillor is not eligible to stand for appointment or election to the post of an Officer.

Meetings of the Council are normally held at bi-monthly intervals; rotating in turn between South and North Wales. The Officers of the Council may arrange additional meetings or cancel a meeting of the Council at their discretion. Special meetings of the Council may be convened by the Officers to consider matters of urgency. Any notice convening such a meeting shall state the particular business to be transacted and no other business shall be transacted at that meeting.

The Standing Orders state that the President of the Association for the time being shall be the Chairman of the Council and shall preside over all meetings of the Council. In the absence of the President one of the Vice-Presidents of the Association, if present, shall preside. Any power or duty of the Chairman in relation to the conduct of the meeting may be exercised by the person presiding at the meeting.

3.1.3. Standing Committees

The Standing Committees of the Association include the Officers Committee, Board, International Football Committee and Domestic Committee. The following highlight the current composition, powers and duties of the four Standing Committees:

Officers

Composition	<ul style="list-style-type: none"> • President • Two Vice-Presidents • Honorary Treasurer
Power & Duties	<ul style="list-style-type: none"> • To have full plenary powers to take emergency decisions • To deal with all matters relating to Council Members • To deal with all matters relating to staff • To deal with all matters relating to FAW Code of Ethics • To deal with all matters relating to FIFA, UEFA, IFAB and the Four British Associations • To deal with all matters of a political nature

Board

Composition	<ul style="list-style-type: none"> • President • Two external members (one marketing qualified and one legally qualified) • Four Officers of the Association • One North and one South from the Area Associations (to be selected by Council by ballot) • Two North and two South from Leagues (to be selected by Council by ballot) • One WPL representative
Power & Duties	<ul style="list-style-type: none"> • To advise Council and make decisions regarding the general policy of the Association • To deal with all financial matters

- To consider and report on proposals referred by Council involving alterations to Rule, Regulations, Byelaws and Orders of the Football Association of Wales
- To deal with all matters and outside bodies which do not come within the remit of any other Standing Committee or Panel
- To consider recommendations from other committees including the agreement of budgets with other committees
- To deal with all matters relating to the Welsh Assembly
- To deal with all matters relating to Sports Wales
- To have full plenary powers within its own remit

International

- | | |
|----------------|---|
| Composition | <ul style="list-style-type: none"> • President • One North and one South from the Area Associations (to be selected by Council by ballot) • Two North and two South from Leagues (to be selected by Council by ballot) • Two Life Vice-Presidents to be selected by Council by ballot |
| Power & Duties | <ul style="list-style-type: none"> • To be responsible for all matters relating to all International Teams, excluding matters of finance • Control of all expenditure within the annual budget set for the committee by the Board |

Domestic

- | | |
|-------------|---|
| Composition | <ul style="list-style-type: none"> • President • One North and one South from the Area Associations (being members not allocated to either the Board or International Committee) • Two North and two South from Leagues (being members not allocated to either the Board or International Committee) |
|-------------|---|

- One Welsh Schools FA Member
- Three Life Vice-Presidents (being members not allocated to the International Committee)

Power & Duties

- To advise Council with regard to all Leagues and Clubs
- To advise Council on the Registration of all players in Wales
- To organise and control the Welsh Football Pyramid
- To be responsible for all FAW Competitions
- To advise Council on the development of all players
- To liaise with the WFT through the FAW representatives on that body
- To be responsible for the development of all coaching systems
- Control of all expenditure within the annual budget set for the committee by the Board

Each Standing Committee has full power within its own sphere, subject to the overriding approval of the minutes by Council. Each Committee shall appoint its own Chairman and Deputy Chairman for the triennial period. The Chairman of the Committee, who in the case of an equality of votes, shall be entitled to a second or casting vote. Three members of the Committee shall form a quorum. The President shall be entitled to vote in Standing Committees. The committees shall meet as and when requested by the Chairman of the Committee and Chief Executive Officer. Importantly, the Council may from time to time set up special standing Committees or Panels. The FAW currently have a Women's Panel, WPL Panel, Disciplinary Panel and Referees Panel in place.

3.1.4. The Executive, Area Associations and the Welsh Football Trust

Day-to-day responsibilities are delegated to the Chief Executive and the Executive team. There are currently six departments within the FAW, including: Commercial, International, Public Relations, Compliance, Domestic, and Finance. A total of 39 employees worked for the FAW at the time of writing this report.

The WFT, as a sister company and charitable arm of the FAW, has its own remit. The WFT is managed by a Board of Trustees and has two Standing Committees of its own: Corporate Service and Technical. Management responsibilities are left in the main to the Chief Executive who manages three departments: Technical, Development, and Operations. The organisation currently has 48 people working throughout Wales.



The FAW and WFT are also responsible for one joint venture, the FAW National Development Centre Ltd. whilst the WFT are also responsible for the Welsh Ground Improvements (WGI) which has been set up as a separate company to administer the distribution of grants to grassroots football.

In addition to the functions already mentioned, the six Area Associations operate in different parts of Wales and are responsible for fostering and improving the game of Association Football.

4. A review of the evidence

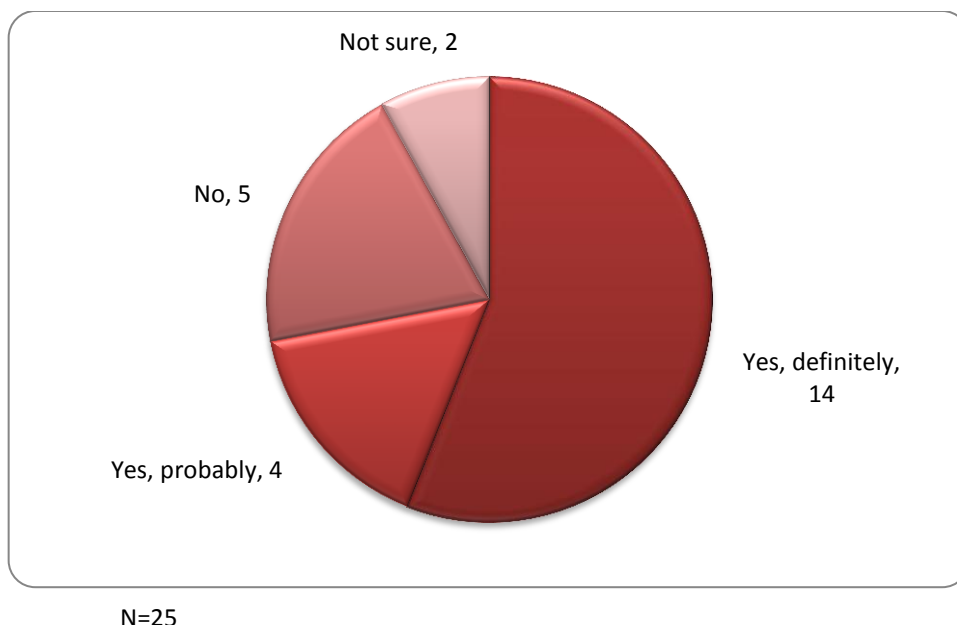
This section summarises the key findings from the primary evidence. The work firstly draws on the feedback from Council Members before then reflecting on the views of others. Contextual background is also introduced to support first hand evidence. The section begins by reflecting on the structures and processes currently in place before studying other key themes including the decision-making processes, roles and responsibilities, representation, finance, the WFT, and the WGI.

4.1. Structures and processes

The Review sought to develop an understanding of the strengths and weaknesses of the current structures and processes through discussions with those involved at different levels of the decision-making process i.e. through from when decisions are made to implementation stage. This stage involved a study of the way in which power is spread, suitability of current structures to deliver FAW strategic objectives, and ideas for improvements to the current structures.

Overall, a review of the evidence suggests that the structures and processes to govern football in Wales are in need of change. There was a strong feeling – particularly amongst FAW Council Members – that the organisation was not structured in a way that enabled it to deliver effectively. The need for change was clear following analysis of the survey undertaken with Council Members with feedback to one particular question illustrated below.

Graph 1: Would you make any changes to the current governance structures and / or processes of the FAW and / or WFT?



As can be seen above, almost three-quarters (72%; 18/25) of Council Members believed in the need to change the current structures and/or process and it became apparent that this view would be reiterated time and again throughout the Review process.

When asked to express their thoughts on the way in which football is governed in Wales, a number of issues were highlighted by Council Members. The evidence from the one-to-one interview suggests that the following themes were of most concern to Council Members:

- People elected to positions on time served and seniority not on skills / need to align people and skills to role / need to supply a CV or fill in a questionnaire.
- The need to clarify the roles and functions of the FAW – (i) grassroots / leisure / junior FAW and (ii) national / international FAW.
- The need to introduce an age limit / people falling asleep in meetings.
- Self-interest / ego / parochialism / league and club interests dominate.

From the above, it is apparent that a large number of Council Members feel that the right people are not within the right positions within the current structures and a review of some of the comments provides a flavour of the response.

“There are people on the Board who know nothing about running a multi-million pound business.”

“We should put people in the right position to suit their skills – football skills and business skills are different things.”

“I’m expected to make decisions about junior football, but I know nothing about it.”

“Many people are square pegs in round holes – they don’t have the ability to do the job they’re supposed to be doing.”

In addition to the issues mentioned above, Council Members also raised concerns around the following when questioned about their thoughts on the way in which football is governed.

- All decisions have to go to full Council / Council can overturn decisions without having the full picture / understanding the issue.
- Do not have the skills to run a business.
- Life members have a vote but no mandate.
- Bad behaviour / shouting / bullying.

The issues above were the ones most commonly highlighted by Council Members. Other issues raised included: the number of representatives from one league in the south; the north / south split; Area Association representation; cliques and groups; Officers being on a three year rather than a four year term as per competitions, and; the need for an independent chair.

As was said many times during the interviews, there are *“square pegs in round holes”*. This suggests that people’s skills are not fully utilised, and some Council Members feel uneasy about making decisions about areas of football of which they have no real knowledge or experience. This is a critical issue, and this uncertainty undermines the FAW’s credibility and its ability to perform effectively. A range of options for addressing this issue was put

forward and some of these involve asking Council Members to supply CVs detailing their experience, taking part in a skills audit, interviewing for roles, etc.

In addition and closely related to the above point, a significant number of Council Members highlighted concerns regarding lack of clarity of roles and functions within the FAW structures. There were seen to be competing interests between the leisure and local side of the game, versus the affiliated and professional game. Lack of clarity regarding roles within the structures would also allow another highlighted issue to raise its head – that of parochialism and self-interest. As emphasised already, nine Council Members raised this as a concern with one suggesting that *“the biggest issue is parochialism.”* Clarifying roles, perhaps through a ‘job description’ signed up to by all Council Members and terms of reference for each element, would go some way towards tackling this issue.

Finally, the subject of age limits for Council Members and Life Members is obviously seen as an issue, and should be looked at again.

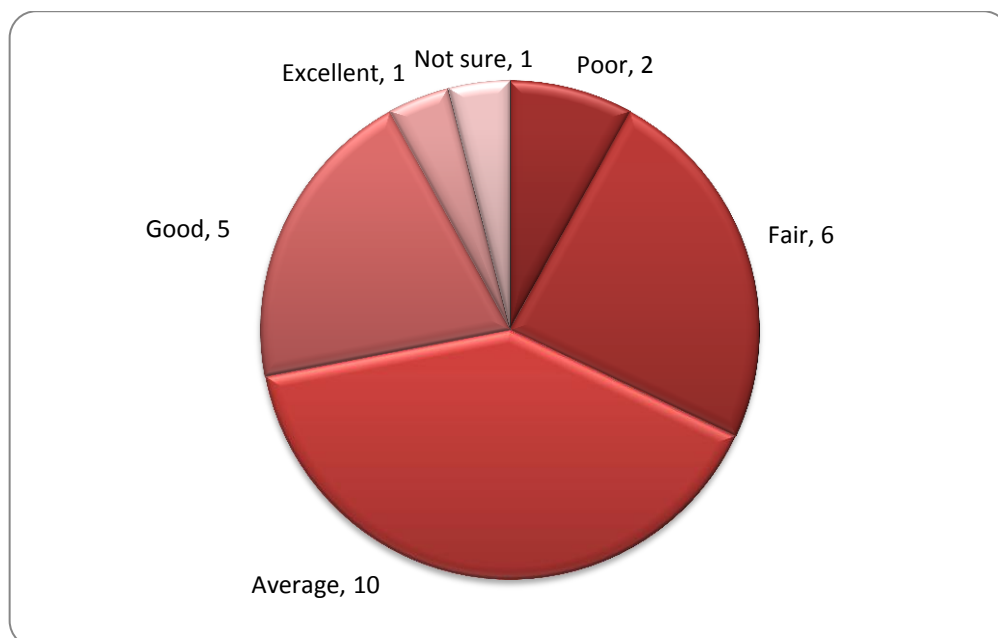
“There needs to be an age limit – two people were nodding off in the meeting today, and that’s just not right.”

“Once you become a life member, you shouldn’t have a vote any more. If you want a vote, you should be elected like everyone else. Soon life members will be able to outvote elected members, and that can’t be right.”

This issue has previously been looked at by the Council, but a decision was made not to change the current Rules. However, it is apparent that the Council as a whole has an aging profile, and there is a need to ensure that new blood and new ideas from the modern game are represented.

Questions about structures and processes were also asked within the survey with the results summarised below.

Graph 2: Please consider the way in which authority is spread amongst the President, Council, Staff, Committees, and Stakeholders and outline your thoughts on a scale of ‘poor’ to ‘excellent’



N=25

As can be seen from the results, only one Council Members believed the FAW was delivering excellence in this regard, and 72% (18/25) felt that performance was currently average or below. The question here, of course, is whether the FAW is happy to be average or below in terms of its decision-making processes? In a sport where the best professional athletes never stop innovating in their unremitting endeavours to improve, there is a strong argument to ensure that the FAW should lead the way in taking the game to the next level.

In addition, as has previously been noted, 18 out of 25 Council Members stated that they would make changes to the current governance structures. When asked what changes they would make, the following answers were given:

- Change make up and decision making powers of Council
- Change committee structures and representation
- Introduce an age limit
- Review the status and functions of the FAW
- Change to a skills-based Council

As can be seen from the above, the answers closely reflect those given during the one-to-one interview process, and strongly indicate a need for change and further clarity within the FAW structure.

An important part of this Review process was to speak with the staff team at the FAW in order to hear their views on the various themes. As regards structures and processes, the views of FAW staff were very much in line with those of Council Members themselves. For example, the issues of specific business skills, parochialism, large number of Life Members, and the ability of Council to override committee decisions were all highlighted. Staff also highlighted a couple of important structural issues touched upon by Council Members. Specifically, they highlighted that the Council were not wholly representative and diverse, and that it's too slow in performing its functions.

The first of these issues – representation – will be dealt with later in this section. The second – lack of speed – is a key structural issue and these issues are touched upon in the following comments.

“The strategy document has been approved by the Council. Now that it's approved, we should have the authority to go ahead and implement it. But we don't, we still have to go back through all the Committees and the Board and the Council to get anything approved.”

“It's too slow – the Council only meets every two months, but they have to approve everything.”

As highlighted above, the Council can overturn a committee decision which is clearly problematic when Council only meets bi-monthly. This can mean a clear two-month gap between a decision being made by a committee, and staff being given a clear and unambiguous directive to implement that decision. This bureaucracy slows staff down, and stops them delivering efficiently.

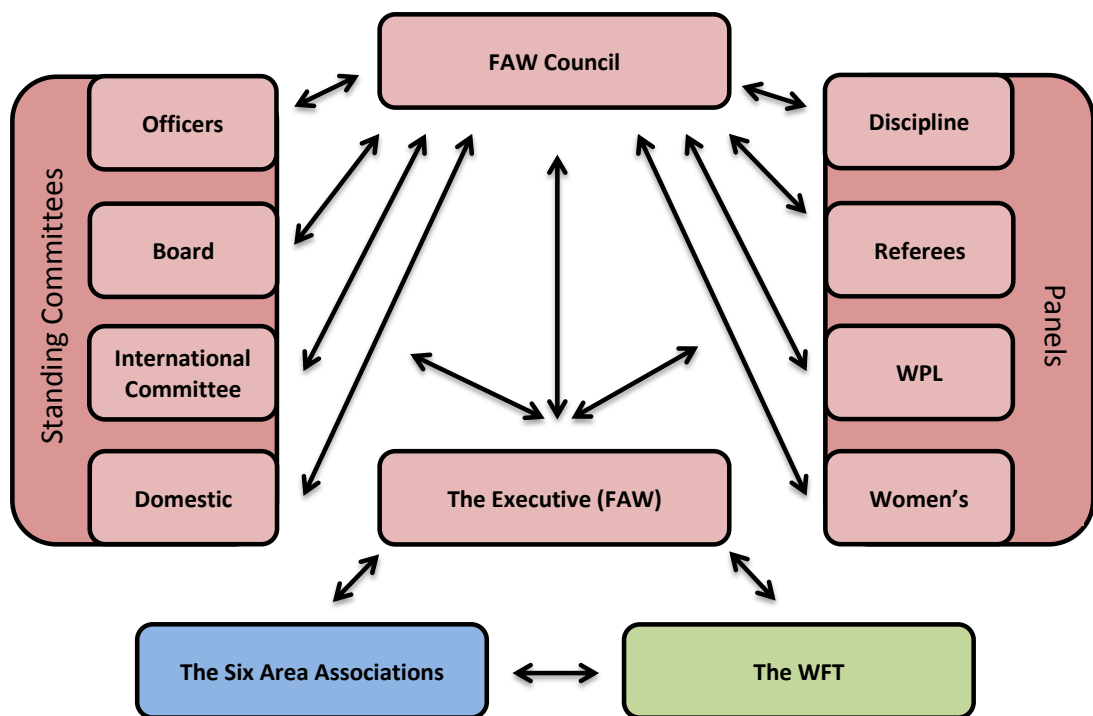
As well as consulting with FAW staff, it was also important to speak with the staff team at the WFT in order to hear their views on a range of key themes. As regards structures and processes, the views of WFT staff were, as with FAW staff, broadly in line with those of Council Members themselves i.e. business skills and expertise were identified as being in need of improvement. As with FAW staff, WFT staff also felt that diversity and representation needed to be improved, and this issue is picked up later within this section.

This Review also involved interviews with WFT Trustees. Again, as regards structures and processes at the FAW, the comments show that Trustee perspectives are broadly in alignment with those of Council Members, FAW staff, and WFT staff.

4.2. Decision-making processes

Reviewing the decision-making processes of the FAW involved reflecting on a number of issues including the ways in which decisions are reached, possible improvements to decision-making processes, scrutiny within the decision-making processes, and lines of authority. The findings from the interviews and workshops with Council Members and other key cohorts were critical in fully understanding this process. Figure 5 below highlights the flow of decision-making within the current structure (with a two-way arrow showing how decisions go back and forth between decision-making bodies).

Figure 5: The flow of decision-making within the current structure



The survey with Council Members indicates a strong need to change the decision-making processes of the FAW with 76% (19/25) highlighting the need to ‘definitely’ (11/25) or ‘probably’ (8/25) change. When asked what changes they would make, the following answers emerged as the most common issues:

- Match skills and experience of individuals to appropriate committees and panels
- Remove vested interest voting
- Give the board remit to run the executive

It should be noted that four of the 25 Council Members responding to the survey did not feel the need to change whilst two were unsure. However, this was clearly an issue for Council Members participating in interviews. Unsurprisingly, the views expressed as part of the survey stage were reiterated time and again during interviews.

Council Members were first asked to give an opinion on how decisions were reached and to comment on the clarity of lines of authority between the Board, Committees and Council. The most common theme was surrounding the way in which Council ratifies Board and Committee decisions. A total of 11 Council Members commented on the negative impact this was having on the organisation with interviewees pressing for the need to empower Committees and stopping Council from overturning decisions.

“The Council can overturn the Committees’ decisions without really understanding the implications.”

“We need to change the rules and regulations so that the Council don’t overrule Committee decisions.”

“The use of Standing Orders to derail things happens a lot, and it’s wrong. Committee decisions should stand; the Council shouldn’t be able to constantly overturn things.”

A further nine Council Members highlighted that the current processes meant that decisions were not made for the good of Welsh football with some elaborating by highlighting that self-interest dominates with parochialism, cliques and the general lack of understanding on key topics clearly being an issue.

“Decisions aren’t reached for the good of Welsh football, they’re done for self-interest.”

“Decisions are made based on parochialism and local affiliations. It’s not about the game as a whole.”

Related to this, some Council Members did not believe that Life Members should have a vote and that the current process was undemocratic. At least four delved into the associated issue of having a “bureaucratic”, “long-winded”, “laborious” and “back and forth” process.

“The Board should set the budget for the committees and then let them get on and make the decisions. But things are always going back and forth, with decisions being overturned by the full Council. They act as a block, voting based on parochialism”.

In addition to the above, Council Members also mentioned confusion regarding responsibilities (i.e. council versus board / committees), the power of the affiliated leagues, and poor communications with clubs – *“Remits have become blurred, and no-one is sure who has responsibility for what.”*

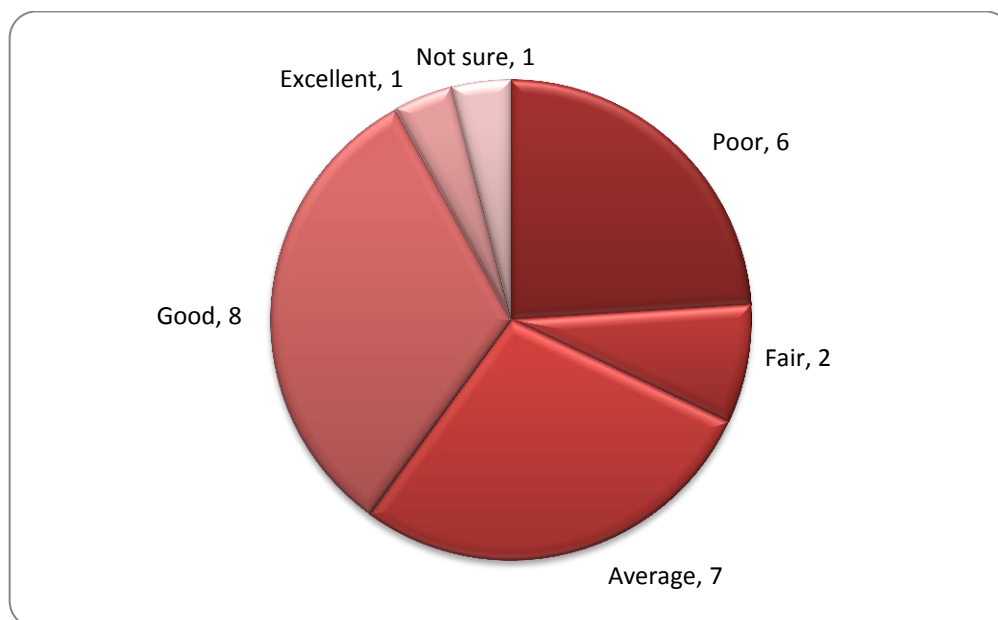
A key issue for the FAW is that there are no checks in place to manage inappropriate use of decision-making responsibilities. Unfortunately, this has led to a number of issues and the following were raised when reflecting on the matter:

- Self-interest / area interest / parochialism dominates / cliques
- Standing orders are used inappropriately to stop decisions going through
- North versus South is a problem
- People afraid of being bullied / shouted down
- People want to hold onto power

The range of answers given to this question would seem to indicate that there are a number of differing concerns amongst Council Members. However, a key issue that was again raised is that of parochialism. The fact that this issue keeps reoccurring is a cause for concern.

The feedback from the interviews suggests that there are significant problems involved with the current decision-making process. It is therefore surprising to see that a total of eight Council Members felt that the democracy of the decision-making process is ‘good’ and one suggesting it is ‘excellent’, as highlighted below.

Graph 3: Please consider the democracy of the decision-making processes of football in Wales, and outline your thoughts on a scale of ‘poor’ to ‘excellent’



N=25

It should be remembered whilst reflecting on the graph above however that 60% (15/25) of Council Members believed that the democracy of the decision-making processes was average or below. The individual interviews and workshops with Standing Committees also raised serious concerns. The workshops with the three Standing Committee members provide a fuller picture of the decision-making process. Comments made during the workshops were recorded on a flip chart, and some of the key points relating to decision-making processes are shown below.

- Minutes of the board – are they “*subject to the approval of*” the Council or “*for the information of*” the Council?
- Board is supposed to be light on its feet, meets monthly where the Council only meets every two months. It can take two to four months to get decisions through all groups.
- The FAW has given the power to the Committees, so the Council should just vote things through.
- Views sometimes governed by who Committees represent – it’s a difficult balance to strike.
- Scrutiny is both necessary and a hindrance.

As can be seen from the above comments, there are concerns within the Committees about decision-making processes. For the Board, the key issues seemed to be clarity of responsibility (i.e. which part of the structure has the power to make the final decision) and bureaucracy (i.e. the length of time needed for a decision to pass through all different levels of the structure). For the Domestic Committee, the key issue appeared to be striking the right balance of representation of interest between affiliated leagues, clubs and Area Associations. This was seen to be a delicate balancing act, which the Committee did not feel it always got right. Finally, for the International Committee, the key issue was again the lack of clarity of responsibility around decision-making processes i.e. who has the final say and the overall power to make decisions 'stick'?

Further, when asked to consider whether or not the current decision-making processes served the needs of the FAW and of the game as a whole, the following points were raised:

- It used to serve the game but things have changed and we haven't modernised.
- Do we spend enough time discussing strategic issues? Should spend more time on strategic issues rather than operations.
- The strategic plan drives the executives, but not the committee.
- This committee should have an agenda item to look at the strategic plan every quarter – progress update.

At this point, it is worth reminding ourselves of the typical duties of board of directors. These generally include some or all of the following:

- Setting the strategic direction of the organisation by establishing its policies, objectives, business plan, etc.
- Selecting, appointing, supporting and reviewing the performance of the Chief Executive
- Ensuring the availability of adequate financial resources
- Approving annual budgets
- Accounting to stakeholders for the organisation's performance

The legal responsibilities of boards and board members vary with the nature of the organisation in question. However, it is clear that the FAW Board does not generally act as a 'traditional' board. For example, the Board does not take a role in setting the strategic direction of the organisation, as this tends to fall more to the Officers' group and the Chief Executive of the FAW. The Board also does not account to stakeholders for the organisation's performance, and nor does it take a key role in the commercial side of the

game (this is left mainly to the Executive). It is also apparent that the Board does not always have the final say on strategic decisions. Throughout the consultation process, Council Members have repeatedly highlighted the way in which decisions are batted back and forth between the various structures of the organisation, resulting in a lack of clarity.

Clearly, there is concern amongst committee members about who had the final say on decisions, and whether full Council should 'approve' or simply receive the minutes of the committees. The wording in the articles is *"to receive and consider reports of Committees"* which does not help to clarify the matter. Committees are also clearly concerned about the amount of time that the decision-making process can take – up to two months or even longer in some cases. Again, this must be addressed. It is also interesting to see that the committees understood that they had a role to play in contributing to strategic objectives, and driving and monitoring progress against those objectives – but felt that they did not spend enough time on this task.

It is intriguing to see that the views of other cohorts closely reflect those of Council Members. Specifically, issues regarding local, regional, and parochial agendas were recognised, as was the failure to fully incorporate strategic objectives into the decision-making processes. As with the interviews with Council Members, the time taken to move decisions through all layers of the process was again recognised. As such, it is fair to say that FAW staff and Council Members views on decision-making processes are generally aligned. Similar issues were also expressed by WFT staff and Trustees.

4.3. Roles and responsibilities

The roles and responsibilities at the FAW was reviewed which included reflecting on a range of issues such as responsibility for setting and monitoring organisational objectives and strategy, understanding of roles, and the skills and experiences of committees.

The complicated nature of a Council Members' role as representatives of the FAW was apparent during discussions around their duties. First and foremost, they must act in the interests of all of football across all of Wales – this is their primary role. A total of 16 Council Members made comments around the importance of representing football or to preserve, develop and promote football across Wales. The following comments provide a flavour of the response from Council Members.

"My primary reason for being on the FAW is Welsh football as a whole. Sometimes I make decisions that might upset my clubs, but that's how it has to be."

“There has to be a balance between representing your clubs and looking after all of football. Some councillors don’t have that balance.”

On the other hand, however, many Council Members also have a secondary role – to represent their clubs, areas, or leagues. A total of 13 Council Members raised this point.

“I am a representative of the clubs that elected me.”

I consider myself a bridge between the Area Associations and the FAW.”

It should be noted that the majority of Council Members – although certainly not all – indicated that they recognised that their primary responsibility was to act in the interest of Welsh football as a whole. A minority, however, placed club, area, or league loyalty above this. When reflecting on their duties, some Council Members also highlighted the importance of behaving properly or to have standards as representatives of the FAW. In addition to the above comments, some Council Members also noted that they had a role in contributing to and monitoring the strategy, in representing their country, in representing the grassroots game, and in reporting back to their clubs.

To explore the nature of the role further, Council Members were also asked to consider the objectives of the FAW. The feedback certainly suggests a lack of clarity around who has responsibility for setting and monitoring organisational objectives and strategy. The majority felt that this was the responsibility of Council as a whole whilst some believed it to be the responsibility of the Officers’ group. Others believed it was the responsibility of the Board or Chief Executive. It is interesting to note that there is no clear consensus on this question.

As part of the discussions with committees, the issues of knowledge, skills, and experience needed to fulfil their responsibilities were considered. Specifically, committees were asked whether they, as a group, could benefit from additional knowledge or experiences and whether there were any skills gaps. The feedback denoted below highlight a number of key points:

- Have more staff now, and they have filled the gap in terms of experience.
- It is the job of the Board to hold the Executive to account.
- It is the role of the Board to act as a critical friend and to question e.g. on sponsorship or on legal or HR matters. If not qualified to do this, shouldn't be on the Board.
- The necessary skills, according to some, are not in the room.
- If skills are not here, it is our fault.
- Skills can be learned.
- We have skills and experience but we are not asked about it – need a skills audit.
- We are lay people, involved in football, asked to represent our clubs.
- We need more formal reports from the staff to the committee.
- Missing technical development skills, possibly from the WFT, and knowledge of international.

The above summary of all comments shows a range of identified issues. Taking each element of the structure individually, it is apparent that the Board feels there is a wide range of issues to be addressed. There was no clear consensus on whether the right skills were contained within the Board or not, but there was consensus that Council Members were not aware of the skills and experience of other members, as no skills audit or submission of a CV is undertaken. The Board also felt that, where skills gaps did exist, it was the role of the staff team to help fill these gaps. For the Domestic Committee, the issue of specific skills seemed to be less important – their focus was, as should perhaps be expected, on representing grassroots football and affiliates. All of those around the table felt that they had the necessary experience to carry out this representative role. Finally, for the International Committee, the key issues were seen as a lack of regular strategic reporting from staff (which members saw as essential in order to keep the committee focused at the strategic level rather than the day-to-day and operational level) and a lack of technical skills.

Overall, it is interesting to note the range of opinions here – there is clearly a feeling that there is a problem with skills, but there is no clear consensus on exactly what that problem is. For example, some committee members felt that the staff should fill skills gaps on the committees, whilst others felt that an audit of Council Members' skills was required, so that people could be placed appropriately within committees. Indeed, the acquisition of skills at Executive level, particularly the appointment of a Head of Finance and the associated changes in this field over recent years, has meant that the role of the Honorary Treasurer is now considered redundant. Council Members raised this specific issue during some of the dissemination events.

4.4. Representation

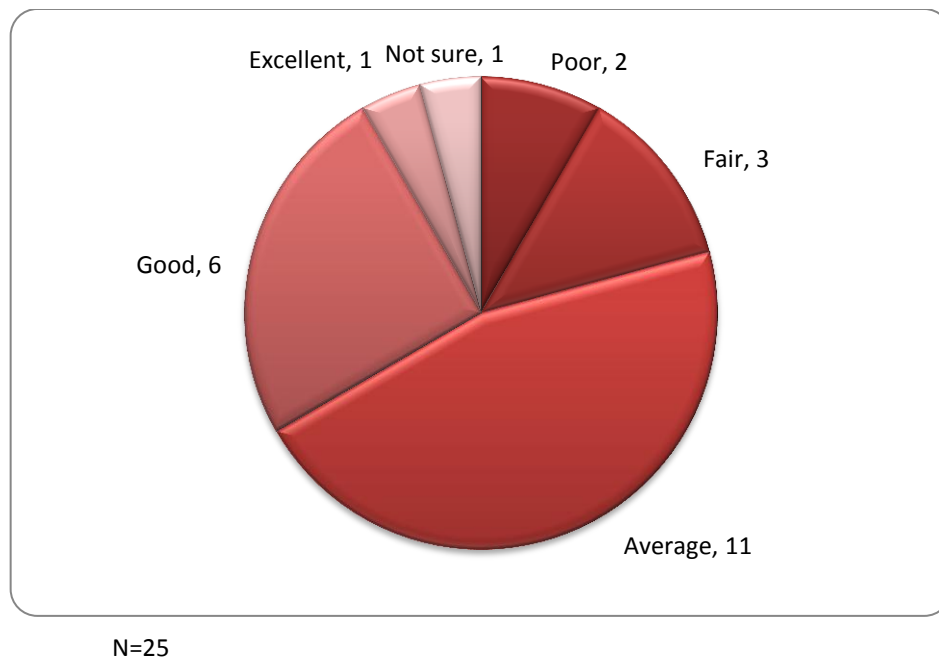
The Review offered a chance to explore the degree to which the FAW represented the football family in Wales. This involved considering the breadth of stakeholder representation within the current structures and whether the FAW recognises the status of leagues and other key groups and define the existence, scope of authority as well as the rights and duties of these groups.

Within the one-to-one interviews, Council Members were asked to offer their thoughts on how representative they thought the FAW Council was of all football interests across Wales. Representation was not defined and Council Members were left to establish their own definition of the term. A total of 18 Council Members did not feel that that the Council is representative generally with some mentioning the lack of involvement of specific groups such as women, professionals, Futsal, schools, disabled, etc.

Given the election and selection processes as outlined in Section 3 of this report, it is hardly surprising that the majority of Council Members feel that the FAW, as it is currently set up, is not representative of the football family in Wales. There is currently no process in place to assess the range of stakeholders that could or should be represented, and to ensure that they are given a seat (or at least a voice) within the decision-making process. For an organisation which represents the modern game, this is a serious issue which will need to be addressed. It should be noted however that five individuals believed that Council is representative whilst four were unsure. The feedback also suggests a lack of understanding around the concept of representation. This is further explored in Section 5 of this report.

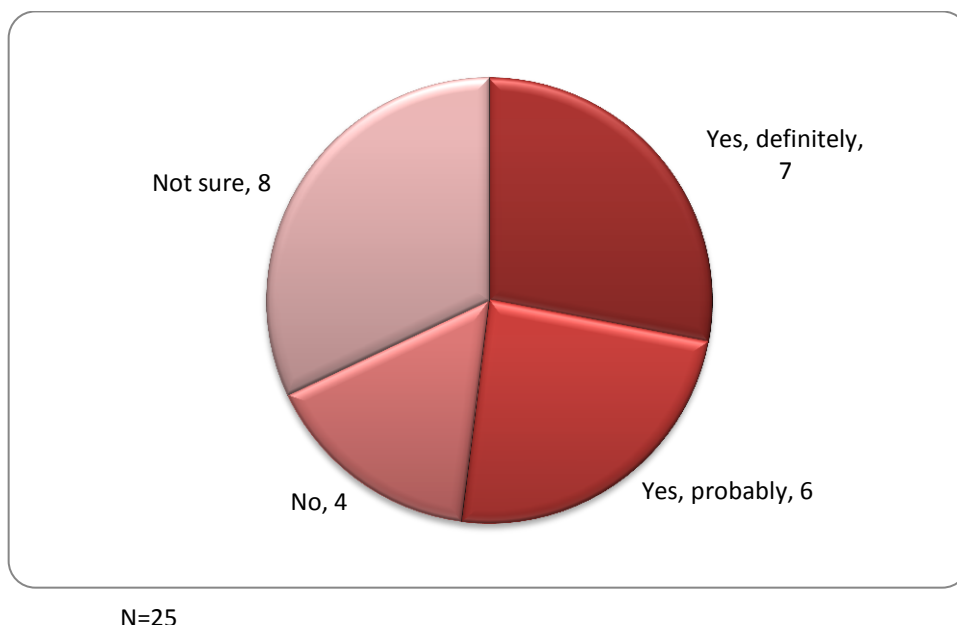
The survey response broadly reflects those of the interviews with Council Members. As can be seen from Graph 4 below, the majority of Council Members feel that the FAW is not currently exhibiting the characteristics of a representative and inclusive organisation.

Graph 4: Please consider the diversity and inclusiveness achieved within the current governance structures, and outline your thoughts on a scale of 'poor' to 'excellent'



Furthermore, the feedback from Council Members to the survey suggest that they would like to make changes to the way in which the FAW and / or the WFT work with external stakeholders and / or organisations.

Graph 5: Would you make any changes to the way in which the FAW and / or the WFT work with external stakeholders and / or organisations?



When asked what changes they would like to see surrounding the organisation’s work with external stakeholders, the majority stated the following:

- Increase contact with external stakeholders
- Increase consultation with external organisations
- Be more transparent
- Undertake more political lobbying
- FAW and WFT to work more closely together

These responses would seem to indicate a willingness to work more extensively with external organisations. Such engagement is likely to be critical to the success of the FAW going forward. The organisation cannot continue to act in isolation – what suited the game 30 or 40 or 50 years ago does not suit the game in the modern era.

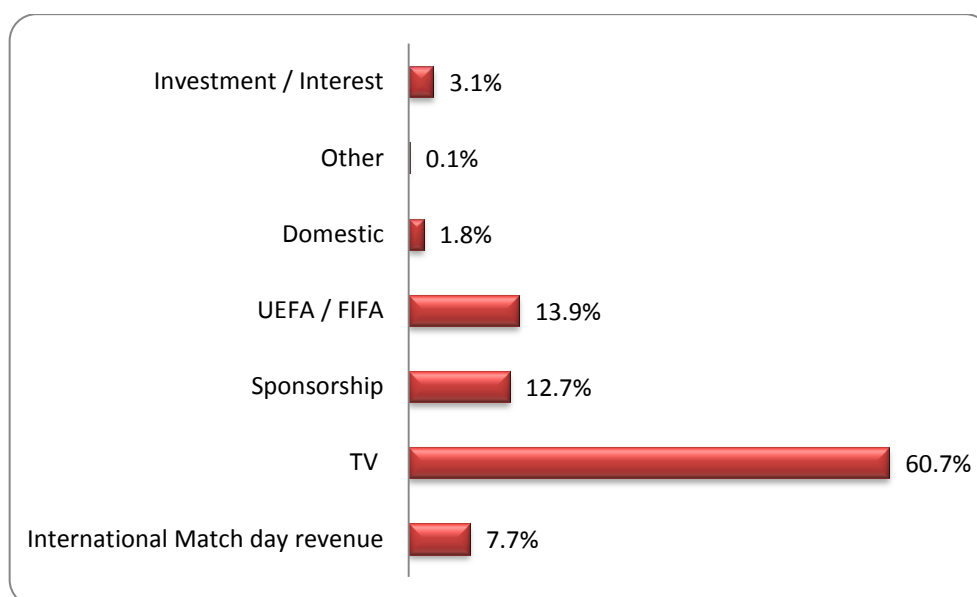
The FAW and WFT staff team were also asked to consider the issue of representation within the current FAW structures. As with the FAW Council Members, some interviewees spoke of a general lack of representation and diversity, whilst others referenced specific groups and identified particular gaps.

WFT Trustees were asked to consider representation across both the Trust and the FAW itself. The feedback - which often reflected those of Council Members and staff - also highlighted some specific issues which will need attention. In particular, the issue of the effectiveness of the FAW representatives on the WFT Board was of particular concern. There is obviously an issue here in terms of communication between the two ‘elements’ of the WFT board of trustees, and the way in which the two organisations work together at the representative level. It is also interesting that the issue of public funding was highlighted – and it is probably correct to assume that the public purse will not continue to fund any organisation that does not seek to build representation.

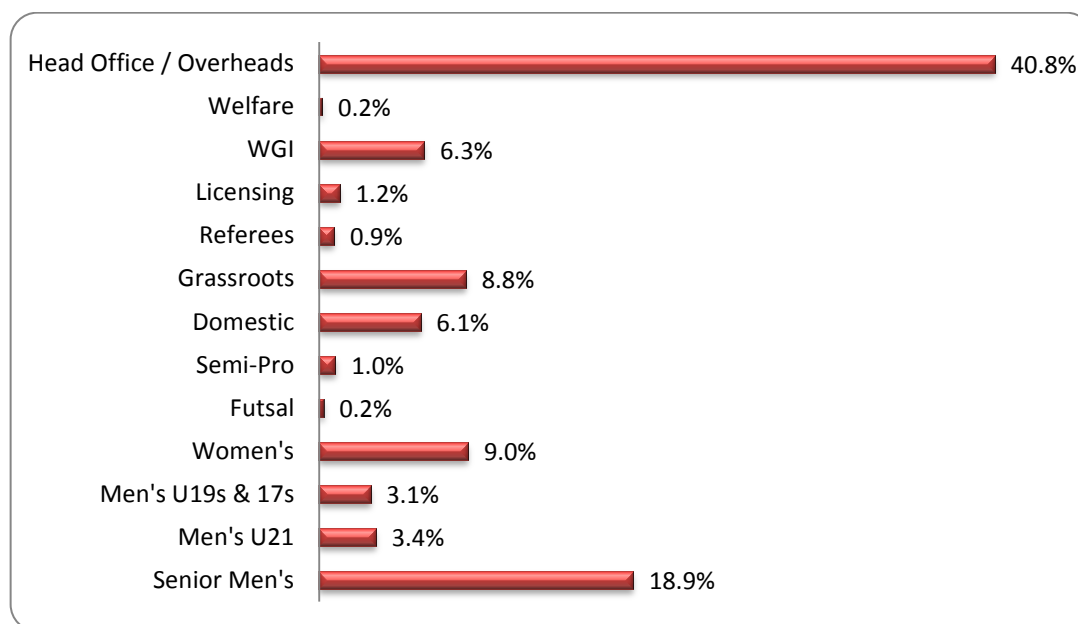
4.5. Finance

A key objective of this Review was to research whether FAW financial decisions are robust and effective in their delivery against multiple key strategies and objectives. The following graphs group the expenditure and income stream of the FAW for the year 2012/13.

Graph 6: Income by category



Graph 7: Expenditure by category



During interviews, Council Members were asked to consider if the allocation of available funds was appropriate. At least seven Council Members believed that revenue is allocated appropriately with two suggesting that the men’s first team should have priority as they are mainly responsible in generating income through the TV contract and sponsorship deals. Four could not provide a response to the question whilst others touched upon the following:

- Area Associations need more money
- Council wastes money on travel / meals etc.
- Too many FAW staff
- Too many backroom staff at matches

The answers given indicate that allocation of finances is not seen as a straightforward issue, and there was no clear consensus on how the money should be spent. This is perhaps indicative of the distance of some of the Council Members from the business aspects of the FAW; the allocation of finances is left to the board in the main.

Given that the Executive plays a key role in advising and supporting the board on allocation of finances, it is important to hear their views on current patterns of spending. As with the

Council Members, there is no particularly clear view on the allocation of funds – each department will, naturally, have its own priorities for the allocation of resources.

WFT staff were also asked for their opinions on the current allocations of funding. For WFT staff, the key issue seemed to be the ring-fencing of the FAW's allocation to the Trust. This was seen as important as it ensured that funding for the grassroots was protected, regardless of the performance of the men's international team, or any other aspect of the business.

It is important to stress that UEFA are currently undertaking research with NFAs to learn more about how funding is allocated in different countries. The results of this research may help to draw comparisons between the FAW and other similar sized NFAs.

4.6. The Welsh Football Trust

The Review considered the remit of the WFT, the advantages and disadvantages of the current setup and whether it delivers against the FAW's domestic and international football strategic objectives.

Firstly, Council Members were asked to consider what the WFT had achieved since it was created in 1996. Fifteen Council Members made positive comments, using words such as "excellent", "good" and "they've done well." Others underlined the importance of the WFT in providing good coaching. To the contrary however, a small number of Council Members did not know what the WFT has achieved whilst some specifically mentioned that their purpose is not clear, that it overlaps with the remit of the FAW and that they need to "keep out" of leagues and internationals. Whilst the majority of Council Members feel that the WFT is performing well, a number of Council Members were unclear about the role and function of the WFT, whilst others were concerned about the areas the Trust operated in, and the way it worked with the FAW.

"The international community doesn't understand the difference between the FAW and the WFT. It's confusing for everyone. People at the FAW don't feel that they are involved with the Trust, there's no sense of ownership"

The confusing nature of the relationship between the FAW and the WFT was again a key issue raised by Council Members when they were asked to consider the relationship

between the two organisations. Other common responses raised by Council Members were made around the following:

- Better than it was / cordial
- Councillors don't feel ownership / don't know they deliver FAW objectives / hostility and tension
- Need better communication and collaboration
- Rebrand WFT as part of FAW

In addition, a very small number of Council Members also felt that the FAW should move to the Newport site, whilst an equal number stated that the two organisations should be kept separate. In addition, a small number of Council Members highlighted that the FAW representatives who sit on the WFT must report back more effectively to full FAW Council.

"I still don't think that people realise that the WFT is delivering FAW objectives – we still need better communications."

"Unless you are actually on the Trust, you wouldn't know what was going on."

Again, as already highlighted, there are clear concerns surrounding the way in which the organisations work together, levels of communication, and areas of responsibility. In fact, it was apparent from the consultation that many Council Members are unclear about what the WFT does, where its areas of responsibility lie, and how it relates to the FAW overall. It is clear that there is a need to look more closely at the way in which the two organisations work together, as it is essential that the remit of the Trust is clear, unambiguous, and understood by all.

Opinions were generally positive across the FAW staff team, although concerns were raised about the potential impact of having two separate locations for each organisation. As with the Council Members' responses, there were concerns here regarding the way in which the organisations work together and levels of communication.

It was also important to hear from WFT staff themselves, and to understand how they view their own organisation's impact so far. WFT were obviously more specific in their answers than other consultees, particularly referencing the coaching and mentoring aspects of their work, which are internationally recognised. In addition, WFT were also asked to consider the relationship between the two organisations. As with other consultees, clearly the WFT staff feel that there is a need for closer working between the two organisations.

Specifically, the issue of branding was seen as important, with a name change to the FAW Trust suggested by more than one person. Given the concerns raised, this is likely to be a good idea – branding the organisations together could make the WFT more identifiable and cohesive.

During the one-to-one interviews, Trustees were asked to assess the impact of the WFT so far. As with WFT staff, the Trustees clearly recognised the importance of the coaching work undertaken by WFT, as well as recognising the importance of the new centre at Newport. In terms of monitoring the outcomes of the Trust, this is now coming more to the fore, with performance measurement and reporting structures being developed within the organisation. This has been supported by, for example, presentations from the WFT Chief Executive to full Council, which have had a positive effect. As the Trust receives a significant grant from the FAW, this monitoring and performance process should be further developed and carried forward in order to increase transparency and understanding.

In terms of areas for improvement, the key issue was seen to be communication and co-operative working between the two organisations, particularly with reference to the FAW Council Members who sit on the Trust's board. There is clearly room to improve here, although progress over recent years was also recognised.

4.7. Welsh Ground Improvements

Welsh Grounds Improvements is a company managed by the FAW and the WFT. WFT administer the funding for the programme, with funds being provided by the FAW. These funds are distributed as grants, subject to a successful application, to clubs in specified affiliated leagues.

Council Members were asked to assess the contribution of the WGI, and the majority felt that it works well and is good for the clubs. Others conceded that it is a good idea although the money should be spent more strategically. In addition, Council Members also referenced the need for 25% match funding from the clubs themselves, which was generally felt to be too high. In addition, concerns about lack of tax efficiency and some concerns about the lack of opportunities for clubs lower down the pyramid to access funds were also noted. Grants are only currently available for Member Clubs and a decision was made during the 2009/10 not to invest further funding in the WPL.

The FAW staff team was also asked to consider the effectiveness of the WGI. Overall, their responses reflected those of Council Members – specifically that decisions were not based



on strategic priorities, and that criteria need to be stricter, possibly based around the development of community hubs in order to ensure the value for money and strategic impact of the investment. It is therefore apparent that there is support from both Council Members and staff to improve the way in which WGI funds are allocated, particularly by basing allocation on more strategic criteria, thereby increasing transparency and fairness.

5. A Structural Review

A comparative review through primary and secondary research provides a sense of the structures and functions of other similar organisations elsewhere in the world. In 2005, Genesis Consulting was commissioned to carry out a comparator review of leading sporting organisations in England and elsewhere, with a view of informing the independent structural review of The Football Association, led by Lord Burns. A review of other key documents provided an opportunity to build on this valuable information base. Moreover, discussions with FIFA and UEFA representatives were fundamental in providing an opportunity to delve deeper into specific themes and issues.

Whilst it comes as no surprise that the organisational culture of other NFAs and NGBs differ from country to country and from sport to sport, it is possible to identify some commonality when reflecting on their structures and processes. The fact that such organisations demonstrate unique qualities is also significant; it does, after all, offer insight into some interesting characteristics and good practice examples.

5.1. General Assembly

The Genesis report indicates that the ‘major’ NFAs (which in this case included Germany, France, Netherlands, Italy and Spain) have a General Assembly or equivalent, which usually meets annually and is generally composed of its member associations e.g. leagues, regions, and districts. Discussions with FIFA and UEFA representatives also helped to determine that this was indeed the case with “most” NFAs. The General Assembly, as seen on top of the decision-making pyramid in figure 6, approves changes to the statutes and regulations and appoints the Council (or Board of Management depending on definition). The General Assembly, in the case of the FAW, are the Member Clubs who attend the June AGM. A recent review by

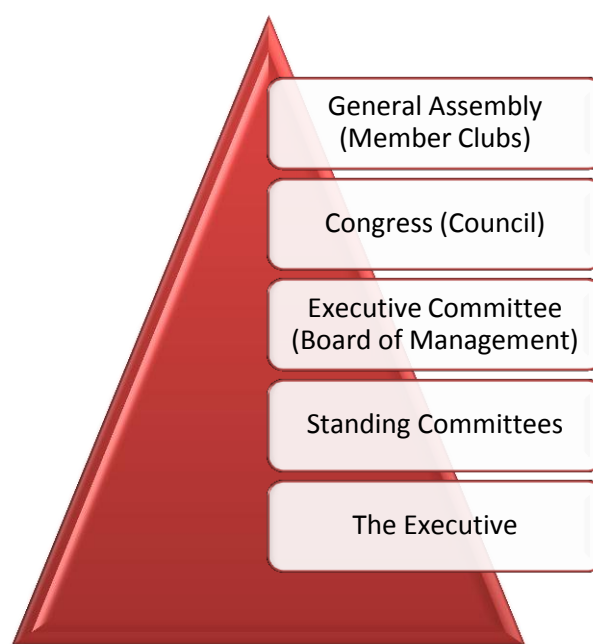


Figure 6: A simplified governance structure of a ‘typical’ NFA

Sport Wales on behalf of the FAW suggests that other leading sports have a similar set-up.

5.2. Council

A key decision-making body within a ‘typical’ structure is that of Council (also known as ‘Congress’ in many countries). This section outlines some of the key issues raised at this level of the structure.

5.2.1. An ‘Assembly’ for the game

It is apparent that most NFAs have a Council rather than a Board in the business sense. Similar to the case of the FAW, the General Assembly is responsible for nominating candidates on to Council. According to the Genesis Report, the Council typically meets four to six times a year although discussions with FIFA representatives suggested that these meetings occurred less frequently; two to four times a year was noted as the norm.

5.2.2. Representation

The professional game is generally well represented at Council level, without having a majority. Representation of the amateur game, on the other hand, is typically on a regional and district basis. In many cases, other key groups such as players, coaches and referees are also represented. The importance of ensuring a “*fair*” representation of the game at Council level was a key point highlighted by FIFA and UEFA representatives. Both organisations stressed the importance of having “*football people*” at the heart of decision-making although they were quick to stress the importance of ensuring that this was representative of the game in specific countries. The evidence submitted by UEFA to the recent House of Commons inquiry is further evidence of the importance they place on this issue.

“One possible area where the football governance model could learn from abroad, is as regards the make-up of decision-making bodies. Actors in professional football are many and varied – the national associations, clubs, leagues, players, coaches, supporters, referees and so on. This is reflected in the structures of the decision-making bodies in [other] footballing nations where the relevant board will often have representatives of players, coaches and referees, as well as the technical component in some cases – all of whom are football people.”

The findings from the survey, interviews and workshops with Council Members suggest that individuals are aware of this issue. The current Council, after all, only consist of representatives of the Member Clubs in Wales. Taking this issue forward, a group exercise with the Review Panel identified that the following potential stakeholders were not currently involved within the decision-making processes of the FAW:

- Supporters
- Players (Male)
- Players (Female)
- Leagues (Men's)
- Leagues (Women's)
- Coaches / Managers
- Other clubs
- WFT / Trustees
- Match officials
- Education / Schools FA
- Higher & Further Education
- Futsal and other forms of the game
- BME
- Disability
- Football League Clubs

Whilst this list may not be exhaustive, ensuring a better representation would mean an increase in the number of Council Members and any such exercise should ensure that the group does not become too large in size. An alternative option of course would be to involve such groups elsewhere within the decision-making structures of the FAW.

The importance of a representative voice at Council and Board level should not be underestimated. The *'Trophy Women?'* Report produced by the Women's Sport and Fitness Foundation in 2009 makes reference to a number of pieces of research across commercial markets that clearly evidence the improvement in organisational performance where boards include female representation. There is a clear message from the evidence on hand to suggest that improved diversity is good for business. For example, *'The Bottom Line: Corporate Performance and Women's Representation on Boards'* report produced in 2007 shows that financial measures are markedly improved at those US Fortune 500 companies where there are female board directors. Research by McKinsey and Company in 2007 also underlines the need for both male and female leadership behaviours and the *'Building Better Boards'* report by DTI in 2004 emphasize that diverse boards result in better decision-making and more innovation and creativity. Representation is clearly a key issue and it is positive to see the FAW welcoming its first ever Women's representative on Council in August 2013. The evidence suggests however that other key groups should not be dismissed.

5.2.3. Democracy

Interviews with Council Members also seem to suggest that ensuring a democratic voice is a key issue on the current Council. The need to ensure that decision-making at this level is fair was of particular concern. Discussions with FIFA and UEFA representatives suggest that the FAW should consider a number of ‘operational’ changes which could benefit the game in Wales. On the issue of Life Members, FIFA and UEFA do not believe they should have a voting right – they are not elected, and so have no mandate. Instead, it is common practice in many NFAs for long-serving individuals to become ‘honorary’ or ‘privileged’ Members, where they continue to take an advisory role, whilst also attending games to act as ambassadors. However, these honorary members take no formal voting role in any of the committees or on the wider Council. It should also be noted that a number of NFAs also impose age limits on Council Members in order to ensure turnover of representatives, and refreshment of ideas. This is advocated by UEFA who limit the age of their representatives to 70.

5.3. Executive Committee

The use of an Executive Committee is also commonplace in a number of NFAs. This section studies the functions of Executive Committees, or Board of Management, which is the term referred to in the UK.

5.3.1. A smaller management body

Due to the large number of Council Members normally involved at Council level, discussions with FIFA representatives suggest that other NFAs see the benefit of establishing an Executive Committee to have more of a “hands-on” approach in the decision-making process. Whilst this is common practice in European countries, evidence suggests that an increasing number of Governing Bodies in the UK are moving from a large, representative Council to a much smaller Board of Management, along corporate lines.⁶ In the last decade a number of UK, English and Welsh NGBs have moved from their primary decision-making body being a large Board or Council to a smaller Board. NFAs, after all, are businesses and they need to be able to move decisively on key issues.

Encouraged in many cases by the *UK Sport Modernisation Programme*, many sports have shown a willingness to adopt business models and move away from the more traditional

⁶ See the Genesis Report (2005) for further information.

representative structures in the interest of flexibility and speedier decision-making. Reflecting on the case of different NGBs within the UK and further afield suggest a recent shift.

The Amateur Swimming Association (ASA) moved from a Board of over 20 to a current size of 13 and plan to reduce this to 10 this year. This group would comprise an independent Chair, the Chief Executive, Group Finance Officer, four appointed independent directors, and three appointed representatives of the sport. Their Chief Operating Officer, Jane Nickerson sees the optimum size for the Board as ten to 12 members. A useful insight into the changes that the ASA are currently finalising came when a Board member recognised that the work required of a modern Board was not the reason he joined in the first instance. According to Jane Nickerson, *“a breakthrough moment happened at the 2012 strategy weekend. The agenda was full of topics which were not closely related to the core membership side of the sport – we were dealing with some big commercial opportunities, the relationship with Operators to increase participation, etc. One member stated that this was not what he had signed up for – his strength and interest was purely about club swimming.”*

It is interesting to see that a similar trend occurs within other NGBs. The Rugby Football League (RFL) for example is run by a small Board of five people. British Canoeing has also moved from a Council of 60 to a Board of 10. British Gymnastics on the other hand had a Board of 28 in 2000 but reduced its size to 12 by 2002.

In the case of football, it is interesting to find that the majority of English Premier League clubs also operate with smaller Boards (e.g. Manchester United, Everton, Chelsea, Norwich, Fulham and Arsenal all have between six to 12 people on their boards). Furthermore, The McLeish Report recommended the Scottish FA to reduce the size of its Board to seven (including a minimum of two independent members).

Outside the UK, it is also apparent that the NGBs of smaller and larger countries (in terms of population) operate with smaller boards. New Zealand Rugby, current World Rugby Champions, replaced their Council with a Board made up of nine voting members. The Board is made up of the Chairman, two independent directors appointed by the New Zealand Sports Commission and six directors nominated through the provincial unions and voted in at the AGM. The President, Vice President and the Chief Executive attend as non-voting members. The adoption of this business model enables greater flexibility and speedier decision-making. The New Zealand Football (NZF) Board also operate with a small board of seven members (three members are elected by the game and a Board Appointments Panel announces four to the Annual Congress following appointment).

Football Federation Australia (FFA), in contrast, which represents a much larger country in population and geographical size, has a Board made up of eight people.

Interestingly, the 2009 *'Trophy Women?'* report showed that of the 44 UK NGBs surveyed (including the major funded sports such as the FA and UK Athletics), the total number of Board members was just under 500. Whilst not the most accurate measure of an adequate number on any given Board of Management, this gives an average number of Board members of 11 per NGB. The advice to NGBs according to Sport Wales is to form a Board of 12 members or less.

5.3.2. The impact of governance

Unfortunately, due to the number of potential factors involved it is difficult to link changes in governance structures directly to the progress on a NGB's outcomes. It would be difficult, for example, to link such changes back to different measures of success such as the medals or championships won, increase in membership or participation, or its financial surplus. In addition, some of the changes in UK NGB's are quite recent or are currently happening so the impacts on hard outcomes would be difficult to assess at this stage. However, there are clear positive impacts to the operation of the Board, which in turn impact the organisation. According to Sport Wales, these changes can enable the positive improvement in hard outcomes (e.g. medals, rankings and membership) and they can also help to prevent the internal conflicts and crisis that can halt or reverse progress.

British Gymnastics Chair Alan Somerville felt that the major governance changes *"helped to complete a turnaround of British Gymnastics that had not achieved a gold medal since 1948 into one of the most competitive countries in the world."* British Gymnastics moved from being placed 46 in the world in 2000 to now being in the top six in the world. Alan Somerville's view is that the changes achieved on governance were very important because they allowed the NGB to demonstrate sound financial management and provide reassurance to funders. Arguably this change in stakeholder confidence enabled access to greater investment that provided the practical changes (e.g. coaches, support staff, competition programme) to improve the outcomes in international events.

5.3.3. Independence

Whilst the size of the Board is clearly important, the Genesis report also highlights that there is now greater evidence of independent representatives playing a full part on the Board. This is an interesting point, especially as Executive teams are becoming more

sophisticated, reflecting the need for more specialists e.g. marketing, commercial, finance, performance, etc.

This aspect is very similar to the skills-based principle, it extends the benefit by ensuring that a significant proportion of the Board aren't involved in other significant roles in the sport and therefore they have no conflicts of loyalty. In their role as independent representatives they can solely focus on what is best for the NFA and the sport. Sport England and UK Sport have defined this independence as *"individuals who are free from any close connection to the NGB and who, from the perspective of an objective outsider, would be viewed as independent."* The fact that an individual played the sport and is a member of the NGB wouldn't stop them being independent, but if they were on the Board or Committee of a Club or County Association, it would. The RFU provide a good example of this. British Shooting on the other hand has brought an Independent Chair to lead the organisation through an open recruitment process. The ability of such individuals to ask questions from a perspective based on the athletes and the sport and not from a perspective based on a regional association or a section of the sport (e.g. Coaching, Officiating) has improved the operation of the Board and the NGB. Considering the challenges of controlling the *"parochial"* interests of the FAW Council this may well be a plausible idea.

5.3.4. A skills-based approach

According to Sport Wales, some NFAs have produced a general person specification for all board members. These NFAs are also assessing the skills on the current board, and using this information to identify skills gaps and to recruit the particular skills that they require. Examples of this include the skills matrix and gap analysis undertaken by British Gymnastics and Welsh Cycling to identify the need for new board members with specific skills. NFAs that have followed this process have reported stronger shortlists than would have been achieved with traditional in-house processes. Examples include British Judo recruiting Mark Palios (ex-Chief Executive of the FA) and Chris Daniels (a former senior Lloyds TSB Executive) to their Board.

5.3.5. Athlete representative

The involvement of an appropriately skilled current or recently retired performer (usually an elite athlete) can help the Board to focus on the support for the competitors. Organisations such as British Rowing for example have included an athlete representative on their Board. This is also becoming customary in football with the involvement of ex-players within the decision-making process. There is an increasing trend of appointing ex-

players as Presidents within football-related organisations e.g. Michael Platini at UEFA, Davor Suker in Croatia and Mircea Sandu in Romania.

The involvement of players at Board level may be a radical step for the FAW although involving such a person within the organisation's committee structures may well add value. This decision would naturally depend on the quality of candidates available to the organisation. Another option would be to bring young people into their decision-making process through establishing a young leadership group. This has also been a new development within some NGBs and the involvement of such stakeholders would possibly help when attempting to identify the needs of players outside formal structures, for example teenagers playing recreationally, BME communities, etc.

5.3.6. Performance management

Across many NFAs, there are signs of a growing awareness of the importance of performance management, with the increasing use of review procedures and performance indicators to measure progress. This is something that the FAW is also beginning to develop and this could be further enhanced to evaluate specific functions e.g. the performance of the board, the WFT and Area Associations. An extension of performance management processes is, in many cases, an opportunity to encourage Government investment in sport, which, despite perceptions to the contrary, is actually welcomed by UEFA and FIFA.

5.3.7. A fresh approach

The need to refresh the thinking on the Board is accepted in the business world, and many organisations include a time limit on individuals holding officer positions, often two terms of four years each as a maximum. UEFA and FIFA are indicating a general trend towards four year terms of office, in line with international competition cycles. Interestingly, whilst the structures of the FAW do not allow a President to run for more than one term, there has been some natural movement post London 2012 for the Olympics and Paralympics sports with longer serving post holders. This continuity may well add value to an organisation such as the FAW. It would allow the opportunity for post holders to have a longer period of time in post, which could drive success through long-term planning and stability.

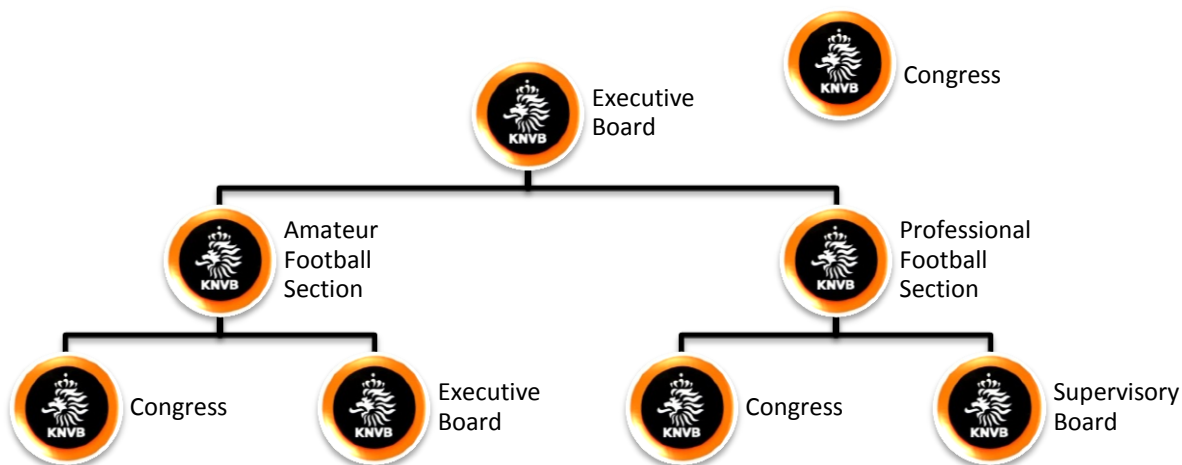
5.3.8. Clear roles and responsibilities

Whilst the structures and processes of any organisation will contribute greatly to its success, it is worth mentioning that even the most effective structure is reliant on the people in it and how they behave. Some NGBs have invested time in establishing values and behaviours within their vision for the future to guide Board members and staff on how they should approach their roles. There will also be the need to give clarity on roles and responsibilities and, potentially, to provide necessary training.

5.4. Representing the professional and amateur games

Interestingly, at least ten Council Members suggested the need to clarify the roles and functions of the FAW and this could, some argued, take shape through the establishment of a 'grassroots', 'leisure' and 'junior' FAW on one level and a 'national' or 'international' FAW on another. According to the Genesis report, the professional and amateur games tend to have separate organisations within the structure of the NFA, whose structure they mirror – each has its own Assembly and Council / Board with formal agreements in place to regulate the relationships between them. The case of the Dutch model, which gives the professional and amateur games parity in its governance structures, is illustrated below:

Figure 7: Organisational Structure of the Royal Dutch Football Association (KNVB)



Whilst the model above seems to be the case in much ‘larger’ countries, discussions with FIFA and UEFA representatives suggest that this may not be the most effective model for all nations. As highlighted above, the main Executive Board delegates its responsibilities to two separate sections which, it could be argued, leads to an additional layer of decision-making and adds to the bureaucracy. This certainly seems to be the case when reflecting on the case of the English FA.

Whilst the development of a Board of Management clearly offers advantages, the introduction of the ‘amateur’ and ‘professional’ sections complicate the picture in England according to the House of Commons report. The English FA has, in company terms, a dual-board structure comprising the Main Board and the Council, which is similar to the European model of a Supervisory Board representing key stakeholders. However, the Main Board itself does not have as much control over the FA’s resources as an executive body might be expected to have; and its composition reflects the practical dominance of the two main branches of the game, the professional game (the top four leagues) and the national game (the amateur and semi-professional leagues). The professional game and the national game both also have Boards. The Main Board is assisted in its work by these and a plethora of committees with responsibility for considering specific issues; but only the two

game boards and, in some areas, the Football Regulatory Authority report direct to the Main Board.

The inquiry led by the House of Commons was critical of the English FA model as devolving decision-making downwards has led the Main Board becoming marginalised. The report, along with the evidence submitted by UEFA to the inquiry, advocates a need to *“rationalise and reduce the number of bodies involved in football governance.”* The following quote provides an indication of the views of UEFA on this matter.

“In every country the National Association, as governing body, needs to set a framework to ensure coherence across the different levels of the sport and to avoid the unnecessary duplication and layers of regulation, bureaucracy, and red-tape which inevitably results from too many parties trying to control the sport”
(Football Governance, Vol 2, Ev 270).

The case of the English FA offers some valuable lessons to the FAW and stimulates some key questions. Does the FAW need to replicate the structures of other, larger organisations? Why add another layer within the decision-making, which would ultimately lead to bureaucracy? Why create further divisions within the game when the WFT – with its own Board – currently hold responsibility over grassroots football?

Whilst many Council Members acknowledge the need to represent the junior and senior side of the game, the additional layer of decision-making bodies (i.e. the ‘Professional Game Board’ and the ‘National Game Board’ in the case of the English FA) could further complicate matters. Whilst other ‘major’ NFAs implement similar structures, the evidence suggests that the FAW could make the most of its relatively small size (compared to larger NFAs at least) and ensure that a dynamic, efficient and practical structure is created.⁷ It is therefore necessary to highlight that the FAW should not take a one size fits all approach to governance; what works in one country may not work in other countries. This view was further supported by FIFA and UEFA representatives during a visit by the research lead to Switzerland.

⁷ Wales for example has a population of 3.06 million compared to England’s 53.01 million and a turnover of c. £10 million compared to the English FA’s c. £260 million.

5.5. Standing Committees

The evidence from FIFA and UEFA suggest that there is no definitive way to operate at committee level; there should always be flexibility for the NFAs to determine the most suitable way forward which reflects the activities of the game in that particular country. Having said this, FIFA and UEFA, through their Statutes, have established a set of minimum requirements. A review of UEFA's Statutes for example shows a need to consider issues such a supervision of refereeing, doping, registration of players, etc.

Building on this, a review of other key documents offers some important insight into what should at least be achieved within the structures and processes of an NFA at Committee level. Phillips (2011) argues a need to ensure the following:

- A clear system whereby the power is spread amongst Council, Board, committees, etc.
- A balance between scrutiny and flexibility within the decision-making processes
- Checks and balances to manage inappropriate use of decision-making
- Delegation of authority to committee level
- Clarity within the decision-making process

In summary, the evidence suggests a need to strike a balance between flexibility and scrutiny. Building on this, discussions with FIFA and UEFA reaffirm the need to ensure that the decision-making process is flexible and efficient, without being bureaucratic. This is interesting, especially as the findings from the interviews with Council Members suggest that the current system is laborious. Council, after all, ratifies all decisions. As the evidence suggests, this slows the decision-making process.

To the contrary however, FIFA and UEFA representatives recognised the importance of empowering decisions and the report by Phillips (2011) suggests there is a strong case for this. UEFA and FIFA representatives highlighted the need to create a governance structure which encourages committees to take an active role. As highlighted below, this could well be achieved through three key actions.

5.5.1. Board Members to act as Chairmen of Committees

First of all, if an Executive Committee was to be established, there is a strong case according to UEFA and FIFA to have representatives from this strategic body to sit as Chairmen within each of the different Standing Committees. This, they argued, would help ensure that Committees are empowered. It also ensures that the Board and committees are up to date with the strategic direction of the organisation and operate in harmony. On one level, the Board Member would report on relevant developments occurring at Board level. On another level however, the committees would also be able to highlight key issues with the Chairman to take back to the Board. This, with the right people in place, could be an effective communication tool between key internal decision-making bodies.

5.5.2. Appointments Committee

Another means of devolving decision-making is through the establishment of other key bodies. Firstly, ensuring that the right people sit within the right decision-making body will ensure that Council can take comfort in the fact that square pegs are not in round holes, as is currently the case according to some Council Members. Reflecting on what is happening in a number of public bodies, an effective way of addressing this issue would be to develop an Appointments function within the structure. This Committee – which could also include the responsibilities of the current Officers Committee - could be set up as an advisory body to the Board, holding responsibility for the appointment of senior staff and ensuring that the relevant people are operating within the relevant functions of the FAW.

Many public bodies including Local Authorities function with an Appointments Committee, or similar function. The House of Lords Appointments Commission's role, for example, is to select new independent members and to vet party-political nominations put forward by the political parties. They select independent members on merit and on their commitment to the work of the House of Lords, in scrutinising legislation, sitting on committees and participating in debates. The use of an appointment panel to interview potential representatives is also in place by Amateur Swimming Association. Such an approach was set up mainly to ensure that a significant proportion of the board do not have conflicts of interest through other aspects of their involvement in the sport. Such an approach, it may be argued, could also contribute towards ensuring that the activities of the organisation are viewed as transparent by external parties.

5.5.3. Scrutiny Committee

One additional feature of many organisations that is not currently seen within the FAW is the establishment of a scrutiny committee. Scrutiny committees take responsibility for providing a sounding board for the executive on key policy decisions, holding the organisation's decision-makers to account, challenging and improving performance, supporting the achievement of value for money, influencing decision makers with evidence-based recommendations, and bringing in the views and evidence of stakeholders and citizens.

Within local authorities in the UK, the scrutiny function was created as a result of the Local Government Act 2000, and is now a feature of local authorities across England and Wales. Local Authority scrutiny committees work collaboratively with the executive, review performance, work with external partners, explore and promote best practice, and call in executive or committee decisions for review in exceptional circumstances. The onus is always on the Scrutiny Committee to ensure that all of its recommendations are evidence based with clear links to strategic policy. This could be an important feature of any new structure as the current means of scrutinising decisions do not appear to be operating effectively within the FAW's structures.

5.6. Addressing other areas of the game

Due to the evidence pointing towards the requirement to be sensitive towards the unique characteristics of different nations and NFAs when thinking about internal committee structures, the Review Panel undertook a planning exercise to help scope out the current needs of the FAW. First and foremost, this exercise involved reviewing the evidence from the primary and secondary research before identifying the different areas of responsibility currently associated with the game. Finally, the team identified the most appropriate structure for the organisation with all of the relevant information in mind. As a result of this exercise, three boards of management were suggested along with one committee. These bodies along with their areas of responsibility are listed below.

Table 1: The roles and responsibilities of each of the new proposed Standing Committees

Name	Areas of responsibility
Community Game Board	<ul style="list-style-type: none"> • All adult and junior leagues / clubs under the jurisdiction of the Area Associations (level 5 and below) • Minority representation (e.g. BME / disability) • Academies • Recreational football • Area Associations • Schools / Higher Education • Futsal • FAW Pyramid (level 5 and below) • The Welsh Football Trust
National Game Board	<ul style="list-style-type: none"> • Directly Affiliated Leagues and Qualifying clubs (level 1-4) • WPL • WPWL • FAW Pyramid (level 1-4) • FAW Competitions • Player Registrations • Academies (U19s)
International Game Board	<ul style="list-style-type: none"> • Men’s A, Men’s Under 21s, Men’s Under 19s, Men’s Under 17s • Women’s A, Women’s U19, Women’s U17s • Development squads • Futsal • The Welsh Academies Representative Squad (Semi-professional) • Coaching and player development • Medical
Referees Committee	<ul style="list-style-type: none"> • Refereeing structure, organisation, strategies and programmes for all levels of the game

With the correct support structures in place (i.e. the Executive Committee, Officers Committee, Scrutiny Committee and Chairmen from the Executive Committee), there is no reason not to place faith in the decision-making bodies above to manage their own particular areas of responsibility (including managing budgets and undertaking decisions without them being ratified by Council). Discussions with UEFA and FIFA representatives suggest that this would help ensure that people are making decisions on their areas of expertise. It is very likely that some decisions (e.g. financial decisions which could impact the organisation as a whole) would always need to be ratified by the Executive Committee however and such decisions would need to be agreed and established by the Executive Committee.

A key notion of this new structure would be the integration of all necessary partners into a joined-up, unified decision-making approach. Whilst the Council Members appointed to each of these boards or committees will continue to have the final vote on issues, it is believed that involving the skills, experience and knowledge of partners would enrich the discussion and debate which will hopefully ensure that decisions are being made with key information in hand. Grassroots football, for example, is an area which is likely to benefit from a partnership approach between Council Members, Area Association representatives and FAW and WFT staff.

5.7. The Welsh Football Trust

A key aspect of this review is to ensure the remit of the WFT is aligned to and delivering against the FAW's strategic objectives. As highlighted in Section 3 of this report, the WFT was established in 1996 as a charitable arm of the FAW. The evidence provided by Council Members to this Review suggests that the relationship between the FAW and the WFT is improving although a lack of understanding of the WFT's remit was also expressed. A small number of Council Members even questioned the need for two organisations.

The evidence suggests that the FAW has seen more money being invested in grassroots as a result of the establishment of the WFT. Unfortunately, it is difficult to compare the case of the FAW and WFT with many other organisations. Whilst the English FA invests money through the Football Foundation in England, the current setup in Wales may be considered a rather unique model. Nevertheless, it is important to remember that the law in different parts of the world determines how charitable investment in football is managed. According to FIFA's legal representative, it is not uncommon for NFAs to have more than one business (for example, FIFA itself is made up of a number of different businesses) but not all European countries have found it necessary to set up a sister organisation to deliver some of its objectives. For example, in Switzerland, the law allows investment in a specific part of

the business if that investment is to be used for charitable purposes. This flexibility means that there is no need to establish a separate business, as is necessary here in the UK.

Whilst there are benefits to such a setup, this does not dismiss the need to ensure that both organisations act as one, that communication lines are clear, and that the model makes sense financially. It is likely that improvements in the relationship between the FAW and the WFT, reviewing the role of Council Members sitting on the Board of Trustees, ensuring that football-related matters are reported to the FAW, and re-branding the WFT will help ensure a unified approach. However, whilst there is not compelling evidence to suggest a need to unite both organisations, the evidence suggests that key individuals involved with different aspects of the game should be collectively involved within the FAW decision-making structures. A review of the WFT's remit also suggests that these are clear. However, the need to continuously evaluate the activities of the WFT and undertake a cost-benefit analysis of having two organisations serving the game in Wales is also needed. This would naturally help ensure that their remit is consistently aligned to and delivering against the FAW's strategic objectives. This is crucial in a game which is continuously developing.

6. A Review of the Area Associations

A key objective of this Review was to analyse different aspects of the game directly linked to the FAW. This section reflects on the work of the Area Associations in Wales and considers whether they are aligned to, and are delivering against, the strategic objectives of the FAW.

6.1. Administration

The six Area Association Secretaries have in the main a great deal of experience of football administration and have been in post for a number of years. The exception is the North Wales Coast FA Secretary, who has only been involved in the Association for the past three years and has only been in post for two of them. Discussions with Secretaries suggest that the level of experience they possess is of significant value to their area and to the wider football community.

Secretaries serve Area Association Councils elected by stakeholders; the majority of which are representatives of the Leagues. The feedback suggests that the period of Office varies depending on the area. Similar to the case of the FAW, all Area Associations have a number of Life Members with voting rights and no age limit. They are all predominantly white male, although at least two have female members on Council. All Area Association Officers carry out their work on a voluntary basis and so there are no full or part time employees involved at this level of the game.

Drawing a comparison, English Associations visited also included Life Members on their Councils in addition to the elected representatives. The majority had voting rights although Herefordshire also have what are termed 'Privilege Life Members', which means they do not attend meetings but continue to enjoy the privileges associated with Council membership. The two English County Associations visited had professional administration in place, which operate from designated premises in urban areas. The Herefordshire FA has four full-time and four part-time staff to service a population of 183,600 while the Somerset FA has ten full time staff to serve a population of 530,000. Staff costs are significantly subsidised by the English FA and, according to feedback, this results in the Counties having greater accountability to the governing body. Herefordshire FA, for example, carries out all of the administration of the Association's Member Leagues. In

addition to the subsidy from the English FA, the Member Leagues pay an annual fee for the service.

All six Area Associations in Wales were asked if they considered that their organisations would benefit from professional administration, with four out of the six agreeing that it would be a positive development that would enhance the administrative process. Unsurprisingly, the question of how such roles would be funded was raised by Area Association representatives.

6.2. Structures and processes

Five of the Area Associations appear to have the structures in place to deliver their objectives to stakeholders with the only exception being the North Wales Coast FA. The current Secretary, despite his lack of experience, appears to be doing his best to facilitate improvements. He does admit however that objectives are difficult to achieve. This is reflected by the formation of a 'Way Forward Group' as he states that there are "*bridges to build*" with stakeholders. The fact that certain Members attempt to dominate Council decision-making processes would appear to be unhelpful. Another negative aspect is the low level of honorarium⁸ that the North Wales Coast FA (NWCFA) pay their Secretary, which is hardly motivational.

There seems to be a lack of clarity regarding a Strategic Plan with most Areas. The only real exception to this is the South Wales FA that have a plan in place with their objectives set from 2010 until 2015. All of those interviewed agreed that Area Association Councils are responsible for setting and monitoring organisational objectives and strategy. Whilst this is only natural, there is a strong case to argue that this process should work in partnership with the FAW. The FAW, after all, can only achieve its vision through the work which is taking place at grassroots level.

6.3. Decision-making processes

The evidence is clear that decision-making processes are open and transparent with stakeholders enjoying fair representation. The majority of Councils are made up by democratically elected representatives of the Leagues although there are a significant number of Life Members with voting rights in all six Associations. The period of office

⁸ An honorarium is a payment made to a person for their services in a volunteer capacity or for services for which fees are not traditionally required.

varies considerably, ranging from one to four years. It could be argued that the period of office should be in line with FAW election periods however.

In all Associations, Executive decisions can be made by Officers. Sub-committees do have some autonomy although major decisions have to be ratified by Area Association Councils. Committee structures in the various Associations are inconsistent and the election of Council Members is one example of this. Overall, however, interviewees were of the opinion that they serve the requirements of their own particular area. Despite this, there is a strong suggestion that Council Members, at times, place their own parochial interests ahead of those of the Association as a whole. There were also suggestions that a small number of Life Members have undue influence in some Associations.

6.4. Relationship with the FAW

All interviewed were aware of the strategic objectives of the FAW and felt that every effort was made to assist the governing body in this respect. One Association pledged to do their best to assist, but were concentrating on their own *“in-house problems.”*

All Associations are universal in their criticism that they do not receive the financial support from the FAW that their activities deserve. It was stated *“that they give us £6,000 and immediately take £600 in registration fees.”* The Area Associations, however, appear to be in a sound financial situation and are very protective of their income streams generated from registrations and discipline.

There was a significant amount of criticism of some FAW Council Members who they consider view Area Associations with contempt and are ignorant of their activities in respect of player and referee development. The general view is that their representation on the FAW Council is inadequate and does not reflect the volume of football played at grassroots level, compared with the Directly Affiliated Leagues for example. It should be noted that the current representation of one FAW Council Member from each Area Association is consistent with the English County Association representation on the FA Council however.

A further concern to Area Associations was that of a centralised player registration. All stated their opposition to a centralised player registration system and suggested that their clubs were of the same opinion.

Secretaries also viewed their disciplinary procedures positively although a review of the Rules suggests some inconsistencies across Wales which is a cause for concern. Only one

Association, for example, has implemented the FAW immediate suspension system. The remainder retain the deferred suspension system, stating that it would be impractical to apply the former given the nature of grassroots football.

6.5. Relationship with the Welsh Football Trust

Five of the six Area Associations have a very positive perception of the WFT and considered the support given by Football Development Officers (FDO) to be excellent. Five of the six Associations invite their area FDO to their Youth Committee meetings. One Area Association, however, were very negative regarding the assistance given to the Association by the WFT and stated that FDOs were not located to good effect and that the *“current set up was not working.”* The evidence on behalf of the WFT however suggests that *“there is turbulence”* in this particular area and *“development is low on the agenda.”*

A common theme, however, is that there should be closer cooperation between the WFT and the FAW, with one Area Association Secretary stating that *“they should come under one umbrella.”* It was raised that reverting the WFT to the title of ‘The FAW Trust’ would improve the public perception of both organisations and suggest that there was an integral link between both organisations as a result.

6.6. Welsh Ground Improvements

There is a unanimous view that the WGI has been of no benefit whatsoever to the Area Associations, with all funding being allocated to Directly Affiliated Leagues. It was implied that much of the funding is wasted and representatives on the WGI are influenced by their own parochial interests. It was felt that clubs in the highest tier of grassroots football seeking to gain access to the pyramid system should be able to apply for funding. It should be noted at this stage that the WGI has limited resources and that the FAW Council decided to support the seven Directly Affiliated Leagues.

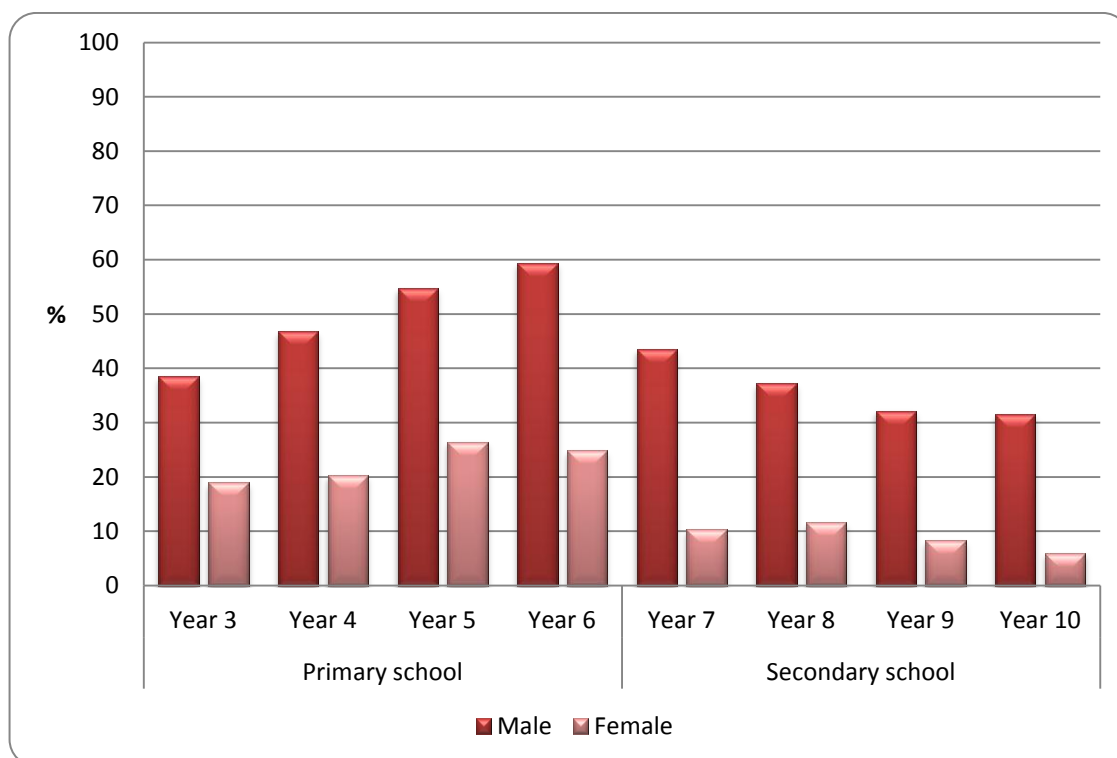
6.7. Participation levels

The general evidence suggests that participation levels at grassroots level are stable, although discussions suggest a decline in Sunday football in at least two of the Areas. It seems that Areas are making efforts to improve female participation in football and appear to be making some progress, although there are insufficient women’s and girl’s teams in some areas to form competitive leagues. Efforts were made to form a League comprising

clubs of two adjacent Area Associations to address this problem, with frustration being expressed at the failure of the FAW to support the initiative.

A further concern is the player pathway for young players from schools into clubs with many participants failing to make the transition. The evidence from the discussions suggests that this contributes to the decrease in participation, as highlighted by evidence gathered through Sport Wales’ School Sport Survey.

Graph 8: Participation in extracurricular football (years 3-10)



Source: The School Sport Survey 2011

As highlighted above, figures show that the numbers playing the game reduces with school year in secondary school. It is suggested by the WFT that Area Associations do not adequately cater for the needs of young players, with the September-May season being outdated and not maintaining interest. It was suggested that shorter and more focused competitions should be introduced and that ‘turn up and Play Centres’ should be encouraged for young players who do not want to be involved in clubs. These would be customer focused as are the ‘Power Leagues’ which are popular but sit outside of Area Associations jurisdiction. Suggestions should be made that while it would be difficult to bring these competitions under Area Association control, efforts should be made to embrace them and include them within the Welsh football family.

Area Associations do appear to provide an adequate number of League and Cup Competitions to serve the requirements of all levels of the men's game. However, one Area cited the success of the professional clubs playing in English Competitions having an adverse effect on player participation – *“some prefer to watch the Swans than play themselves”*. Another Association expressed concern that the amount of travelling time required to and from matches was having a detrimental effect on participation levels. There is an inconsistency of the structural pathway to the Directly Affiliated League's Pyramid system in the various Area Associations, with some having a single League feeding into the system, while others have more than one. This has been addressed by the South Wales FA with the amalgamation of the South Wales Amateur League and South Wales Senior League. The development of Futsal is inconsistent and the fact that two Associations do not have any teams involved with this format of the game suggests that a lack of demand is a concern. Lack of facilities may also be a contributory factor.

6.8. Referees

The recruitment and training of referees is undertaken by all Area Association with support from the FAW. Each Area has a Referees Committee and appoints a Referee Officer who oversees Match Officials and also liaises with the Governing Body. Each of the Area Associations has the support of an Area Referee Development Officer appointed by the FAW and working under the supervision of the FAW Referees Manager.

The levels of recruitment in most Area Associations are pleasing and have resulted in stability or marginal increases in referees that have registered in recent seasons. Despite this fact, there are negatives. The NWCFA, for example, has only recruited five of the 235 referees during the past season and the Area has consequently seen a decrease in registered referees. If this was to continue then it could lead to a negative impact on participation levels in this particular area. According to the NWCFA Secretary, this issue was mainly due to not having a Referees Officer in place coupled with a lack of instructors. It was positive to hear that a Referee Officer is now in place with the objectives set to improve recruitment for the 2013/14 season.

There is a wide diversity of in-service training for Match Officials in the various areas ranging from the comprehensive to the non-existent. A major contributory factor may be the quality of the Area Referees Officer and the support that he receives from his Association. There is a dearth of female officials throughout Wales, although some Area Associations are doing their best to address the problem with the support of the FAW.

There is widespread praise for the support given to the Areas by the FAW Referees Officer. In addition to this the FAW compensates the Area Associations for recruitment and training costs up to a maximum of £4,000 per season, which has increased as a result of the support accrued from the UEFA Referees Convention, with the majority of Area Associations being very positive regarding the benefits of membership.

Despite their efforts in most Areas there are numerous matches each week not covered by an official referee, many of which are youth games. This highlights the need to monitor activities in each Area in order to ensure that strategic objectives are being met throughout Wales.

6.9. Other considerations

Moving forward, there are clearly a few key issues for the Area Associations to consider. Each Area Association have Safeguarding Officers in place as do their member Leagues and Clubs. This is monitored by all in the Registration process, although concern was voiced regarding the quality of volunteers for what is a vital aspect of grassroots football.

Another concern is the cost to hire facilities with evidence showing that this has increased in some areas and may continue to do so as a result of economic constraints in local authorities. Area Associations and the Welsh Football Trust are hopeful of the increased use of artificial surfaces, which would be of particular benefit and probably increase the use of 'Turn up and Play Centres.' The FAW project to install 3G pitches in targeted areas could be beneficial in this respect.

7. A Review of the Judicial Functions of the FAW

The importance of ensuring that the FAW's judicial functions meet the current standards of fairness, impartiality and transparency cannot be underestimated. This section reviews the judicial functions of the FAW.

7.1. Review of structures

Section E of the FAW Rules (effective 1st August 2012) comprises Rules 37 to 54 inclusive. The defined terms in the Preamble to the Rules, as well as other sections of the Rules, are relevant to a full understanding of the meaning and effect of Section E. Section E creates two roles for the FAW, acting through its "Judicial Bodies," namely:

- To deal with breaches of the FAW Rules ("Disciplinary Role"); and
- To act as an arbitrator in disputes between members of the football family in Wales ("Dispute Resolution Role").

The FAW's role is fundamentally different in each case. In the Disciplinary Role, the FAW is the prosecutor and the relevant player, club etc. is the "Party Charged". In the Dispute Resolution Role, the FAW has no role as prosecutor (or otherwise) in the proceedings but instead acts as a facilitator so that the appropriate FAW Judicial Body can sit in judgement on a dispute between the two parties.

The FAW operates a three tier Judicial Body structure, namely:

7.1.1. Disciplinary Panel

- Composition (R42.1) - a panel of three drawn from the 19 Councillors elected / nominated triennially together with Life Councillors and from that group, on a case by case basis, the Chief Executive selects the chairperson from a list of four nominated by the Council from time to time. There is no representation from outside the Council on the Disciplinary Panel; and

- Jurisdiction / Competency (R39.2) - ordinarily, the Disciplinary Panel hears all first instance cases involving both the Disciplinary Role and the Dispute Resolution Role.

7.1.2. Appeals Panel

- Composition (R42.2) - a panel of three, consisting of two members drawn from the Officers and Life Vice-Presidents and an independent chairperson (not a Councillor or other Member of the FAW) who is of *“high standing and probity and with a sound knowledge of association football matters.”* Council does not nominate a list from which the independent chairperson is selected; the Chief Executive is authorised to appoint the independent chairperson. The Chief Executive also selects the two other Appeals Panel members from the Officers and Life Vice-Presidents; and
- Jurisdiction/Competency (R39.3) - ordinarily the Appeals Panel hears any first instance case involving bribery or any other improper conduct associated with the nominating or electing of Councillors (R21), together with all appeals from the decisions of the Disciplinary Panel or a first instance body in respect of breach of the Anti-Doping Regulations. Other than in Anti-Doping cases, the FAW only has the right to appeal to the Appeals Panel against a penalty or sanction imposed by the Disciplinary Panel, and cannot appeal against a finding of not guilty.

7.1.3. Independent Arbitration Panel

- Composition (R42.3) - an independent sports arbitration service appointed by the Chief Executive on a case by case basis except for any offence involving alleged breach of the FAW’s Anti-Doping Regulations, in which case R42.3 stipulates use of the appeal tribunal division of the National Anti-Doping Panel of Sports Dispute Resolution Panel Limited (or equivalent nominated by UK Anti-Doping from time to time); and
- Jurisdiction/Competency (R39.4) - the Independent Arbitration Panel hears all appeals against decisions of the Appeals Panel. Other than in Anti-Doping cases, the FAW only has the right to appeal to the Independent Arbitration Panel against a penalty or sanction imposed by the Appeals Panel, and cannot appeal against a finding of not guilty.

R40 gives the Officers the right to refer to the Appeals Panel or the Independent Arbitration Panel any matter which would otherwise be under the jurisdiction of the Disciplinary Panel and to refer to the Independent Arbitration Panel any matter which would otherwise be under the jurisdiction of the Appeals Panel.

In the Disciplinary Role, the “Disciplinary Offences” are listed in R38.

Every “Member” of the FAW is responsible for the actions of its “Subordinates” (R38.2). By this device, the FAW’s Disciplinary Role extends to all levels of association football played in Wales.

With effect from 1st August 2012, the FAW introduced “Reduced Penalty Regulations” allowing Disciplinary Offences (at the option of the Party Charged) to be dealt with under an administrative process where a guilty plea is entered and a reduced penalty imposed (R39.1). The process does not involve the FAW’s Judicial Bodies but the Regulations provide that anything short of a simple guilty plea (without mitigation or query) will be taken out of the administrative process and conduct by a Judicial Body.

The FAW’s Disciplinary Ceding Regulations (effective 1st August 2011) allow The FA to perform the Disciplinary Role for those Welsh Member clubs who play in the Premier League and Football League (i.e. top four divisions only) in England (R41). This means such clubs, while staying Members of the FAW for all other purposes, are bound by the disciplinary Rules and procedures of The FA, thereby ensuring consistency on disciplinary matters across all clubs (both Welsh and English) playing in each of the four English leagues.

The FAW Rules (including Section E) are a matter for the FAW “Members” – “Qualifying Clubs”, “Area Associations”, “Directly Affiliated Leagues” and “Councillors.” Rule 22 provides for a Rules AGM in May each year and Rule 23 contains provisions for the calling of a Rules SGM. A two thirds majority is required for any change to the Rules (R26.2).⁹

7.2. Review of procedures and processes

When the Disciplinary Panel is discharging its Disciplinary Role, the procedures to be followed are prescribed in R43.1. These include:

- Receipt of written notice of charge issued “by the Association;”
- Timescale for reply;

⁹ Please note that the above is an overview of the structures. No attempt has been made in this Review to summarise or comment on every aspect of the structures, which are comprehensively set out in clear terms in the Rules and Regulations.

- Right to elect for a hearing or to have the matter decided by the Disciplinary Panel in the absence of the Party Charged;
- Rules on the disclosure of documentation and evidence;
- Right to be legally represented;
- Rules on the giving of evidence and cross examination;
- Disciplinary Panel retire to consider findings in private;
- Where a finding of guilt is made, the right to make further representations and mitigation before the “Penalty” is imposed;
- Order for payment of costs;
- The right to receive written confirmation of the Disciplinary Panel’s findings; and
- Formal notification of appeal rights (if guilty).

Where the Disciplinary Panel is discharging its Dispute Resolution Role, the following procedural steps apply (R43.2):

- The applicant must file a written request to the FAW accompanied by the appropriate “Request Fee;”
- The request must be made within a prescribed time;
- The FAW has the right to investigate the matter before referring to the Disciplinary Panel and to reject the referral if the FAW reasonably considers the request to be frivolous or vexatious; and
- Subject to the above, the work of the Disciplinary Panel in the Dispute Resolution Role follows the same procedures as those described for its Disciplinary Role.

The procedures to be followed by the Appeals Panel are prescribed in R44. These include:

- The appellant must file a written request to the FAW accompanied by the appropriate “Appeals Panel Fee” which is two times the relevant Request Fee. No Fee is payable where the FAW is the appellant;

- The request must be made within a prescribed time;
- The hearing before the Appeals Panel is a re-hearing of the case and not a legalistic appeal limited to submissions on points of law or new evidence; and
- Subject to the above, the work of the Appeals Panel follows the same procedures as those described for the Disciplinary Role of the Disciplinary Panel.

The procedures to be followed by the Independent Arbitration Panel are prescribed in R45. These include:

- The appellant must file a written request to the FAW accompanied by the appropriate “Arbitration Fee” which is five times the relevant Request Fee. No fee is payable where the FAW is the appellant; and
- The procedures to be followed by the Independent Arbitration Panel will be in accordance with the rules and regulations of that body subject always to the right to a private hearing and to the application of the laws of England and Wales.

The Rules do not contain a statement or guidance on the standard of proof required to establish that a Disciplinary Offence has been committed. All hearings of the Judicial Bodies must be conducted in private. The Judicial Bodies have a variety of prescribed powers when handing down judgement in an individual case. These include:

Disciplinary Panel performing Disciplinary Role (R46.1 and 46.2):

- A range of “Penalties” including censure, fine, suspension, ground closure, deduction of points and disqualification from competition;
- The catch-all ability to impose such other Penalty as the Disciplinary Panel shall reasonably deem fit; and
- There is no explicit reference to the power to order an embargo on a club transferring, although this could be imposed under the catch-all sanction.

Disciplinary Panel performing Dispute Resolution Role (R46.3 and 46.4):

- The power to grant or deny an appeal; and

- The power to change or substitute its own Penalty or such other ruling as the Disciplinary Panel thinks fit.

The Appeals Panel has the power to change or substitute its own Penalty or such other ruling as the Appeals Panel thinks fit (R47). The Independent Arbitration Panel has the power to change or substitute its own penalty or such other ruling as the Independent Arbitration Panel thinks fit (R48).

Failure to adhere to the Penalties or rulings imposed under the Reduced Penalty Regulations or by any of the FAW's Judicial Bodies within 21 days results in the automatic suspension of the relevant party from association football and such non-compliance is itself, a further Disciplinary Offence (R49).

The Rules do not give the FAW the express right to publish the findings or rulings of its Judicial Bodies.

R52 states that the provisions of the FAW Rules are sufficient to enable the resolution of Disciplinary Offences and disputes or differences between members of the football family in Wales. R126, following the Statutes of both FIFA and UEFA, makes the FAW, its Members and Subordinates subject to the jurisdiction of the Court of Arbitration for Sport. These procedures must be exhausted before legal proceedings are commenced in a court of law.¹⁰

7.3. Analysis of consultations and reviews

The volume of cases (all types) handled by the Judicial Bodies remains relatively constant at around 200 per annum.

The number of personal hearings before the Judicial Bodies has more than halved since the introduction of the Reduced Penalty Regulations.

The vast majority of cases involve the FAW in its Disciplinary Role but nevertheless the FAW's Dispute Resolution Role is utilised in a number of cases each season.

¹⁰ Please note that the above is an overview of the procedures and processes. No attempt has been made in this Review to summarise or comment on every aspect of the structures, which are comprehensively set out in clear terms in the Rules and Regulations.

It is relatively rare for the decisions of the Disciplinary Panel to be challenged – the Appeals Panel sat on only a handful of cases in each of the last three years and the Independent Arbitration Panel has been used only once in the last three years.

The parts of the UEFA Paper 2009 relevant to this Review are 2.2 (c) (prohibition of any member of a judicial body being a member of another body within the member association – segregation of powers) and 2.5 (matters relating to disciplinary bodies). In respect of these requirements:

- Neither element is mandatory – UEFA merely “recommends” member associations adopt its guidance;
- The FAW’s Rules comply with the recommendations in 2.5 except for the requirement for the chairperson and / or at least one ordinary member of each judicial body to have a “legal background;” and
- The FAW does not comply with the segregation of powers recommendation in 2.2 (c) i.e. Councillors sit on the Judicial Bodies and other committees of the FAW.

An analysis of the specific practices and procedures of the NGBs highlights the following:

- Eight out of ten stipulate that the balance of probabilities is the requisite standard of proof for cases brought before judicial bodies with the other two being silent on the matter;
- Nine of the ten stipulate a two tier judicial body structure – only the WRU uses a three tier structure but even in that case two of the bodies are at the same level and the work is divided between them;
- Eight of the ten include a right (but not always an obligation) for the NGB to publish the outcomes of decided cases. The other two are silent on the matter; and
- There is no discernible pattern on the independence of the judicial panels:
 - Only three NGBs require an entirely independent panel, and in each of those cases only at the second tier (appeal) level i.e. no case of a wholly independent judicial body structure;

- Only one NGB deals with the entire process in-house (no independence at all); and
- All other cases are a mix of some in-house and some partial actual or discretionary independence at least one tier of the process e.g. the ability to have one or more independent people in the pool from which a panel is selected and (in the compulsory cases) the obligation to appoint one such independent person to the panel.

It should be noted that the standard of the rules of the NGBs examined during this Review was, to say the least, variable. Two points flow from this:

- By comparison with most others, Section E of the FAW's Rules is clearly, concisely and consistently written; and
- Because many of the other NGBs rules do not reach these standards, it was not always clear what the NGBs position was on any given issue, especially in the composition and independence of members of those judicial bodies.

7.3.1. Article Six of the Human Rights Act 1998

- Article six of the Act gives every person a right to a fair hearing by an independent and impartial tribunal. It is generally accepted that the Act does not apply directly to sporting NGBs. However, established common law requires disciplinary procedures (even of private organisations such as the FAW) to satisfy the requirements of natural justice, which includes fairness in all aspects of the disciplinary procedure which, by extension, includes independence and impartiality of the tribunal. Some writers have expressed the view that the Act (including Article six) applies to the “functions of a private nature” of those organisations which are not, of themselves, “public authorities.” Such “functions of a public nature” might include the FAW's regulation of its Members etc. through its disciplinary processes;
- These factors were considered when Section E of the FAW's Rules was comprehensively overhauled in 2002 (effective 1st August 2002) i.e. to make the Rules robust to any potential challenge under the Act. At that time, a view was taken as to the extent it was necessary for independent persons to sit on all three Judicial Bodies; and

- Section E was thoroughly reviewed (and amended where necessary) in 2012 (effective 1st August 2012) when the three tier structure, and composition of each Panel, was not altered.

7.3.2. FIFA

- FIFA's Dispute Resolution Chamber ("DRC") (competent for employment-related disputes between clubs and players that have an international dimension as well as disputes between clubs relating to Training Compensation and Solidarity Mechanism) is chosen from a panel of 12 player representatives, 12 club representatives and an independent chairman (FIFA's website states this is currently Geoff Thompson). Five members sit on the DRC on a case by case basis – two player representatives, two clubs representatives and the independent chairman; and
- FIFA operates a three tier judicial body structure but the Disciplinary Committee and Ethics Committee operate in parallel and their decisions can be challenged at the Appeals Committee – effectively, a two tier structure (Article 61 – FIFA Statutes). The members of each Committee are elected by the FIFA Congress but cannot be members of FIFA's Executive Committee or of any other standing Committee – this addresses the same segregation of powers point made in the UEFA Paper 2009. The FIFA Disciplinary Code (2011 edition) stipulates a minimum of three members to hear a case and for the chairperson to be legally qualified. The Disciplinary Code contains no express reference on the standard of proof required – Article 99 places the burden of proof on FIFA but does not set the standard of proof that must be achieved.

7.3.3. UEFA

- The UEFA Statutes 2012 create a two tier judicial structure (Article 32) – the Control and Disciplinary Body and the Appeals Body. Members of these Bodies cannot belong to any "other organ or Committee of UEFA" – segregation of powers point again. Members of these Bodies are elected by the Executive Committee from candidates proposed by member associations. The Control and Disciplinary Body is entitled to take a decision if at least three members are present. The Appeals Body requires three members to be present; and
- UEFA's Disciplinary Regulations (edition 2011) do not contain any express statement on the standard of proof required before either Body but contain an express provision authorising UEFA to publish decisions (Article 37).

7.3.4. World Anti-Doping Agency (WADA)

- The WADA Code “encourages” NGBs to ensure that all anti-doping cases to be heard by disciplinary process which is fully independent at all levels. This is not a mandatory obligation upon NGBs and in 2009 (through its agent, UK Anti-Doping) WADA approved the FAW’s Anti-Doping Regulations which allow the FAW’s Judicial Bodies to hear anti-doping cases, provided the independent Appeals Panel appointed under R42.3 is the National Anti-Doping Panel of Sports Dispute Resolution Panel Limited; and
- The WADA Code requires the standard of proof to be set at “comfortable satisfaction” which is duly stipulated in 8.1.3 of the FAW’s Anti-Doping Regulations. This is not a concept which has been developed under the laws of England and Wales. WADA states that “comfortable satisfaction” is a higher standard of proof than the “mere balance of probabilities” but lower than proof “beyond a reasonable doubt” which is used in criminal cases in England and Wales and the WADA Code requires publication of disciplinary outcomes.

Feedback from those interviewed can be summarised as follows:

- There have been no instances in the last three years of the Officers exercising their power under R40 to refer a case to a higher tier Judicial Body. Nevertheless, it was considered to be an important tool for use in complex or sensitive cases and had been used a number of times in past years;
- Council’s nomination of the four Disciplinary Panel chairpersons is made triennially and not reviewed between triennials;
- The independent chairperson for the Appeals Panel is chosen from a list of three; currently Robert Render (solicitor), John Loosemore (solicitor) and Gordon Harry (retired civil servant). There is no protocol for a set review of this list and R42.2 does not require the chairperson to be a practising lawyer or otherwise legally trained;
- It would be helpful to Panel Members, and fairer to those appearing before Panels, if the Rules stipulated the standard of proof;
- At the outcome of a case, the basic information should be published by the FAW – the charge, the finding and, if guilty, the Penalty;

- The list of Disciplinary Offences was felt to be adequate and sufficient, although the point was made that it might be of benefit if the FAW were “lighter on its feet” when investigating and prosecuting charges of racism (and by analogy, any other form of discrimination). This might include (but not be limited to) an express Disciplinary Offence of racist (or other discriminatory) behaviour;¹¹
- It would be prudent for the FAW to formally review the list of Disciplinary Offences in R38.1 annually, prior to the May Rules AGM;
- The list of Penalties was felt to be sufficient, although some recognised that it would be helpful if the power to impose a transfer embargo were expressly included in the list (R46.1);
- Disciplinary and Appeals Panel members felt some training (but not formal testing) for Panel members would be useful – both in the scope, content and procedures under the Rules and in the conduct of hearings;
- The presence of an independent chairperson on the Appeals Panel was seen as helpful both in the fairness of the process and the expertise the chairperson brought to the proceedings;
- The information and support Disciplinary and Appeals Panel members receive from the FAW was consistently praised;
- There was a general consensus that the procedures under Section E were effective in delivering justice, to the benefit of those involved in any given case and for the wider benefit of the proper administration of football throughout Wales;
- Of those to whom the point was put, one person thought there should be a greater involvement of independent members on the Judicial Bodies. All others to whom the point was put felt the current levels of independence were adequate and no adjustment was necessary;

¹¹ There is currently no express reference to racist or other discriminatory behaviour in the Disciplinary Offences listed in R38.1 but such conduct would be caught by offences under R38.1.9 or 38.1.13.

- There was general consensus that cases were usually dealt with quickly enough and there was no call for any form of fast track procedure outside the Reduced Penalty Regulations;
- The Reduced Penalty Regulations worked well and had eased the considerable burden of work on the Disciplinary Panel (which was still heavy);
- The point was made that conflicts of interest needed to be avoided when compiling a Disciplinary or Appeals Panel. In certain cases this reduced the numbers available from which to select the Panel and sometimes this affected the speed with which the Panel could be convened and cases dealt with. It was suggested that larger pools from which to select Disciplinary and Appeals Panel members would, on such occasions, enable matters to be dealt with as quickly as necessary; and
- There was broad approval of the current three tier Judicial Body structure, primarily because of the resilience it created on the independence issue when viewed as a whole, although a view was expressed that the structure might be reduced to two tiers if the independence criteria was not weakened.

8. Conclusions & Recommendations

This final section draws together the main findings of the Review and present a number of recommendations based on those findings.

8.1. An evidence-based approach

A closer analysis of the findings and relating these back to the key principles and indicators of good governance (as highlighted in Section 2 and the Review's Inception Report) help illustrate a number of specific issues. The current position of the FAW with regards to good governance is perhaps best underlined by the feedback from Council Members. When asked to comment on a set of 'good governance' indicators in the context of the FAW and football in Wales, for instance, 92% or higher of Council Members stated through the survey that these were important considerations. Whilst at one level realising the importance of these good governance related issues including 'clear decision-making structures;' 'accountability and transparency;' 'effectiveness and efficiency;' 'delivery against strategic objectives' and a 'balanced, inclusive and skilled Council;' reflecting on the feedback suggests that – with possibly the exception of 'understanding and engaging with the Sporting Landscape' and 'acting as Guardians of football' – these are not being comprehensively achieved by the FAW. Further analysis of the quantitative and qualitative evidence reiterates this point and help highlight a number of issues.

The feedback to this Review have been summarised in the form of clear conclusions and for each issue or conclusion, practical recommendations have been offered. There are certainly a number of issues to take into consideration with regards to ensuring that corporate governance and the structures and processes that should be in place is mindful of the rights and responsibilities of its management, board and stakeholders. Modern businesses work to various frameworks and regulations to ensure good governance from an internal and external perspective. In the case of the FAW, whilst the proposed recommendations may not be popular by all, it should be noted that they have been formed as a result of the evidence on hand and with the good of the game, first and foremost, a priority.

8.2. Conclusions

The conclusions from the Review are grouped under seven key themes.

8.2.1. Structures / Decisions / Roles / Representation

- There is lack of clarity regarding the decision-making functions and powers of the different structures. This is seen to make processes drawn out, bureaucratic, and confusing.
- A review of other NFAs suggests a clear role for each of the decision-making bodies i.e. General Assembly, Council, Executive Committee, Standing Committees, and Executive.
- An increasing number of NFAs are moving decision-making from a large, representative Council to a much smaller Board of Management.
- The tension between the twofold responsibility of representing a local club, league and/or area, whilst also acting in the interests of all of football in Wales, is widely recognised.
- There is widespread recognition that committees are aligned to roles according to time served and seniority, rather than skills, experience, and knowledge.
- There is a need to balance football and grassroots experience (which is plentiful) with business skills (which are less common) within the various structures of the organisation.
- There is support for clarifying the role and functions of the FAW, specifically with regards to (a) grassroots / leisure / junior FAW and (b) national / senior / international FAW. There was not, however, broad support for splitting the FAW in two thus establishing two Councils, two sets of governance structures, two staff teams, etc.
- There is support for considering an age limit for Council Members, in line with UEFA.
- The increasing number of Life Members – who are not elected but who do have a vote – is widely recognised as an increasing issue.
- Three year officer terms are seen as being inconsistent with competition cycles.

- There are concerns regarding perceived imbalances of representation within the structure e.g. between Area Associations, geographical areas, and affiliated leagues and clubs. The lack of direct representation of specific groups within the structures, including women, BME groups, disabled people, schools, universities, etc. is also recognised.
- A balance needs to be struck between empowering the Standing Committees to make decisions, and allowing full Council to undertake a scrutiny role.
- There is concern that decisions are not related back to the FAW's strategic plan and strategic objectives.
- Communications within the FAW's own structures, and from the FAW out to leagues, Associations, and clubs – are in need of improvement.
- Lack of transparency is an issue e.g. no record is kept of how individuals vote and so accountability is limited. Minutes of meetings are not easily accessible either.
- Standard of behaviour for Council Members was seen as important although there was a feeling that incidences of inappropriate behaviour were not dealt with sufficiently.
- Several Council Members highlighted the need to engage with and consult with external stakeholders. This was recognised as being important in terms of securing future funding for the FAW.
- Due to the role of the Executive's Head of Finance, the role of the Honorary Treasurer was questioned and is now widely believed to be redundant.

8.2.2. Finance

- There was some agreement that the senior international men's team should have priority regarding funding.
- The need for further research to identify where spending will have the most impact on delivering against the strategic plan, including participation levels.
- The cost of travel, accommodation, and expenses for the Council was recognised as a sensitive issue.

8.2.3. Perceptions

- There was a general perception from Council Members that people in Wales do not recognise or understand what the FAW does.
- This lack of understanding was seen as an element in why the FAW is perceived to be out of touch and old fashioned – the ‘Blazer Brigade.’
- Many Council Members understood that the public resented the perception that membership of the FAW meant free international trips, meals, hotels, etc.
- There was widespread recognition that the Chief Executive was helping to improve external perceptions of the FAW.
- Many recognised that the FAW was seen to be a closed shop, with a lack of understanding of Council Members’ roles and responsibilities and lack of transparency over membership routes.
- As the FAW Council did not wish to speak to external stakeholders as part of this Review, it is difficult to present an accurate view of perceptions.

8.2.4. The Welsh Football Trust

- There was a generally positive view of the WFT from most Council Members.
- Some Council Members were still confused regarding the extent of the WFT’s role and remit, and where it complemented or overlapped with the role of the FAW or the Area Associations. There was also a lack of a sense of ownership and communication through to the FAW, even though most understood the WFT is delivering FAW objectives.
- The WFT’s coaching courses and coach mentoring programmes were recognised as international leaders.
- The relationship between the FAW and the WFT was seen to be improving.

- Most felt that merging the two organisations was not necessary – separate status protects the WFT’s finances – but closer working with seamless branding was generally recognised as an important next step.
- Council Members who sit on the WFT were seen as having a key role to play in sharing information between the two organisations. There was a general perception that this communication role should be enhanced.

8.2.5. Welsh Ground Improvements

- WGI is a popular and well-liked programme. There is a perception however that funding is not allocated according to strategic priorities and is instead allocated on a more ad-hoc basis.

8.2.6. Area Associations

- Area Associations are invaluable in the development of players that have the potential to progress to the higher echelons of the game and for the recruitment of referees.
- It was widely recognised that there was a need to professionalise the Area Associations’ administrative functions through the employment of full / part time staff.
- It was recognised that whilst Area Associations Councils are democratically elected, there is a lack of transparency and consistency in election terms.
- Area Associations are not fully representative of all football stakeholders within society.
- There is a lack of consistency in the Rules of the different Area Associations.
- The dropout rate of young players should be a key concern for the Area Associations and questions around game format should be raised with recognition of the opportunities associated with Futsal and other small-sided game formats.
- The WFT has a vital role to play in player development in the Area Associations and this is not always fully utilised.
- The recruitment and in-service training of referees is also a cause for concern in some areas.

- The activities of the Area Associations are not set against the strategic plan of the FAW and are not formally monitored which makes it difficult to measure the success of their activities and improve perceptions with stakeholders.

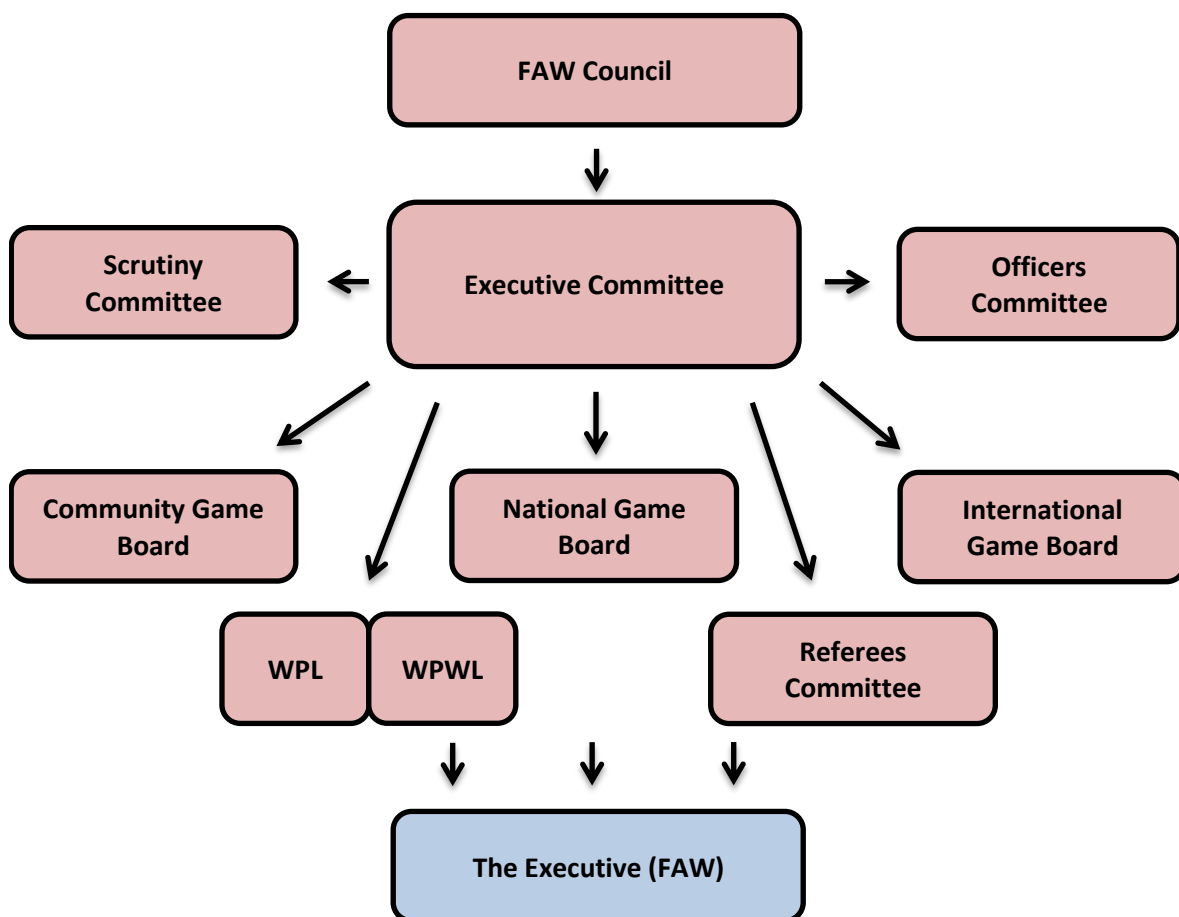
8.2.7. Judicial functions

- The Rules and Regulations of the FAW are clearly and concisely written, in marked contrast to the equivalent rules in the governance documents of many other NGBs.
- There is no standard best practice for the composition, practice and procedures of judicial bodies in the sporting sector.
- Despite the positive position of the FAW in this area, a number of issues merit consideration including: (1) segregation of duties; (2) number of Judicial Body tiers; and (3) independence of Judicial Body members.

8.3. Recommendations

This section present a number of recommendations based on the findings. A number of structural (based on figure 8 below) and operational changes are suggested under different elements of this proposed new structure.

Figure 8: Proposed Structure



8.3.1. FAW Council

1. The current Council includes individuals with valuable football knowledge and experiences. The Council should act as an 'Assembly' for the game in Wales and Members should continue to be an integral part of the game, providing advice and support as required and act as a forum for the development of the game. The FAW Council's proposed responsibilities are listed as follows:
 - Supreme Body of the FAW
 - Appointment of the President and Officers
 - To receive reports from each of the boards and committees
 - Held accountable to all football stakeholders
 - Oversee the activities of the President
2. It is recommended that full Council meet on a quarterly basis as full Council. It is anticipated that an Annual General Meeting be held in June, a pre-season meeting in August, mid-season meeting during the Christmas period, and a further meeting during the Easter period.
3. The FAW Council should include the following Members:
 - A President, also responsible for chairing meetings
 - Two Vice-Presidents
 - Elected representatives from the Member clubs (six North and six South)
 - Six representatives from the Area Associations
 - WPL and WPWL representatives
 - Life Vice-Presidents (of which there are currently seven)
 - Life Councillors (of which there are currently five)
4. The FAW Council should be responsible for electing a President and two Vice-Presidents.
5. Due to the appointment of a Head of Finance and the associated changes in this field over the years, the appointment of an Honorary Treasurer is now considered redundant. It is therefore suggested that this role is vacated at the end of the current Honorary Treasurer's Term.

6. All terms of office should be increased from three to four years, in line with International football competition cycles. This should be implemented from the end of this triennial period in 2016.
7. The FAW should introduce an age limit for Council Members. It is recommended that any new Member applying for election in 2016 should be under the age of 70. This should be further reduced to 65 in 2020.
8. At 80 years of age, Life Members should become Privileged Life Members enjoying all normal Council Member privileges although in a non-voting capacity.
9. Council Members should retire from their role at 80 years of age unless they are Life Members having served 21 years.
10. It is widely recognised that the FAW Council is not fully representative of football in Wales. This issue should be revisited in 2014 when the new structures have been established.
11. New Council Members should be taken through an induction process and all should have access to on-going training in their directorial duties and responsibilities.

8.3.2. FAW Executive Committee

12. An Executive Committee (similar to a Board of Management) should be established to lead the FAW on all matters relating to policy, strategy and management of the business. The Executive Committee's proposed responsibilities are listed as follows:
 - General Policy and Strategy
 - All financial matters including setting budgets
 - To consider and report to Council on all matters relating to the Rules, Regulations, Bylaws and Orders
 - All commercial matters
 - Public Relations
 - WGI (strategy and finance)
 - All matters of a political nature, including Sport Wales
 - To have full plenary powers within its own remit

13. It is suggested that the Executive Committee meet at least every four to six weeks although it should act as a dynamic body and should meet to address key issues more frequently if the need occurs.
14. The Executive Committee should operate as a small group and should include a mixture of football and business skills and knowledge with any gaps being addressed by external members. With this in mind, it is anticipated that the Executive Committee include the following members:
 - A President, also responsible for chairing meetings
 - Two Vice-Presidents
 - Treasurer (until 2016)
 - Four Council Members (who shall also act as Chairmen of the Community Game Board, National Game Board, International Game Board and Referees Committee)
 - Two external members
15. The FAW Chief Executive Officer should report to the Executive Committee with expertise also inputted as required via the Heads of Department and any others as required.
16. Future consideration should be given to separating the roles and responsibilities of the President with an independent Chair at Executive Committee level. The President of the Council should however still sit on the Executive Committee.

8.3.3. FAW Boards, Committees and Panels

17. A Scrutiny Committee should be formed to scrutinise the activities of all boards and committees. The Scrutiny Committee's proposed responsibilities are listed as follows:
 - To scrutinise the decision-making processes of all committees and boards
 - Code of Ethics
 - Code of Conduct
 - Financial decisions check

The remit of the Scrutiny Committee is to examine and reflect upon decisions that have been made to ensure that the correct processes and procedures have been followed and that due consideration was given to all the available options.

18. The Scrutiny Committee should include the following with a Chairman appointed within its own:
 - Three Life Vice-Presidents
 - Three Life Councillors

19. An Officers Committee should be maintained to ensure that FAW representatives are recruited into relevant positions. The Officers Committee should be involved with the following responsibilities:
 - To deal with all matters relating to Council including the appointment of Council Members to committees
 - To deal with all staff matters including the recruitment of Senior Staff
 - To approve the skills and training programme for the above
 - FIFA, UEFA and IFAB
 - Plenary powers to make emergency decisions
 - Discipline

20. The FAW Council, through the Executive Committee, should agree the strategy for refereeing in Wales, monitor progress against strategy and oversee the operation of the committee.

21. The duties and responsibilities of the referees committee should be defined by the Executive Committee and approved by the FAW Council.

22. The FAW should comply with the recommendations as set forth by the recent UEFA audit and should continue to benefit from the associated privileges, including financial benefits, from the UEFA Referees Convention.

23. The committee should be responsible for all matters relating to refereeing, including the FAW's refereeing structure, organisation, strategies and programmes for all levels of the game.

24. Six of the current Standing Committees should be replaced by three boards, including:
 - The Community Game Board
 - The National Game Board
 - The International Game Board

25. The Community Game Board's remit should include the following:

- All adult and junior leagues / clubs under the jurisdiction of the Area Associations (level 5 and below)
- Minority representation (e.g. BME / disability)
- Academies
- Recreational football
- Area Associations
- Schools / Higher Education
- Futsal
- FAW Pyramid (level 5 and below)
- The Welsh Football Trust.

26. The Community Game Board should include the following members:

- President
- Three Area Association representatives from the North
- Three Area Association representatives from the South
- A representative from the WFT

27. The National Game Board's remit should include the following:

- Directly Affiliated Leagues and Qualifying clubs (level 1-4)
- FAW Pyramid (level 1-4)
- Academies (U19s)
- FAW competitions
- Player registrations

28. The National Game Board should include the following members:

- President
- Three North Wales club representatives
- Three South Wales club representatives
- One WPL representative
- One WPWL representative

29. The International Game Board's remit should include the following:

- Men's A, Men's Under 21s, Men's Under 19s, Men's Under 17s
- Women's A, Women's U19, Women's U17s
- Development squads
- Futsal
- The Welsh Academies Representative Squad (Semi-professional)
- Coaching and player development
- Medical

30. The International Game Board should include the following members:

- President
- Two North Wales club representatives
- Two South Wales club representatives
- Two North Wales Area Association representatives
- Two South Wales Area Association representatives
- One WFT representative
- Three Life Vice-Presidents
- Two Life Members

31. A WPL Panel should be established under the auspices of the National Game Board and its remit should include the following:

- The business of the League
- Administration of the League
- Conduct of clubs, players and officials

32. The WPL Panel should involve the following members:

- One North Wales club representative
- One South Wales club representative
- One WPL representative
- Two WPL club representatives
- One North Wales Area Association representative
- One South Wales Area Association representative

33. A WPWL Panel should be formed under the auspices of the National Game Board and its remit should include the following:
- The business of the League
 - Administration of the League
 - Conduct of clubs, players and officials
34. The WPWL Panel should involve the following members:
- One North Wales club representative
 - One South Wales club representative
 - One WPWL representative
 - Two WPWL club representatives
 - One North Wales Area Association representative
 - One South Wales Area Association representative
35. The FAW Chief Executive Officer should be a non-voting member of each board, committee and panel with expertise also inputted as required via the Heads of Department and others.
36. All boards, committees and panels should be empowered to make decisions based on their remit and budget.
37. The Community Game Board, National Game Board, International Game Board and Referees Committee should be chaired with the Chairperson also sitting on the Executive Committee.
38. It is suggested that each board should meet at least every four to six weeks with each committee and panel meeting at a minimum quarterly but more frequently as needed.
39. Save the President, Council Members should not sit on more than three boards, committees or panels.
40. The Executive Committee along with the three boards should hold responsibility for establishing separate panels as necessary subject to the approval of Council. This approach should help ensure that different aspects of the game receive adequate attention.

41. The Scrutiny Committee, Community Game Board, National Game Board, International Game Board, Referees Committee, WPL Panel and WPWL Panel will hold responsibility for the appointment of their own Chairman and Deputy Chairman, in consultation with the Officers.

8.3.4. The Welsh Football Trust

42. The FAW should work in partnership with the WFT to ensure that the organisation's performance is evaluated against the agreed objectives in the FAW Strategic Plan.
43. Efforts to promote closer working relationships between the FAW and the WFT should continue. WFT football related matters should be reporting through the decision-making bodies of the FAW. This would ensure that communication becomes a two-way process between both organisations.
44. The WFT should be rebranded as the 'FAW Trust' in order to overcome confusion regarding the roles of the two organisations.
45. The seven FAW Council Members who sit as Trustees on the WFT Board should have more responsibility in feeding WFT business issues back into the wider FAW structures.
46. The WFT board should include the following FAW representatives in order to facilitate enhanced development, focus and communication:
 - Two representatives from the Community Game Board
 - Two representatives from the National Game Board
 - Two representatives from the International Game Board
 - One representative from the Officers Committee
47. The individual boards or committees should hold responsibility for nominating the representatives for the WFT board subject to the final approval by the Officers.

8.3.5. Welsh Ground Improvements

48. There is a need to ensure that WGI applications are approved against strategic objectives.

8.3.6. Finance

49. In light of the investment, there should be consideration for the roles and responsibilities of Council Members on international trips e.g. to meet with the host Association and to take learnings from other Associations.
50. The learnings from the UEFA study on Association finances should be brought back to the relevant board / committee with recommendations.
51. There is a limited amount of finance being aimed at non-participants over the age of 16 and targeting this group could contribute toward increasing participation levels. The FAW should work with organisations such as Sport Wales to address this issue as finance is limited.

8.3.7. Other issues

52. There should be an abstention of persons involved in the decision-making process if there is or may be a conflict of interest.
53. Reporting structures should be clear and simple within and between the FAW, the WFT and the Area Associations. Clear communication channels should be developed between each of these organisations and all should work to achieve the objectives as set out in the FAW Strategic Plan.
54. There is a need to increase transparency within all levels of the structure. It is recommended that minutes of meetings (subject to the need not to disclose confidential information) should be published on the FAW website in a timely fashion following their approval along with a record of proposals and number of votes.
55. There is a need for on-going consultation with strategic stakeholders such as the Welsh Government and Sport Wales and to continually develop stakeholder engagement in order to increase funding and support opportunities.
56. The FAW should publish a procurement policy to add transparency to the organisation's business decisions.

57. The FAW should improve communication with stakeholder groups (such as the Qualifying Clubs) who should be informed about their roles and the way in which decisions impact the game in Wales.
58. Once the new structures are agreed, there will be a need to review internal communications between staff and Council Members, between committees and the board, etc.
59. The implementation of any changes as a result of this Review should be communicated to the football community. This will contribute greatly to changing the image and perceptions of the FAW.
60. This Review should act as a platform for devising and implementing a new strategic plan for Welsh football, from 2015 through to 2020.
61. The FAW should consider involving recently retired footballers within an ambassadorial capacity.
62. The objectives of the FAW are to act for football throughout Wales. This must be reflected in a role definition and induction for new Council Members. The leagues and Area Associations must also understand this role.
63. Succession planning - particularly the need to ensure that young volunteers are actively involved with the future running of the game in Wales – should be a key consideration for the FAW (and other parties as needed e.g. Sport Wales) moving forward.
64. The FAW should consider undertaking an annual evaluation of its own performance - and the performance of its partner organisations - against strategic objectives. This process should extend to include a review of the organisation's Executive Committee and other key functions.
65. Football should be used as a social tool to address wider issues including health, social wellbeing, employment, etc. The impact of the game in such areas should be communicated with key stakeholders.

8.3.8. Area Associations

66. The FAW should work in partnership with the Area Associations to ensure their work is aligned and delivering against the FAW's Strategic Plan.

67. A working group should be formed with the objective to professionalise the Area Associations' administrative functions. This group should consider the need for the employment of full / part time staff.
68. Grants should be awarded to Area Associations in line with achievements against delivering objectives.
69. The FAW should hold responsibility for producing a standardised set of Rules for the Area Associations. The FAW should also ensure that these Rules are adhered to and are consistent throughout Wales.
70. All Area Associations should implement the immediate disciplinary suspension system in order to be consistent with this element of the FAW's Rules.
71. In line with the recommendations proposed for representation and age limits, Area Associations should fall in line with the FAW.
72. The Area Associations, in partnership with the FAW and the WFT, should review the structure of the season for young players. Further thought should be given to the benefits of providing more turn up and play centres.
73. The Area Associations should promote the non-traditional forms of the game. This should involve promoting Futsal and other small-sided games.
74. Alliances with organised five-a-side / Power League centres should be considered to promote and increase participation in association football.
75. All WFT Area Football Development Officers should be automatically included on Area Association Youth Committees.
76. The FAW, where possible, should help encourage clubs to make use of local facilities. This could be further encouraged through the FAW's 3G Programme, for example.
77. Recruitment and in-service training of Referees in Area Associations should be monitored and assistance provided if needed to ensure that it is of the highest standard possible.

78. Each Area Association should engage with their key stakeholders at the end of each season through a satisfaction survey. The survey should be managed and administered by the FAW in order to help ensure consistency between the Area Associations.

8.3.9. Judicial functions

79. Retain the current three member structure for the Disciplinary Panel and include a requirement for “at least” one member to be appointed from a pool of independent members, some of whom should have a legal background. Alternatively, the Disciplinary Panel (like the Appeals Panel currently) should be chaired by an independent member.
80. The pool of independent Disciplinary Panel members to be approved by Council and reviewed periodically (no less than quadrennially). This should also be the case with the pool of independent chairpersons who sit on the Appeals Panel. The two pools could be merged, although this is not essential.
81. Adopt a provision in Section E permitting (but not obliging) the FAW to publish Judicial Body outcomes. The default position would be to publish but the wording would allow for non-publication in sensitive cases.
82. The FAW should adopt the ‘balance of probabilities’ standard within Section E of the Rules.
83. Retain the current three member structure for the Appeals Panel, including the requirement for independent chairpersons but adapt Rule 42.2 so that “at least” one member must be from the pool of independent persons.
84. Introduce a provision in the Rules that Councillors who sit on the Disciplinary Panel or Appeals Panel will not sit on any other committee of the Council. It is recognised that this recommendation would mean that the Officers (being a committee of the FAW in themselves) would not be able to sit on the Appeals Panel and Rule 42.2 would need to be amended accordingly.
85. A specific Penalty should be added allowing for the imposition of a transfer embargo on a club. A provision should therefore be adopted in Rule 46.1.

86. A specific Disciplinary Offence should be created prohibiting racial or other discriminatory behaviour or language whilst attending or taking part in a match. A provision should therefore be adopted in Rule 38.1.

87. Introduce a protocol for the Disciplinary Offences to undergo a formal annual review to ensure continued compliance with current best practice and the needs of the FAW in the administration of football in Wales. Such a protocol should be introduced at an administrative level with a report by the FAW's Chief Executive or Head of Compliance to the FAW Executive Committee annually prior to the deadline for submission of Rule changes to the May Members AGM. This recommendation would not require any change to the Rules.

88. Introduce a training programme for all current Disciplinary and Appeals Panel members and ensure all new members receive the same training as part of their induction. There is also a need to keep the training programme up to date.

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- In order to compare and contrast the structures, membership and relevant FAW Rules and procedures with the equivalent rules and procedures of the National Governing Bodies of other NGBs (and other organisations), the websites of the following organisations were reviewed during March and April 2013):
 - Irish Football Association
 - Scottish Football Association
 - The FA
 - British Wheelchair Basketball
 - British Swimming
 - Scottish Badminton Union
 - Welsh Rugby Union
 - Lawn Tennis Association
 - UK Athletics
 - British Cycling
 - Manchester United
 - Everton
 - Chelsea
 - Norwich
 - Fulham



- Arsenal
- New Zealand Football
- New Zealand Rugby
- Football Federation Australia
- British Gymnastics



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