



A New Era for Football Governance

Part 3: Ownership, Directors and Senior Executives



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Ownership, Directors and Senior Executives: The Governance Test

One of the more interesting features of the new football regulatory regime is that it is not only concerned with clubs as institutions, but also with the people who own them, lead them and influence their direction.

That is where the Owners', Directors' and Senior Executives (ODSE) regime becomes particularly important.

The significance of the regime is now clearer because the IFR has moved beyond consultation and has published its ODSE rules and guidance, giving clubs and observers a more concrete view of how this part of the framework is intended to operate.



The ODSE Regime

The ODSE regime is one of the clearest signs that football governance is becoming **more formal, more structured and more accountable**. It is not limited to **prospective owners**. It also reaches **senior executives** and, in some circumstances, **incumbent individuals already in place**.

That matters because suitability in English football will no longer sit only within **existing league or competition organiser rules**. It will increasingly sit within a **statutory framework**, backed by **regulatory judgement, information-gathering powers** and the possibility of **intervention where concerns arise**.



Why This Matters for Clubs

English football has long had mechanisms designed to stop clearly unsuitable individuals from owning or controlling clubs. What makes the ODSE regime different is not simply that **another test is being added**. It is that suitability is being recast as part of a broader regulatory model of **stewardship, trust and accountability**.

In practice, this shifts the focus away from narrow eligibility alone and toward a wider question: can the regulator be satisfied that the people who **own, direct or help run a club** are fit to do so within a **licensed and supervised environment**?

That has implications not only for **transactions and appointments**, but also for **governance records, role clarity, notification processes** and a club's ability to respond if **concerns are raised**.



Checklist A: Football Club Officers

What clubs should already be thinking about

- Do we have clear records of **ownership, influence and senior decision-making roles**?
- Do we understand how the IFR regime may sit alongside **league suitability requirements**?
- Would we know how to identify a **material change in circumstances** affecting an owner or senior executive?
- Are our governance records strong enough to support scrutiny if questions are raised?



Checklist B: Risk & Compliance Professionals

What risk and compliance professionals may want to watch

- How the ODSE regime aligns with, or diverges from, **existing league and competition organiser suitability tests**
- Whether clubs have clear **ownership, governance and notification controls** to support ongoing suitability oversight
- How the IFR applies **proportionality and judgement** where concerns arise about incumbents already in place
- What this regime signals about the wider shift toward **more formal governance, accountability and regulatory supervision** in football

For clubs, the immediate issue is not only who may be tested under the ODSE regime, but whether the club is organised well enough to respond when that scrutiny arrives.

What the ODSE Regime Signals for Governance, Risk and Legal Professionals

One of the most interesting features of the ODSE regime is that it moves the discussion beyond a traditional football-style owners' test and closer to a more recognisable **regulated-sector accountability model**.

That comparison should be made carefully, but it is difficult to ignore the similarities in regulatory logic with the **FCA Senior Managers regime**.

The ODSE framework identifies key individuals, defines senior management functions, requires prior approval in certain cases, and allows continued suitability to be examined over time. Football is not importing the FCA regime wholesale. But it is clearly moving toward a model in which the regulator is interested not only in the club as an institution, but also in **who holds responsibility, who exercises influence and whether those individuals remain suitable within a supervised environment**.

→ Deeper Analysis

That is an important shift. In many sectors, once a regime starts identifying named senior roles and attaching regulatory scrutiny to them, the implications go well beyond appointment mechanics. The framework begins to shape **governance design, role clarity, delegated authority, documentation, oversight and escalation**.

The ODSE regime points in that direction. It is concerned not only with **prospective owners** and **prospective senior managers**, but also, in some circumstances, with **incumbent owners and incumbent senior managers** already in place.



→ Practical Implications

One practical implication is that clubs will need a firmer grasp of **who is actually in scope**. The IFR guidance makes clear that the regime is not limited to formal titleholders in a narrow sense. It is concerned with owners, with those performing defined senior management functions, and with questions of **significant influence or control**.

A second implication is that ODSE will sit **alongside existing league and competition organiser tests**, not in a vacuum. Clubs are already used to suitability and ownership scrutiny through football authorities. What changes here is that the **IFR introduces a statutory layer**, with its own rules, processes and judgements. That means clubs may need to think more carefully about how different suitability expectations interact, and whether their own governance records are strong enough to support all of them.

A third implication is that the regime is not only about new appointments. For incumbents, the IFR may assess suitability where it is in possession of information giving it **grounds for concern or grounds to suspect** that the relevant test may no longer be met. This is not blanket re-testing, but it does mean clubs need to be ready to recognise and respond.

→ The Challenge

The real challenge for clubs may not be understanding the principle of suitability. It may be **building the internal clarity and governance discipline needed to show, on an ongoing basis**, that the right people are in the right roles, and that the club is **capable of responding if questions are raised**.

That leads to the next issue: what happens where the **test is failed**, and how far the regime may reach in practice once concerns arise, particularly given that unsuitability findings for incumbents can lead to **removal directions, conduct directions, disqualification orders** and, in the case of owners, **potentially disposal, with personal financial penalties available in relevant cases** within the wider enforcement framework.

→ Immediate Governance Questions

If you sit on the board of a football club, three practical questions matter immediately:

- Do we know **who is in scope** under the ODSE regime?
- Do we know what kinds of **change in circumstances** would need to be identified and notified?
- Could we produce the right **governance records, role clarity and supporting information** if scrutiny began?

The IFR expects regulated clubs, owners and Senior Managers to notify it of a **material change in circumstances** that may be relevant to continued suitability, including matters such as criminal proceedings, regulatory or disciplinary action, bankruptcy, or insolvency involving an organisation connected to the individual.



When Suitability Concerns Become Regulatory Intervention

The more difficult question raised by the ODSE regime is not who may fall within scope. It is **what happens when concerns arise once an owner or senior executive is already in place**.

That is where the regime becomes more than a gatekeeping device. It becomes a framework for **regulatory judgement, intervention and consequence**.

→ Core Analysis

The IFR's published guidance is careful on this point. It does **not** describe a regime of routine re-testing for every incumbent. Instead, it indicates that incumbent review is likely to arise where the regulator has **relevant information**, giving it **grounds for concern or grounds to suspect** that the applicable suitability requirements may no longer be met.

That is an important design feature. It suggests a model based on **targeted scrutiny**, not generalised suspicion. It also indicates that **rumour or speculation alone** should not be enough. The threshold matters, because it shows the regime is intended to operate through evidence, judgement and proportionality, rather than broad or automatic reassessment.

→ Intervention and Consequence



Where concerns harden into an adverse finding, the consequences are significant. For incumbents, the framework can lead to **conduct directions, removal directions and disqualification**. In the case of owners, continued non-compliance with a removal direction can ultimately move into **disposal territory**.

More broadly, this is also a reminder that suitability does not sit in isolation from the wider enforcement architecture. Within that broader framework, the IFR has powers that can include personal financial penalties in relevant circumstances. **The message is therefore clear: the ODSE regime is not merely symbolic. It is backed by powers capable of changing outcomes where the regulator concludes that trust in a key individual is no longer justified.**

→ Why this matters

For clubs, the practical implication is not only to understand who is in scope, but to maintain the **records, governance discipline and escalation awareness** needed if concerns arise.

For governance and legal readers, the deeper point is that football is moving toward a model in which **individual suitability can trigger formal regulatory consequence**, not just reputational discomfort or informal challenge.

The ODSE regime therefore matters not only because it helps define who may own or help run a football club, but because it sets out how the regulator may act when confidence in those individuals is called into question.

Appendix: ODSE Regime Snapshot

A high-level summary of **who may fall within scope**, **what is being tested**, and **what may follow if concerns arise**.



In scope



IN SOME CIRCUMSTANCES, INCUMBENT OWNERS

- Not subject to **blanket re-testing**
- Review may arise where there is **relevant information**
- Threshold linked to **grounds for concern** or **grounds to suspect**
- Focus on changed circumstances, evidence and regulatory judgement
- **Material changes** should be notified as soon as reasonably practicable



PROSPECTIVE OWNERS

- Honesty and integrity
- Financial soundness
- Sufficient financial resources (prospective owners)
- No grounds to suspect wealth linked to serious criminal conduct



PROSPECTIVE SENIOR MANAGERS

(In some circumstances, incumbent senior managers)

- SMF1 — Chair
- SMF2 — Chief Executive
- SMF3 — Chief Finance
- SMF4 — Chief Operations
- SMF5 — Director
- SMF6 — Other Key Decision Maker

Senior Manager Tests

- Honesty and integrity
- Competence
- Financial soundness

POSSIBLE OUTCOMES

- No further action
- Suitability concerns reviewed
- Conduct directions
- Removal directions
- Disqualification
- In some ownership cases, disposal
- In relevant cases within the wider framework, personal financial penalties

Scope is determined by the responsibilities actually performed, not simply by job title.

The ODSE regime is therefore not only a gateway test. It is part of a wider framework through which **suitability, accountability and intervention** may operate over time.