



UCFB*

Procedures for the appointment of members of the Board of Directors

Owner:	Board of Directors
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*UCFB is the trading name of University Campus of Football Business Limited

1. Adoption

- 1.1 These procedures, to regulate the appointment of members of the Board of Directors (“the Board”) have been adopted by the Board at its meeting on 16th October 2025 and will be reviewed on an annual basis by the Remuneration & Nominations Sub-Committee.

2. Composition of the Board and the Appointment Authority

- 2.1 The composition of the Board must at all times be consistent with the Articles of Association and as defined in the Board’s Standing Orders.

3. Appointment of Independent Directors

- 3.1 Independent directors are appointed on the basis of an identified skill need and the ongoing succession planning requirements of the Board of Directors’ membership.
- 3.2 The Board shall establish a Remuneration and Nominations Committee (RemCo) which shall consist of the Chief Executive Officer (Chair) and a minimum of one independent director.
- 3.3 The Committee when established should follow the procedure set-out under Section 4 for appointments to the Board of Directors.

4. Procedure

- 4.1 When it is known that a vacancy will arise or has arisen ReMCo shall, between six and twelve months before the vacancy arises or as soon as is practical:
 - 4.1.1 determine the most appropriate procedure which normally will include a range of measures such as search and advertising for prospective external members;
 - 4.1.2 approve such criteria against which nominations for any vacancy will be considered;
 - 4.1.3 confirm the period of office for which any member will be appointed as per the Board’s Standing Orders.
- 4.2 In determining the appropriate procedure in accordance with 4.1.1 above the Committee shall normally have regard to:
 - 4.2.1 a member serving as Chair or Deputy Chair shall normally be reappointed so that the member can serve for a total of six years in office, and only in exceptional circumstances can this be increased by a further term of three years.
 - 4.2.2 an understanding of the existing skills mix and any identified gaps to inform targeted appointments. This approach is to ensure that nominations are aligned with the institution’s strategic needs and governance priorities, while maintain efficiency and relevance in the selection process.

- 4.2.3 where there have been recent searches and the extent to which such searches were successful and have established a reserve of prospective members.
- 4.2.4 the intentions of existing members regarding re-appointment in cases where a member is prepared to serve for a second three-year term, the Remuneration and Nominations Committee shall have the option of recommending re-appointment to the Board without seeking alternative nominations.
- 4.2.5 the normal expectation that a member should serve for no more than two consecutive terms.
- 4.3.6 the desirability of arranging interviews with prospective members, who should conduct the interviews, whether the interview is mandatory and the evaluation criteria to be used.
- 4.3.7 the desirability to promote diversity and inclusion to reflect a mix of gender, ethnicity, age, and other equality characteristics in accordance with UCFB's values.
- 4.3 The procedure shall give a minimum of 14 days notice for the receipt of nominations.
- 4.4 In determining appropriate criteria in accordance with 4.2.2 the Committee shall have regard to:
 - 4.4.1 The requirements of the Articles of Association and the Standing Orders of the Board of Directors.
 - 4.4.2 The need to discharge its responsibilities to ensure that the Board has a balanced skills set with appropriate diversity to ensure that they can effectively discharge their responsibilities.
- 4.5 In determining the appropriate period of office in accordance with 4.1.3 above the Committee shall have regard to the following:
 - 4.5.1 Normally a member should be appointed to office for a period of up to three years, which may be renewed for one further term of up to three years unless under exceptional circumstances a third term of office is approved by the Board.

5.0 Updates

- 5.1 This Procedure will be reviewed and updated by UCFB on a regular basis as directed by the Policy review schedule.