# IRISH FOOTBALL ASSOCIATION

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Standing Orders

# Updated 17 February 2022

## DEFINITIONS

1. In these standing orders, except where the context otherwise requires, the definitions and explanations contained in Articles 1 and 2.1 of the Articles of Association shall apply mutatis mutandis. For the purpose of the Standing Orders the term ‘committee’ shall include Council, save as Council otherwise determines.

## PROCEDURE AT MEETINGS

1. Meetings of the Board for transaction of ordinary business shall be held on such dates and times and at such places as it shall decide.
2. Any committee meetings shall be held at such dates and times and at such places as the committee decides or as the Board directs. Meetings may, if the Chairperson so determines, be held electronically or by hybrid means during which all members taking part can hear each other. The quorum for meetings shall be half of current members (unless otherwise stated in the Articles, these Standing Orders, the Football Regulations or the committee Terms of Reference.).
3. An agenda setting out Board or committee business shall be prepared and circulated to members not less than three working days before the day of meeting. A meeting may be held at shorter notice if all members entitled to be present so agree.
4. All other requirements with regard to notice of meetings shall be as set out in Article 19.
5. Decisions shall be taken on a show of hands at all meetings unless a director calls for a recorded vote.
6. A vote by way of proxy may be used by a Board member on behalf of another Board member. Any question as to the validity of a proxy at a meeting shall be determined by that meeting, whose decision shall be final. No proxy vote shall be allowed at committee meetings.
7. The Chairperson of any meeting shall have a casting vote save in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles or these Standing Orders, the Chairperson is not eligible to vote for the purposes of that meeting (or part of a meeting).
8. The members of the Board in each year shall elect one of their independent members to be the Chairperson and one of their members to be vice Chairperson. Each Chairperson and vice Chairperson shall hold office for one year but shall be available for re-election for a maximum period of five years. The Association will also have the discretion to extend their terms for a maximum of one further year when it is considered necessary for maintaining continuity and experience on the Board.
9. The members of any of the Association committees, (unless otherwise stated in the Articles, these Standing Orders, the Football Regulations or the committee Terms of Reference) in each year shall elect from amongst its members a Chairperson and a vice Chairperson. Each Chairperson and vice Chairperson shall hold office for one year but shall be available for re-election for a maximum period of five years. The Board shall compile a register of the chairpersons of all Committees and all newly appointed chairpersons shall attend an induction session to prepare them for their duties. The Chairperson of the Football Committee shall be the President from time to time.
10. If the Chairperson and vice Chairperson are not present within ten minutes of the time appointed for holding a meeting, the members present shall choose one of their number to be Chairperson of that meeting.

## ORDER OF BUSINESS AT MEETINGS

1. The order of business at meetings shall be:

Declarations of interest

Apologies for non-attendance

Approval of the minutes of the preceding meeting (including electronic/hybrid meetings ), and signature by the Chairperson

Matters arising

Chairperson’s remarks

Report from the Chief Executive (in the case of the Board)

Reports from committees

Such other business as may be determined in advance by the Chairperson

Any other business

Date and time of next meeting.

## RULES OF DEBATE

1. A member when speaking shall address the Chairperson. Where two or more members attempt to speak, the Chairperson will decide the order of their addressing the meeting. No speech shall exceed three minutes except by consent of the Chairperson.
2. A member shall direct his speech to the question under discussion or to a point of order. A point of order shall relate only to an alleged breach of an identified standing order. The ruling of the Chairperson on a point of order shall be final.
3. When a motion is under debate, no other motion shall be moved except the following:
   1. To amend or adjourn the motion
   2. That the question be now put
   3. That a member be no longer heard
   4. That a member leave the meeting.
4. If unfinished business remains after a period of 2 1/2 hours, the meeting shall stand adjourned unless either a majority present agrees that this standing order be suspended or any failure to comply with this standing order is accidental.

## RECORD OF MEETINGS

1. The Board and each committee shall keep minutes in some permanent, retrievable and verifiable format of their proceedings at their meetings. Without prejudice to the generality thereof, such minutes shall include but shall not be limited to the date and venue of the meeting, the names of those attending, the result of any election held, the text of and result of all resolutions proposed and other relevant deliberations.
2. Except with the prior approval of the Board or the relevant committee, no audio or video recorder or other instrument shall be used to record discussion at a meeting.
3. To enable Council to hold the Board accountable it shall receive verbal reports of Board meetings and the Chairperson of the Board, or his/ her nominee, shall provide such updates at Council meetings.

## INTERESTS OF BOARD AND COMMITTEE MEMBERS

1. Board and committee members shall have regard to Article 21.1 and disclose interests accordingly.
2. The Association shall keep a register recording conflicts/declarations of interest by Board and committee members and employees in any entity in which they or a close relative may be concerned and which could give rise to a conflict or duality of interest. A close relative is defined as father, mother, stepfather, stepmother, son, daughter, stepson, stepdaughter or spouse.
3. Board and committee members and employees are required to inform the Association of any new or changed interest, direct or indirect, pecuniary or otherwise.

## INSPECTION OF DOCUMENTS

1. All reports made or minutes kept by any committee, and all documents presented to that committee, shall be open for inspection by any member of that committee.

## AUTHORITY OF BOARD AND COMMITTEE MEMBERS

1. No member shall enter either orally or in writing into any contract or admit liability on behalf of the Association without the authority of the Board.

## CONFIDENTIALITY OF PAPERS

1. Board and committee members attending any meeting shall respect the confidentiality of all papers presented to that meeting or matters raised and decisions taken at that meeting.
2. The Association is subject to legislation protecting data held relating to individuals. Board and committee members and staff must not disclose such data for any purpose not permitted by the legislation.

## BOARD DELEGATION

1. The Board shall establish a Chairman’s Committee, the full details of which can be found within the Scheme of Delegation/ Terms of Reference approved by the Board.
2. The Board shall further prepare and keep under review a written Scheme of Delegation authorising the Chief Executive to take decisions in defined areas, up to approved monetary limits, without recourse to the Board.

## REPORTING

1. The Board shall ensure that it has a full understanding of the reporting obligations contained in the Project Documentation and shall ensure compliance, in a timely fashion, with these obligations in accordance with the terms of the Project Documentation. “Project Documentation” has the meaning given to it in the funding agreement entered into by the Association, the IFA Stadium Development Company Limited and the Department of Culture, Arts and Leisure in relation to the redevelopment of Windsor Park Stadium.

## AUDIT AND RISK COMMITTEE

1. The Board shall establish an Audit and Risk Committee and provide it with terms of reference deriving from relevant published guidance. The latest version of the terms of reference contains full details of this Committee.
2. Included in the Committee’s responsibilities shall be detailed consideration of the annual accounts for recommendation to the Board and compliance with the reporting obligations set out in the Project Documentation and considered in Standing Order 30 above.

## COMMITTEES

1. Each committee will act for one year from the annual general meeting of the Association to its next annual general meeting.
2. No person shall be elected, appointed, nominated or remain as a member of a committee if, at the time of the election, appointment or nomination, that person has served on that committee for a total of 15 years, whether or not consecutive. This limitation shall be modified in the case of any member of a committee on the date of passing of these Articles who shall instead cease to be eligible for election, appointment or nomination to that committee on the completion of 15 years’ service following the date of the passing of these Articles or, if earlier, the Annual General Meeting following their 75th birthday. The foregoing limitations shall not apply to members of the Board.

## CONDUCT AND CORPORATE GOVERNANCE

1. Board and committee members shall observe the Association’s Code of Conduct and Code of Ethics, a copy of which must be signed and returned to the nominating body for onward submission to the Association in advance of taking up post.
2. The Board shall appoint one of its members to be a senior independent director (as recommended by the UK Corporate Governance Code) to provide a sounding board for the Chairperson, to serve as an intermediary for the other directors when necessary and to be available to members of the Association who have concerns which contact through the normal channels of Chairperson or Chief Executive has failed to resolve or for which such contact is inappropriate.
3. Members shall receive induction on joining the Board and undertake training relevant to their responsibilities, provide detail thereof for training records maintained by the Association and submit themselves for annual appraisal by the Chairperson. In the case of the President, Deputy President and the Chairperson of the Board, training shall include media presentation and public speaking.
4. Annual appraisal of the Chairperson shall be undertaken by the senior independent director.
5. The Board shall agree and adopt a director induction, training and appraisal process for each of the Board members from time to time.
6. The Board and each of its committees shall also evaluate annually their own collective performance.
7. The Association should ensure that terms of appointment for each director are agreed, and that a service agreement is signed with effect from the date of appointment. The service agreement shall also include a termination clause within it.
8. To support the process of election of Board members, the Chairperson of the Board shall be entitled to commend to Council any candidate who the Board believes would have a particular contribution to make to its work (taking account of the composition, skills and experience of the Board) and giving reasons for this endorsement. This is without prejudice to the right of other eligible candidates to present themselves for election.
9. The Chairperson shall prepare a statement of compliance with corporate governance standards for inclusion in the Association’s annual report.
10. Board members must show commitment to their responsibilities and as evidence their attendances at Board meetings shall be summarised in the annual report.
11. To ensure unambiguous governance arrangements the President and Chairperson of the Board (together with the Deputy President and Vice Chairperson) shall observe their respective roles as defined in Appendix 1 to these standing orders.

## SELECTION OF INDEPENDENT BOARD MEMBERS

1. The Board should lead the process for board appointments in accordance with the Articles.
2. On seeking to appoint an independent director the board shall produce and agree the selection criteria (following an evaluation of the balance of skills, experience, independence and knowledge on the board) and a public advertisement.
3. Each applicant or nominee shall undergo a comprehensive interview and selection process. The interview panel shall be determined by the Board and shall include an independent panel member sourced from outside the Association. The process shall be validated by an independent person or body.
4. The preferred candidate shall be proposed, and recommended to the Council for endorsement, by the Chairperson. The appointment should be endorsed by the Council at a Council meeting in accordance with Article 8.5(e).

## ALTERATIONS OF STANDING ORDERS

1. Standing orders may be altered by Board resolution, which shall require not less than three days’ notice thereof to all Board members.

## DISTRIBUTION OF STANDING ORDERS

1. A printed copy of these standing orders, including a copy of the Articles, Code of Conduct and Code of Ethics, shall be given to each Board and Committee member. A copy of the Code of Conduct/Code of Ethics must be signed and returned to the nominating body for onward submission to the Association in advance of taking up post. Printed copies shall also be available for reference during office hours at the premises of the Association.
2. For the purposes of this Standing Order the following definitions shall apply:

“IFA Bodies” – the Board, the Council and the Committees of the Association.

“Independent Dispute Resolution Panel” – a panel of three persons to determine a dispute between IFA Bodies and who are independent of and have no connection (direct or indirect) with the IFA Bodies or any of them and shall act impartially.

“IDRP” means the Independent Dispute Resolution Panel.

“Panel List” – means the list of persons appointed by the IFA Board who have volunteered to sit on an IDRP when they are appointed to do so.

51.1 If a dispute (“the” or “a Dispute”) arises between IFA Bodies they shall use all reasonable endeavours to find a resolution (including the resolution of the Dispute by conciliation).

51.2 In the event of the Dispute being unresolved within such time as determined by the Board it may in addition to other powers set out under Article 10 of the Articles of Association, refer the matter to an IDRP to determine the Dispute (“the Referral”).

51.3.1 The Chairperson of the IDRP (“the Chairperson”) shall have a legal background.

51.3.2 The parties shall endeavour to agree the appointment of the Chairperson to the IDRP within ten working days of the date of the Referral (“the Referral Period”).

51.3.3 In the event that the parties are unable to agree the appointment of the Chairperson within the Referral Period the Chairperson shall be nominated by the President for the time being of the Law Society in Northern Ireland on the application of either of the parties to the Dispute or the IFA Board.

51.4.1 Each of the IFA Bodies involved in the Dispute shall nominate a member from the Panel List to be appointed to the IDRP within the Referral Period.

51.4.2 If any of the IFA Bodies involved in the Dispute fails to nominate a person from the Panel List to sit on the IDRP within ten working days of the date of the Referral the IFA Board shall appoint the member of the IDRP from the Panel List on behalf of that IFA Body.

51.4.3 Each person appointed to the IDRP shall prior to his or her acceptance of the role on the IDRP declare all conflicts of interest which he or she has.

51.4.4 In the event of a referral to an IDRP and any of the parties to that referral perceives or considers that any person appointed to the IDRP has a conflict of interest, or if any person appointed to the IDRP has a conflict of interest, the parties shall be afforded an opportunity to object to the appointment of that person. If any of the parties object within five working days of being notified of the constitution of the IDRP, to the appointment of a member of the IDRP who has an actual or perceived conflict of interest, that person shall stand down and the IFA Body who made the nomination shall within five working days nominate a replacement from the Panel List to be appointed to the IDRP.

51.4.5 The parties shall be notified of the names of the members of the IDRP appointed and the Chairperson.

51.5 The IFA Bodies involved in a Dispute may make submissions in writing to the IDRP. The IDRP shall consider all relevant documentation made available to it and may make further enquiries as appropriate.

51.6 The IDRP shall act as experts and not as arbitrators and shall determine any question relating to any relevant document or issue arising but only for the purposes of resolving the Dispute.

51.7 In so far as they are able the relevant IFA Bodies shall procure that the IDRP is given such assistance as is reasonably required for the purpose of resolving the Dispute and provide access to all documents relating to the Dispute that have been requested by the IDRP. Any failure to reply within a specified timescale, (without just or reasonable cause) to correspondence sent by the IDRP will render the IFA Body to whom such correspondence is sent to be in breach of this Standing Order and render the IFA body to such penalties as the IDRP shall deem fit to impose.

51.8 Any communication from one party to the IDRP must be sent to the other parties.

51.9 The IDRP shall use all reasonable endeavours to issue its determination to the parties within [thirty] days of its appointment but it may extend this timeframe if it considers it reasonable to do so.

51.10 The IDRP’s determination shall be in writing, reasoned and final and binding upon the IFA Bodies involved in the Dispute who shall have no right to any form of appeal review or recourse to any court, arbitration or judicial authority.

51.11 The IDRP shall settle its own procedures save that the Chairperson shall have a second or casting vote. The IDRP shall be serviced and supported by IFA administrative staff.

51.12 Apart from the determination of the IDRP, all documents, submissions and statements submitted to the IDRP and between the IFA Bodies shall be confidential.

51.13.1 The Chairperson shall be entitled to receive renumeration for his role at an hourly rate agreed by the IFA Board.

51.13.2 The other members of the IDRP shall not receive any renumeration. However, all members of the IDRP will be entitled to reasonable and properly vouched out of pocket expenses.

51.14 All members of the IDRP shall be subject to the IFA Code of Conduct and Code of Ethics as laid down in the IFA Articles and the Standing Orders.

**APPENDIX 1**

**ROLE DESCRIPTIONS – PRESIDENT AND CHAIRPERSON**

**President**

The role of the President is as an ambassador for the sport. His/her duties are to:

* Act as a senior statesperson in leading the IFA, speaking with authority on matters relating to the game, but not part of the politics of the Association
* Make his/her experience and understanding of the ethos and interests of the game available to the Board
* Support the Board and its Chairperson and, without limiting his/her contribution to debate, endorse any decisions of the Board regardless of his own private views
* Attend major football events and functions as the IFA representative
* Represent the IFA at FIFA, UEFA, and IFAB meetings
* Together with the Chief Executive communicate with the media as the principal spokespersons on football matters.

## Chairperson

The role of the Chairperson is to lead the Board in setting strategy and in overseeing the management of the IFA as a business. His/her duties are to:

* Provide leadership, drive and direction to all Board members to include the setting of annual objectives and completion of annual appraisals as set out in these Standing Orders
* Lead the Board in setting strategy and in ensuring that the targets contained in that strategy are achieved
* Together with the President and Chief Executive, represent the IFA externally on all matters of strategy
* Report on behalf of the Board to Council and General Meetings and to DCAL (as agreed with DCAL from time to time)
* Ensure that the work of the Board takes proper account of views expressed by Council
* Support and lead the Chief Executive in ensuring that the Association is managed in accordance with the decisions of the Board
* Ensure that the Association operates within the terms of its Articles of Association and observes high standards of corporate governance.

## Deputy President and Vice Chairperson

The roles of the Deputy President and Vice Chairperson are to support respectively the President and the Chairperson. They are therefore subject to the corresponding duties and requirements set out above.