

BOARD MEMBERSHIP POLICY

A – Membership of the Board

1. This is the Board Membership Policy of the Tottenham Hotspur Supporters' Trust ("the Trust") as provided for in rule 54 of the rules of the Trust ("Rules").
2. At the first Annual General Meeting ("AGM") of the Trust an election will be held to select a board of at least 8 (but no more than 10) people who shall meet (as many times as are necessary) within 2 weeks of the AGM to carry out the business set out in A4 – A9 below.
3. The procedure for election to the board at an AGM, whether at the first AGM or subsequent AGM's shall be as follows:
 - (a) any Member (as defined in the Rules) may be nominated to stand for election to the Board, nomination forms will be circulated at least 2 months prior to the AGM. Nomination forms will include a signed declaration by the nominee that (s)he complies with and will comply with the Rules and this document; and
 - (b) nominations will be effective if signed by 5 different Members, and the Member who is being nominated. All such Members must include on the nomination form their full name, membership number and signature (and for these purposes a faxed signature will suffice); and
 - (c) no Member may nominate more than three prospective Board members at any one AGM; and
 - (d) any Board member retiring by rotation in accordance with rule 61 of the Rules, as varied by this document, shall also be required to submit a nomination form; and
 - (e) nomination forms must be submitted to the Secretary care of the Registered Office (or to such other person and place as notified by the Secretary) at least 35 days prior to the AGM at which the nominee is seeking election, or such earlier date as shall be specified by the Secretary; and
 - (f) nomination forms must be accompanied by a biography/manifesto which shall be no bigger than A4 in size and comprise only of text, with a maximum of 400 words. The contents and layout of the biography/manifesto must be true and not misleading, must not be offensive or abusive and must relate to the nominee or the Trust. The biography must not mention by name any individual other than the nominee.
4. The newly elected Board (after each AGM and not merely the first AGM) must decide at its first meeting whether to retain or replace the Secretary.

5. The newly elected Board is obligated to co-opt up to 4 Members on to the Board. Co-opted Board members shall be co-opted on the basis of their ability to fill those roles on the Board which are remain vacant and/or where they possess specific skills or attributes which the elected board members feel would be beneficial to have on the Board. The Board may decide to co-opt the Secretary. Co-opted members of the Board will serve until the next AGM and may then stand for election to the Board. If a co-optee does not stand for election at the AGM marking the end of their year of co-option they shall not be eligible for re co-option save with the unanimous support of the elected Board Members (at that stage the Board will only consist of elected Board members as co-option will not yet have taken place).
6. The Board will discuss potential co-optees and if by a majority they require the potential co-optee to appear before them for interview the potential co-optee will be asked to attend the next meeting of the Board after which the Board members present will vote on whether or not to co-opt that person. Any resolution to co-opt a Member to the Board must be passed by a majority of the Board present at the meeting in question and the Chair of that meeting shall have a second and casting vote in the event of an equal numbers of votes for and against the co-option.
7. As soon as possible after each AGM, the Board must consist of at least 10 people (as per rule 54A). Once the Board is fully constituted after the first AGM, lots will be drawn by the elected Board members to decide which of them are to retire by rotation at the forthcoming 3 AGM's. For example if the Board consisted of 9 elected members 3 would retire at the 2nd AGM, a different 3 would retire at the 3rd AGM and the final 3 would retire at the 4th AGM. If the number of Board members is not divisible by 3 the Board shall decide how many members will retire by rotation in each of the following 3 AGM's (keeping the numbers as equal as possible). Subject to the Rules (and this document) retiring Board members may submit a nomination form to seek re-election at the AGM at which they are to retire. Please note, this paragraph differs from Rule 61 which envisages no elections at the 2nd AGM and 50% of the Board retiring at the 3rd AGM and 50% at the 4th AGM. It seems both more democratic and stable to have one third of the Board retiring each year and therefore enabling elections to the Board to take place at each and every AGM.
8. The newly elected Board (after each AGM and not merely the first AGM) must decide at its first meeting on a Treasurer. In addition the newly elected Board must decide at its first meeting on a Chairman (and a Vice Chairman if the Board deem such a role necessary) whose role[s] and responsibility[ies] will be prescribed from time to time. Any Board member other than the Treasurer and the Secretary may seek election for the post of Chairman (or Vice Chairman) by nominating themselves provided they are seconded by another member of the Board. If more than one person is nominated for a particular post a vote of the Board (including the co-opted members) will be required. The Secretary will conduct a secret ballot to determine the winner of the vote in question. The Chairman (and Vice Chairman) will retire at the next AGM but may seek re-election to such position (or the other position) provided that they continue to serve on the next

Board (either as an elected member or a co-opted member). As soon as practicable the names and roles of the new Board should be posted on the Trust's website.

9. A Board member (whether elected or co-opted) shall be required to vacate such his/her position in the event that (s)he does not attend 50% or more of the Board Meetings in any 6 month period between one AGM and the next. The same principle shall apply in respect of Members' Meetings held by the Trust. The Secretary shall maintain a record of attendance at both Board and Members' Meetings and that record shall be included in the AGM pack circulated to members prior to each AGM. A Board member who vacates his/her position pursuant to this Rule may (subject to the Rules and this Board Membership Policy) stand for re-election at the AGM following his/her vacation of office. For the avoidance of doubt a Board Member who would otherwise have to vacate his/her office pursuant to this Rule may make a written submission to the Board explaining any exceptional circumstances and the Board may or may not accept such submissions based on a majority vote. For the avoidance of doubt a Board Member shall not be required to vacate office if the reason for the failure to meet the 50% criteria was as a result of bereavement or family emergency.
10. Co-opted Board members may not serve on a disciplinary committee even where (s)he is the then current Chairman or Vice Chairman.
11. Any member of the Board may be suspended or removed from the Board in accordance with the Rules or as a result of a disciplinary offence.
12. It is the responsibility of each and every Board member to act at all times in accordance with the Rules, this document and in a way which maintains the dignity of the Board, the Trust and Tottenham Hotspur Football Club and the plc ("the Club"), failure to do so may be considered a disciplinary offence.

B – Confidentiality and Collective Responsibility

1. Members of the Board acknowledge that discussions at Board Meetings are strictly confidential save where expressly stated not to be and save for official reports of meetings and that as the Club is a company listed on the London Stock Exchange, Board members may from time to time have access to or knowledge of price sensitive information. With the exception of those circumstances set out in B2, all Board members shall keep all such discussions or information strictly private and confidential.
2. The confidentiality provisions shall not apply where a Board member is asked to co-operate with any statutory or regulatory body and should not stifle due and proper debate on issues within the confines of Board meetings or discussions between Board members.

3. For the avoidance of doubt the confidentiality provisions above remain even after a member is no longer serving on the Board. Breach of the confidentiality provisions is a disciplinary offence.
4. The Trust may only invest funds in the purchase of shares in the Club for the purpose of representation and not for commercial gain and no decision to purchase shares should be made with commercial considerations in mind. Any decision to purchase shares in the Club must be passed by a majority of the Board and if such purchase would involve more than 25% of the available funds of the Trust such purchase must be sanctioned by the Members at an AGM or special general meeting.
5. From time to time the Board will vote on issues, make decisions or pass resolutions and each and every member of the Board will be bound by collective responsibility in respect of these with the effect that once a decision is made, a resolution passed etc no Board member shall speak out against that decision or resolution. Full and open debate within the confines of the Board is obviously encouraged but once a decision has been made or a resolution passed the Board and its members must speak with a united voice.
6. If a Board member does not feel able comply with the ethic of collective responsibility either that Board member must remain silent on this issue in question or (s)he must resign from the Board.
7. A breach of the ethic of collective responsibility is a disciplinary offence.

C – Limitations and Conflicts of Interests

1. Any Board member may speak about, give comments or opinions on matches (including reports) transfer activity, tactics and player management, and other issues connected with the Club provided they are expressed to be a personal opinion (including on behalf of any body or media outlet not connected with the Trust) and no mention is made of the Trust. Such personal comments should not undermine any publicly stated position of the Trust or the Board collectively.
2. Only the authorised publicity officer(s) (or such other person who has the express consent of the Board) may issue communications or brief the press or the public on behalf of the Trust.
3. All efforts must be made to retain copies or recordings of all Trust communications, press releases, interviews, publicity whether in written, oral or visual form. A library of such information must be kept by the publicity officer on behalf of the Board for posterity and consistency and the deal with any future queries.
4. No Member shall be permitted to seek election to the Board if they are or are reasonably likely to during their 3 year term of office to fall in to any one (or more) of the following (whether part time or full time, whether for consideration or voluntary):

- (a) an employee of the Club;
- (b) a member of any supporters' group which is openly and directly or indirectly opposed to the objects of the Trust.

In addition, any Member seeking election to the Board who is or is reasonably likely to during their 3 year term of office to fall in to any one (or more) of the following (whether part time or full time, whether for consideration or voluntary):

- (c) a proprietor or editor of a fanzine or football magazine;
- (d) a sports journalist or broadcaster;
- (e) a proprietor or editor of a website relating in whole or in part to sport, football or Spurs in particular.
- (f) an employee, contractor or volunteer with any organisation that provides services to the Club on a commercial basis associated directly or indirectly with its core activities as a football club.

shall be expected to make disclosure of same in his/her election manifesto.

5. If a Board member shall during his/her term of office fall in to one (or more) of the above categories (i.e. 4(a)-(f)) (s)he shall immediately notify the Board and this shall be entered into the Trust's Register of Interests. In order for that person to continue on the Board they must specifically undertake not to abuse the potential conflict. The Board may issue such conditions as it sees fit to the Board member's continued service on the Board.
6. If a Board member acts in a way which conflict with the Rules, this document, Trust policy or Board decisions or resolutions that Board member will be subject to disciplinary measures.
7. A breach of the provisions relating to conflicts of interests is a disciplinary offence.

D – Disciplinary Matters

1. Where any Board member is deemed by a majority of the Board to have committed a disciplinary offence as suggested above or has otherwise acted in a way which a majority of the Board believe is in contrast to the spirit of this document or the Rules they shall be at liberty to constitute a disciplinary committee ("the Committee") to determine the facts and take such measures as the Committee sees fit. If the Board decides to constitute a Committee the Board member(s) concerned will be suspended and shall neither vote nor attend Board meetings.
2. The Committee will consist of the then Chairman and Vice Chairman of the Board unless one or both of them is the subject of the disciplinary, in which case another member of the Board will be

selected by the Board as Chairman of the Committee and (s)he shall have the casting vote, if necessary. In addition up to 3 but no less than 2 other Board members (who shall not be the subject of the disciplinary or serve of the same sub-committee as the member who is the subject of the disciplinary) shall sit on the Committee. The Secretary shall also sit on the Committee but shall not have a vote.

3. The Committee shall meet as soon as is practicable (where possible within 7 days) after the Board meeting which constituted the Committee and shall invite the member concerned to attend or submit his/her version of events or mitigating circumstances. The Committee shall act honestly in assessing the facts of the disciplinary case before them and shall impose such sanction as it sees fit including for example; dismissal, further suspension to allow more facts to be gathered, censure or warning. If appropriate the Committee may chose to impose no sanction. If the member concerned fails to either attend or submit as envisaged above the Committee can proceed and make such inferences as it sees fit from such non-attendance or non submission.
4. The Board member subject to the disciplinary hearing may appeal the decision of the Committee within 7 days of being notified of the decision. The appeal will be made to an employee of Supporters' Direct whose decision will be binding on all parties. The appeal will take place as soon as possible after the member concerned has requested it. As Supporters' Direct is deemed to be independent of the Trust there will be no further right of appeal by any party.