

CONSTITUTION OF THE CAMBRIDGE UNITED SHADOW BOARD

1 Background and context

1.1 The collapse of Bury FC in 2019 through acute management failures highlighted a pressing need for improvements in the way football clubs in England are governed. In the light of Bury's demise, and the short-lived proposal to form a European Super League, the Government commissioned a *Fan Led Review of Football Governance*, which reported in November 2021.

1.2 In April 2022 the Government accepted the principle of the review's primary recommendation – to establish an independent regulator for English football – and accepted or supported its ten strategic recommendations. One of these recommendations, supported by the Government, is that *"as a uniquely important stakeholder, supporters should be properly consulted by their clubs in taking key decisions by means of a Shadow Board"*.

1.3 The Cambridge United FC Board accepted a proposal in July 2022 that a Cambridge United Shadow Board should be established and endorsed its terms of reference.

1.4 The *Fan Led Review* also recommended that football clubs should make provision for a *"Golden Share"* to protect stadiums as key local community assets, and other key heritage issues such as Club colours and badges. The *Golden Share* would give supporters the power of veto over decisions on such matters. The Cambridge United majority owner Paul Barry, in his open letter to fans in March 2022, stated his desire for Cambridge United to introduce a *"Golden Share"* to prevent a future owner from selling the Abbey Stadium or relocating the Club, if the fans did not feel that was right thing to do. The role of the Cambridge United Shadow Board in administering any Golden Share will be discussed and agreed in due course and is not included in this first version of the Shadow Board constitution.

2 Aim / Terms of Reference

2.1 Cambridge United FC recognises the critical importance of its supporters and has a fine recent track record of fan engagement, of which it is rightly proud.

2.2 The implementation of a Shadow Board at Cambridge United is intended to build on the work the Club does with the existing fans groups. The Shadow Board will act as a supporters' sounding board and as a discussion group with the Club for the more strategic business issues that the Club as they arise.

2.3 The Shadow Board will strengthen Cambridge United FC by:

- allowing all the various supporter groups to have a stronger, unified single voice;
- further enhancing fan engagement and transparency;
- serving as a sounding board for the Club's board and senior officials on key business decisions; and
- keeping fans informed on the strategic direction of Cambridge United FC;

3 Membership of the Shadow Board



3.1 The membership of the Cambridge United Shadow Board will be drawn from other Cambridge United fans groups. Although members will not, therefore, be directly elected to the Shadow Board, they will nonetheless have been elected to their current position in their fans group. Each individual will accordingly have a track record as an active and responsible volunteer, with the wellbeing of Cambridge United at their heart.

3.2 The Shadow Board will have a core membership of eight, comprising of nominated members of existing Cambridge United fan groups, as follows:

- Two members of the Cambridge Fans United (CFU) Trust Board;
- Two members of the Cambridge United Supporters Panel (CUSP);
- Two members of the Amber Belles;
- Two of the Trustees of the Cambridge United Supporters' Club.

3.3 Each fans group will select its representatives to serve on the first Shadow Board as it sees fit. During the course of this process the fans groups will liaise with each other to avoid the same individual being selected by more than one group.

3.4 The Shadow Board will be free to recruit additional members to meet specific needs or gaps as these arise (eg; for professional experience such as finance or planning). The total membership will, however, be capped at eleven individuals.

3.5 All members of the initial Shadow Board will serve for a minimum of two years before they stand down to either retire or seek re-election. Thereafter each fans group will agree how long its representatives will serve on the Shadow Board for before they retire. No member will serve more than five consecutive years on the Shadow Board.

3.6 The selection of additional members, as and when required, will be made by the core Shadow Board. Volunteers will be sought from the fanbase, with candidates interviewed by the core Shadow Board membership if need be.

3.7 The Shadow Board will aim to be as diverse as possible, to accurately reflect the make-up of the Cambridge United fanbase.

3.8 The Shadow Board will, once members are in place, elect a chair and deputy.

3.9 All Shadow Board members will sign a confidentiality agreement with the Club.

3.10 The Shadow Board will convene sub-groups to work on specific projects as required. These can include non-Shadow Board individuals, to be seconded onto a Shadow Board sub-group for a specified period of time.

4 How the Shadow Board will work

4.1 The Shadow Board will meet with senior Club representatives four times a year, more often if required. This flexibility is important to allow the Shadow Board to be proactive rather than reactive.

4.2 Over and above meetings with the Club, the Shadow Board will meet as a group as often as it sees fit.

4.3 The majority owner of the football Club will attend at least one meeting with the Shadow Board each year. It is expected that the Cambridge United FC Chair and the CEO will attend Shadow Board meetings regularly, and other Cambridge United Board members as appropriate.

4.4 The Club will issue relevant supporting papers to Shadow Board members ahead of meetings.

4.5 Only high level / strategic issues and decisions will fall within the Shadow Board remit. Lower level, day-to-day matters, including matchday issues, will stay within the remit of CUSP. Specifically (but not exclusively) the following issues will fall within the remit of the Shadow Board:

- The Club's strategic vision and objectives, and business planning;
- Finance, marketing, merchandising and sponsorship (but excluding commercial contracts);
- Stadium issues and redevelopment plans;
- Any proposals relating to Club heritage items;
- Any ethical issues;
- Plans for wider fan engagement and communication with fans.

4.6 On-field matters (such as team formations and performance, and player recruitment) will fall outside the scope of the Shadow Board remit. On-field matters are considered best discussed by the widest possible audience, such as a Fans Forum.

4.7 The Shadow Board will not consult directly with fans. Where consultation with the wider fanbase is required, this will be undertaken by the fans' groups – ie CFU and the Supporters' Club will consult its members, the Amber Belles its community and CUSP the wider fanbase. Should a supporters' ballot be required, one of these fans' groups will be responsible for organising this, to be nominated by the Shadow Board.

4.8 Although, in the main, the Club will table issues with the Shadow Board for views, the Shadow Board will reserve the right to bring fans' issues to the Club – but only where these cannot (have not) been resolved through CUSP.

4.9 The Shadow Board will not make decisions for the Club. Its role as a sounding board will, however, ensure that the Club's decision makers are aware of the fans' views on specific issues.

4.10 The role and remit of the Shadow Board will be subject to review after a year in line with the experience of all parties, any changes to be reflected in a revised version of the constitution.

4.11 All revisions to the Shadow Board constitution must be endorsed by each of the fan's groups from which the Shadow Board membership is drawn.

5 Communications

5.1 The Shadow Board will communicate frequently with fans, using whatever media channels it considers appropriate, in order to reach as much of the Cambridge United fanbase as possible.



5.2 The Club will set up and maintain a section of its official website specifically to support and promote the Shadow Board. This site will include, but should not be limited to:

- an introduction to, and the background of, the Shadow Board;
- names and contact details of each current Shadow Board member;
- details of upcoming Shadow Board meetings with the Club, including a copy of the agreed agenda; and
- copies of the agreed minutes of all Shadow Board meetings.

5.3 The published minutes of Shadow Board meetings with the Club will omit any information shared by the Club in confidence.

5.4 The Club will allow the Shadow Board to publish periodic articles in the official match day programme.

5.5 The Shadow Board will be free, if it chooses, to set up and maintain its own website, independent of the Club. The Shadow Board will set up and maintain its own social media accounts, including (but not limited to) Twitter and Facebook.

5.6 The Shadow Board will be free to make public statements concerning its work. The Shadow Board will, however, copy Press Releases and other written statements to the Club at least 24 hours before they are made public.

6 Funding

6.1 The Shadow Board should not incur any significant running costs (these should be limited to stationery, postage, printing etc).

6.2 Should any specific funding be required to support Shadow Board activity it will raise the funds itself. Alternatively, an approach for funding can be made to CFU or the Football Club, as considered appropriate.

7 Behaviour standards and disciplinary proceedings

7.1 The Shadow Board will require its members to adhere to the following values and behaviours at all times. Shadow Board members will:

- work as a team, to advance the consensus view of the Shadow Board and of the fans;
- treat fellow Shadow Board members, fellow supporters, Directors, officials and staff of Cambridge United FC and everyone else with whom they have contact with respect and dignity; and
- promote diversity and inclusiveness within the Shadow Board, the fanbase and Cambridge United FC.

7.2 Any of the following behaviours will be regarded as unacceptable and will trigger disciplinary action against the Shadow Board member concerned:

- Bullying or harassment;
- Personal abuse;
- Discrimination;
- Disruptive behaviour;



- Breach of confidentiality;
- Pursuing a personal agenda, or otherwise working contrary to the aims and objectives of the Shadow Board and of the fans;
- Any action that brings the Shadow Board or Cambridge United FC into disrepute, including inappropriate use of personal social media.

7.3 Based on the above, any Shadow Board member that behaves unacceptably, in the view of a majority of Shadow Board members, will be suspended and subject to a disciplinary hearing.

7.4 A disciplinary group appointed by the Shadow Board Chair (or by the Deputy Chair, if the Chair is the subject of the claim) and including one independent third party, will meet to consider whether the claim is founded. If it is, the disciplinary group will consider what action should be taken against the member concerned – this could be a warning about their future behaviour or expulsion from the Shadow Board. Length of service, previous behaviour and previous warnings will all be taken into account during a disciplinary hearing. The disciplinary group's decision will be final.

8 Accountability

8.1 The Shadow Board will be accountable to Cambridge United fans via the various Cambridge United fan's groups from which its core membership is comprised.

8.2 The Shadow Board will meet with the CFU Trust Board, the CUSP and with wider representatives of the Amber Belles and the Supporters Club once a year to report what it has done and to take feedback.

8.3 In this way it is hoped that the Shadow Board can play its part in ensuring that Cambridge United FC and its fans remain – now and in the future - United in Endeavour.

SEPTEMBER 2022

This constitution of the Cambridge United Shadow Board is agreed by:

- Godric Smith, Director, Cambridge United FC

And by the eight core members of the first Cambridge United Shadow Board:

- Andrew Stephen CFU
- Ben Phillips CFU
- Ben Payne CUSP
- Nigel Browne CUSP
- Anouska Wright Amber Belles
- Emma Smith Amber Belles
- Paul Mayes CUSC
- Jim Hardingham CUSC