

Role Description – Club Board Fan Representatives

Friday 12th April 2024

As the majority shareholder, PTFC Trust will nominate two fan representatives to join the Partick Thistle Football Club Board at the end of May 2024. It is anticipated that the terms of office of the initial representatives will run until the late 2025/early 2026 Club AGM.

The first fan representatives will be chosen by an election process, in which each beneficiary of the PTFC Trust will be able to vote for up to two candidates.

The Club Board Fan Representative role is an important one. We want both to encourage strong candidates to stand and to ensure that everyone fully understands the role and what it entails. This role description is intended to give an overview of the key functions and skills that are important for someone to do this role well.

Personal Characteristics

As a Fan Representative Director, you'll need to be able to work with the wider leadership group at Partick Thistle. This means you'll need to build a strong working relationship with:

- the other Club Directors
- the Chief Executive Officer and other senior staff
- the Trustees (both The Jags Foundation and The Jags Trust)

Driving the Club forward will require people with a proactive "can-do" attitude, willing to muck in and help to get things done. We need people who can provide *constructive* challenge, helping the Club to develop and then to deliver its long-term strategy.

As a Fan Representative director, it will also be desirable for you to be an effective communicator. Part of your remit is to ensure that the wider fanbase feel informed and valued by its football club. But it is also to help set realistic expectations: being honest with fans in the face of (sometimes) difficult questions.

Eligibility

To be eligible to stand for election, you will need to be a beneficiary of the PTFC Trust at the point nominations open. This will be **Wednesday 1st May 2024 at 12.01am**.

There are laws that disqualify certain individuals from becoming directors of companies, and therefore by extension Partick Thistle Football Club. <u>You should familiarise yourself with</u> these if you are not already.

Additionally, the Scottish Football Association includes, in its Articles of Association, a "fit and proper persons" test. <u>You should familiarise yourself with Article 10.2</u> as it lists a range of factors that may make someone unsuitable to be a director of a football club in Scotland.

Time commitment

Being a Club Board member involves a significant time commitment. Conservatively, we estimate that it involves an average of 15-20 hours per week, including time spent on matchdays as a club ambassador. This commitment will be variable, however: some weeks will require significantly more time input, and some a bit less.

Some of this business will be done during evenings and weekends. It is fully appreciated that plenty talented individuals in the Thistle support have other work and family commitments, and reasonable efforts are made to accommodate these. However, the nature of Club business means that some board activity will require meetings or appointments during "conventional" working hours.

Club Ambassadors

Directors of the Football Club are expected to be ambassadors for it, both on matchdays (home and away) and at other times. This includes engaging with representatives from other football clubs, the footballing authorities, sponsors and other commercial partners.

Prospective directors will need to be able to build positive relationships with these key stakeholders. This is essential to maximising the Club's influence within wider Scottish football and its financial resources.

Financial literacy

The Club Board is responsible for the strategic decision-making and direction of the Football Club. It also has overall responsibility for the club's finances, staffing, facilities and regulatory compliance.

Fan Representative directors will need to be able to develop and maintain a robust understanding of the Club's business model, day-to-day operations, and financial position. Whilst it is clearly not essential for every director to be an accountant, financial literacy skills are a highly desirable trait.

Fan ownership

The responsibility for making fan ownership work at Thistle rests with all of the Club Board, as well as the PTFC Trust's trustees.

We expect that the Fan Representatives on the Club Board, having been nominated by the PTFC Trust, will provide regular and substantive updates on Club Board matters to the trustees and to the wider fanbase, so far as confidentiality considerations allow.

If not already familiar with the fan ownership structure at Partick Thistle, prospective candidates should seek to familiarise themselves before standing for election.

Statutory and fiduciary duties

Each director of a company owes both statutory and fiduciary duties to the company. <u>Companies House has a useful overview of the main duties of a company director</u>, which we'd encourage any prospective candidate to read. Aspects of the Club's day-to-day operations are commercially sensitive, or otherwise subject to expectations of confidentiality (such as staffing matters, commercial partnerships and board deliberations).

It is important to stress that, whilst elected Fan Representatives bring a particular fanfocused perspective to Club Board decisions, they are not simply "delegates" of the Trust or a sub-section of the fans.

What does this mean in practice? It means they should exercise independent judgment when determining what they believe to be in the best interests of the company, to promote its success. Their decisions as a Club Board member should not simply be "sub-contracted" out to the Trust or beneficiaries.

The interests of the Trust and the beneficiaries are already protected by the Club-Trust Agreement, which gives the majority shareholder a veto over certain key strategic decisions. What the Club is looking for in directors are people who can play an active role in the leadership team, making strategic decisions in their own right, subject to the oversight of the majority shareholder. This helps maintain the distinction of "fan-owned, not fan-run".