Strategy Working Group

Terms of Reference

Prepared:	**Reviewed:**	**Approved:**
Name: Matt Phillips	Name: n/a	Name:

AMENDMENT RECORD SHEET					
Rev	**Prepared**	**Reviewed**	**Approved**	**Amendment Description**	**Date**
1	Matt Phillips	n/a		Development of first draft of the Strategy Working Group ToR	02/01/2025
2					
3					

Contents

1. Background & Purpose

1.1. Background

The past year has seen the Trust face several challenges, from ensuring effective governance over the Club, supporting the Club through its own challenges and providing our members with confidence in our operations.

The Trust, and the Club, are at a point of inflexion where it needs to transform to meet the challenges of the current football environment.

In addition, the Trust needs to be prepared for specific future events, including the planned Rights Issue from the Club, which have the potential to open strategic opportunities for the Trust.

1.2. Purpose & Scope

The purpose of this working group is to focus developing a long-term vision which sets a both a clear strategy for the Trust and a guiding path for the Club. It will have two primary aims, to:

1) Ensure that the Trust is fully prepared for the immediate opportunities arising from the proposed Rights Issue
2) Define a long-term vision for the future of the Trust & Club underpinned by the development of a new strategy setting out a roadmap for its achievement. This will include, but not be limited to:
    a. Outlining a clear "model" for the Club to operate to
    b. Defining the relationship between the Trust and Club
    c. Developing a strategy for the Trust to best support the objectives of the Club

1.3. Key interfaces

- Trust Board
- Trust Working Groups
- Club Board
- Trust AGM

1.4. Key stakeholders

- Trust members
- Club employees
- Exeter City fans

- Exeter City Council
- Exeter residents
- Club sponsors and local businesses
- Etc.

2. Authority, Accountability & Reporting

2.1. Nature of Authority & Sponsor

The SWG has been sponsored by the Chair of the Trust Board, Pete Ferlie.

The SWG operates under delegated authority from the Sponsor for the purpose of developing recommendations. It does not have decision making authority outside of the workings of the SWG, nor can it commit any parties to any legal obligations.

The SWG can request information from the Trust directly and will have a designated Club representative who will co-ordinate information requests to the Club.

The SWG does not have any delegated budget and will need to seek approval for any expenditure.

The SWG does not have authority to make public announcements, however it can seek this authority from the Communications Working Group without the need to directly request this from the Trust Board.

The SWG will sit until one month after the next Trust AGM and will be re-purposed (if required) after that, through a new Terms of Reference presented at the relevant Trust Board meeting.

2.2. Reporting Cadence

The SWG will provide an update to the Trust Board as part of the Part A agenda in the monthly Trust Board meetings. This will cover status updates against plans/milestones, key risks and issues, decisions required from the Trust Board and stakeholder engagement.

Minutes from the meetings of the SWG will be circulated to members and the Sponsor within 5 business days of the meeting. They will be published on the Trust website after they have been approved at the subsequent meeting.

The Chair of the SWG will have a regular meeting with the Sponsor to provide updates progress against the objectives.

2.3. Escalation Routes

The Chair will escalate any issues to the Sponsor within 48 hours which:

- pose significant risk to the delivery of the objectives
- create legal, financial or reputation risk to the Trust

- require an immediate decision beyond the groups authority which cannot wait until the next Trust Board meeting

Urgent matters can be brought to the Trust Board via an out-of-cycle briefing at the Sponsor's discretion.

Any issues and/or grievances identified by members of the SWG will be escalated to the most senior member of the Trust Board who is independent of the working group. [To be confirmed once membership of the SWG is set]

3. Composition & Roles

The SWG has been designed in a way to make specialist and expert knowledge easily accessible. As such, we will have a core set of members, who are expected to meet regularly and directly contribute to the outputs of the SWG. The group will also have a Technical Advisory Panel, who will be directly affiliated to the SWG, but invited to support on meetings as and when required.

3.1. Membership

Core Members

The SWG will comprise of 6-8 core members drawn from the Trust Membership. It will include 2 members of the Trust Board, supported by members bringing a range of key skills.

Membership will be proposed by the Chair, to be appointed by the Sponsor.

Members will be appointed for the duration of the SWG. Should a member resign from the SWG, a replacement may be proposed by the Chair, to be appointed by the Sponsor.

It is anticipated that members will have a time commitment of c100 hours through the duration of the SWG, comprising of board meetings, review of papers and stakeholder engagement.

Note that this commitment is likely to vary depending on the roles undertaken within the SWG, and the eventual stakeholder engagement plan.

Composition should reflect a balance of skills and backgrounds – and this should be clearly communicated once the members list is confirmed.

Technical Advisory Panel (TAP)

The TAP will comprise of participants who bring specialist expertise. This will include, at a minimum, people who can cover the following topics:

- Professional Football (Playing)
- Professional Football (Organisational)
- Academy Development
- Political considerations
- Branding & Marketing
- Legal
- Financial

TAP participants will attend meetings through invitation from the Chair. They do not count towards quorum and have no voting rights.

The TAP provides written and/or verbal advice, respond to queries within agreed timelines (to be agreed individually with the members of the TAP), declare conflicts of interest, and adhere to confidentiality.

TAP participants will be approved by the Sponsor, with SWG Members able to propose participants. This group is flexible through the lifecycle of the SWG, as skills can be identified as the work of the SWG progresses.

3.2. Chair

The Chair will be appointed by the Trust Board and must be a member of the Trust Board.

They will be responsible for co-ordinating the SWG and setting the direction for the SWG. Their main responsibilities include; agreeing agendas, ensuring high quality papers, facilitating balanced debate, managing conflicts of interest, summarising findings into recommendations and ensuring the Trust Board have sufficient information to vote on recommendations, ensuring timely escalation to the Sponsor, overseeing deliver of the plan and milestones.

3.3. Administrative Support / Secretary

A member of the SWG will be identified as providing administrative support to the SWG. The role of the Secretary includes responsibilities including scheduling meetings, co-ordinating agendas and papers, minuting meetings, maintaining a RAID log, manage document control.

Where it may not be possible for the member to complete certain administrative tasks (i.e. due to IT requirements), responsibilities can be shared with the Chair.

3.4. Workstream Leads

Where specific workstreams are identified, leads will be nominated by the chair and approved by the SWG by way of majority vote. Workstreams will be required to produce their own Terms of Reference to be approved by the SWG.

4. Ways of Working

4.1. Meeting Frequency, Format and Scheduling

The SWG will meet at a minimum of monthly, with additional meetings scheduled as required.

Meetings will be 90 minutes long and hosted virtually on Teams, reflecting the anticipated diverse location of participants. Meetings will be scheduled for a weekday evening, with the most convenient date selected once membership is confirmed.

4.2. Agenda/Paper Deadlines

The Chair and Secretary agree the agenda.

Any papers must be submitted to the Secretary, using the approved templates, at least 5 days in advance of the meeting.

Agenda and packs are circulated to SWG members at least 3 days in advance of the meeting.

Members are expected to complete pre-reading and come prepared to discuss. TAP participants receive relevant extracts only.

4.3. Decision making approach and quorum

The SWG has limited decision making power, with votes only authorised for decisions within the group (i.e. the inception of workstreams), and for formulating a recommendation for presentation to the Trust Board.

Quorum is 50% and includes the core members only (including the Chair and Secretary). In the event of a tie, the Chair has the casting vote.

The SWG's primary aim is to formulate recommendations for the Trust Board. The recommendations will be presented with the voting outcome and a clear record of any preceding debate, clearly capturing dissenting voices.

4.4. Approach to workstreams and reporting

Where Workstreams are created, these will provide reporting into the SWG in the same format as the SWG present into the Trust Board.

5. Deliverables & Timeline

5.1. Key deliverables and success measures

The SWG is primarily concerned with two matters: 1) preparing the Trust Board to respond to the Rights Issue, and 2) setting out a future vision and strategy for the Trust/Club.

1) Preparing for the Rights Issues

The SWG will ensure the Trust is fully prepared for the upcoming Rights Issue. To do so it will deliver the following:

- **Regular activities:** Monthly verbal and written updates to the Trust Board
- **Pre-rights issue:** A document outlining the key features of the rights issue, along with the benefits and risks associated. A recommendation for how the Trust should respond.
- **Post-rights issue:** A document outlining potential next steps, including scenario planning, stakeholder engagement, and documentation of recommendations.

2) Long term strategy

The SWG will engage with the Exeter City community to set out a long-term vision for the Club. Key deliverables through this work will include:

- **Project Plan:** Including the projects key activities, timelines, risks, and roles and responsibilities with RACI matrix. [*To be completed by the February Trust Board]*
- **Stakeholder Engagement Plan:** A plan identifying and mapping key stakeholders, communication methods, roles and responsibilities of SWG members, support structures from the Club/Trust, how results will be analysed and reported. [*To be in draft by the February Trust Board]*
- **Business Model Analysis:** A review of existing business models within the sports industry and their applicability to Exeter City FC and Exeter City Supporters Trust.
- **Evaluation Criteria:** Based on the stakeholder engagement, a set of criteria against which business models can be assessed and a recommendation made.
- **Option Appraisal:** A comparison of potential business models which could be applied to ECFC. To include Pros and Cons, Costs and Benefits, Risk Assessment, Scoring Matrix, and a Recommendation.
- **Strategy:** The ultimate deliverable will be the production of a long-term vision, and a strategy "blueprint" for its achievement.

5.2. Overall timeline, review points and closure criteria

The SWG will operate from its inception until one month after the next Trust AGM, with key milestones aligned to the Rights Issue and strategy development process.

Progress will be reviewed at regular intervals, including monthly updates to the Trust Board and milestone reviews following major deliverables.

The SWG will be considered complete when all deliverables have been submitted, recommendations have been presented to the Trust Board, and a final review has been conducted. The group may be re-purposed or extended based on the Trust Board's decision.

6. Compliance, Risk and ToR Management

6.1. Risk management and compliance

The SWG will identify, assess, and monitor risks associated with its activities and recommendations. A risk register will be maintained and reviewed at each meeting, with significant risks escalated to the Sponsor and Trust Board as appropriate. Compliance with relevant legal, regulatory, and Trust policies is mandatory, and any breaches or concerns must be reported immediately.

6.2. Conflicts of interest

All SWG members and TAP participants must declare any actual or potential conflicts of interest at the earliest opportunity. The Chair is responsible for ensuring that conflicts are managed appropriately, which may include recusal from discussions or decisions. A register of interests will be maintained and reviewed regularly.

6.3. Confidentiality & Information Handling

Members and participants are required to maintain confidentiality regarding sensitive information discussed or shared within the SWG and will be required to sign the Trust Code of Conduct if not already.

Information must be handled in accordance with Trust data protection policies, and only authorised disclosures are permitted. Breaches of confidentiality will be treated seriously and may result in removal from the SWG.

6.4. ToR Review and Amendment Process

The Terms of Reference will be reviewed at key milestones, including after the completion of any planned rights issue. Amendments must be proposed by the Chair and approved by the Sponsor and Trust Board. All changes will be recorded in the Amendment Record Sheet.