



4 December 2018

Dear Member

Annual General Meeting of The Dons Trust

I am pleased to invite you to the Dons Trust's 2018 Annual General Meeting (AGM), to be held at 7.30pm on 20 December at the Cherry Red Records Stadium. The AGM will confirm the successful candidates from the recent Board elections and will be an opportunity for you to meet with them. The board will report on progress over the past year, present the accounts for 2017/18 and undertake various other formalities.

The Dons Trust exercises its formal control over AFC Wimbledon through ownership of a controlling shareholding in AFCW PLC, which in turn owns all the shares in AFC Wimbledon. The AGM will also consider some formal resolutions and business relating to AFCW PLC, in advance of the AGM of AFCW PLC to be held the same evening. The corporate structure is further explained elsewhere in this document.

We are keen to make our meetings with members as interactive as possible. Assuming that the formal business of the meeting can be concluded swiftly, we propose to hold some break-out groups. This is your opportunity not only to ask questions of individual board members and hold us to account for our progress but also to give your feedback on topics of interest, including the new stadium and the work of the board more generally. In order to set the scene for those discussions, I attach an overview of some of the key issues that have occupied the Trust Board over the past year.

If you are unable to attend the meeting there will be live updates on the Trust Webjam and the meeting will be filmed with the videos going up on Webjam a few days later. If you are a member of the Trust and haven't yet signed up to Webjam please email webmaster@thedonstrust.org who will send you a link along with a registration document and an acceptable use policy. Finally, apologies that the annual report and accounts referred to in Resolution 3 are not yet available. These will be published at <http://thedonstrust.org/general-meetings/> over coming days – please contact the Club on 020 8547 3528 if you need a printed set to be sent to you.

Yours faithfully,

Mark Davis
Chair

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A registered society under the Co-operative and Community Benefit Societies Act 2014 No. 29337R

CHAIR'S OVERVIEW OF 2018

2018 has been a busy, and quite a challenging, year for the Dons Trust Board (DTB).

Whilst the DTB does not have direct responsibility for football, the performance and results of the men's first team inevitably affect morale and relations throughout the organisation. After 16 years of successfully rising through the football pyramid, and enjoying the feel-good factor which success engenders, the threat of relegation for much of 2018 has undoubtedly presented trying times for the Club, Trust, supporters and members.

Whether or not we survive relegation, I know that we will have learned something about ourselves as a football club. Above all, we all support our club through thick and thin, and we are at our best when we stick together. I am grateful to colleagues on the Dons Trust, AFCW PLC and AFC Wimbledon boards for their hard work and continued dedication to the cause during this period, as well as to AFC Wimbledon supporters, staff, Trust members and all our volunteers.

Change of first team managers

The Dons Trust board would like to formally record our gratitude to Neal Ardley and Neil Cox for the last six years of loyal service to AFC Wimbledon.

We share with all our members the roller coaster ride of being football fans, and that ride has had some thrilling moments over the past six years. The last-gasp winner against Fleetwood that secured League Two survival in 2013, the play-off final against Plymouth in 2016 and spirited performances in the FA Cup against Liverpool and Tottenham will be etched in our memories for many years.

Neal and Neil leave the Club with our status in the English Football League more assured than when they joined us, and with a training ground set-up that has pushed the Club forward behind the scenes.

They have also taken part in the life of the Club in many other ways too – always turning out with the players to meet our Junior Dons at Christmas parties, supporting the AFC Wimbledon Foundation in our community and putting in a respectable performance in our annual minithon.

We wish Neal and Neil every success at Notts County and look forward to seeing them back at The Cherry Red Records Stadium soon, and no doubt in our new stadium too.

The board also wishes to thank Simon Bassey as interim manager and Stephen Reid who came in to support Simon during this period. Simon and Stephen ended the run of consecutive League defeats and successfully steered us into the third round of the FA Cup.

The Dons Trust Board has been working closely with the Football Club Board during the recruitment period and we wish Wally Downes and Glyn Hodges every success in reviving AFC Wimbledon's performances in 2019 and preserving our League One status.

Organisation of the DTB's work

I took over as Chair of the Trust from Matthew Breach in January 2018 and am grateful to Matt for his six years of service as Chair. One of the innovations we agreed early in the year was to set up board committees responsible for particular aspects of the Trust's work. Those committees do not take major decisions that properly belong with the DTB as a whole but they do drive progress outside of monthly DTB meetings and report into the DTB. The areas covered by work the committees are presented below.

Oversight Committee (Mark Davis, Matthew Breach)

The Oversight Committee acts as the main liaison point, outside of board meetings, between the Football Club Board (FCB) and DTB. Either Matt or I attend monthly FCB meetings and, together with the formal monthly report from the FCB to the DTB, this means the DTB is kept abreast of progress and upcoming developments within the Club.

A key development this year was the arrival of Joe Palmer, as Chief Operating Officer of AFC Wimbledon. Joe reports to Chief Executive Officer Erik Samuelson, having been hired through a recruitment led by the DTB. Over the course of the year, Joe has assumed responsibility for many areas of the business previously reporting directly to Erik, including operations and commercial, as well as immersing himself in the culture of AFC Wimbledon. Joe attends DTB meetings, together with Erik. Notwithstanding Joe's arrival, Erik's responsibilities continue to be weighty ones as he is the FCB member responsible for delivery of the new stadium and football.

Under the oversight of the DTB, the FCB has made steady progress on many fronts this year, including the new stadium (see below) and operations at our existing stadium, where developments have included new electronic ticketing and enhanced catering and bar facilities. There was one area of operations which proved more controversial with supporters and members this year, namely the proposal (not implemented) that renewal of season tickets should be contingent upon attendance (or prior notification of non-attendance) at 80% of league matches. Whilst opinions remain divided on the merits of this proposal, I acknowledge that your board did not ensure the ground was effectively prepared with members or that the proposals were well communicated. I apologise for that. We will learn from this and will consult on future ticketing policy.

Members will of course be aware of the change of first team managers during the year (see box). Whilst Neal's departure was a mutually agreed decision between Erik and Neal, the whole of the DTB were closely involved in discussions with the FCB in the weeks leading up to that and during the recruitment of his successor. I am grateful to DTB colleagues for the serious attention they gave to what was undoubtedly a difficult situation.

A less widely noticed development during the year was that a dormant subsidiary was revived under AFCW PLC to take on direct responsibility for the AFC Wimbledon Ladies team. This is chaired by former DTB member David Gowns, and we look forward to the Ladies being an integral part of AFC Wimbledon. The Dons Trust provides funding of £25,000 per year to the Ladies and Girls, so the stronger integration that the new corporate structure will provide is welcome.

Stadium Committee (Colin Dipple, Roger Evans, Sean McLaughlin)

Whilst oversight of the main developments on the new stadium continues to occupy a great deal of attention at DTB meetings, progress is overseen outside of DTB meetings by this committee, who liaise both with Erik and with the project manager, Joe Giordano.

Key developments during the past year were the signature of the key planning and development agreements with the London Borough of Merton and Merton Catalyst and, very shortly we hope, the acquisition of the freehold of the new site of the new stadium and completion of the sale of our existing stadium to Chelsea.

Work on the design of the stadium progressed to RIBA Stage 3 (i.e. developed design) and, at time of writing, the Club is in negotiations with a contractor who, once appointed, will finalise the design work and deliver the new stadium at a price within the designated, fixed budget.

Besides awarding the contract for the works, key milestones over the coming year will include consulting fans and members on various aspects of the stadium's design and operation and finalising the financing arrangements. It is planned to launch the share issue through AFCW PLC in the new year, and we are grateful to DT members for giving the necessary approvals in November this year.

It was recently announced that we now expect AFC Wimbledon to move to the new stadium for the start of the 2020/21 season. That will be the start of a major new chapter in the Club's history.

Engagement & Communications Committee (Jane Lonsdale, Cormac van der Hoeven, Colin Dipple, Charles Williams)

It is fair to say that we have heard some concerns expressed by members about the effectiveness of the DTB's communications with the Trust's membership. Such concerns need to be addressed, and the priority of doing this is reflected in the formation of a committee made up of four DTB members. Of course, communications is an issue that is vital to all of the board's work, and this committee is not expected to shoulder the responsibilities for communications across the work of all committees, but it can help all of us to think about how we go about engaging the membership as a whole.

Despite the concerns that have been raised, it is fair to say that the DTB has found new ways of reaching out to members this year and has devoted more attention to this than ever before. It is worth reflecting upon some of those communication methods:

- Our website - thedonstrust.org - is kept up to date with content, including detailed minutes of monthly DTB meetings. The website needs to be redesigned, but it remains an important repository of information for members.
- A dedicated social media tool, known as The Trust Webjam, through which members can access information before it is put on general release (e.g. summaries of DTB meetings) and ask questions of the DTB. DTB members can also provide updates on their work to members via this forum.

- At least three general meetings per year (four in 2018). Besides attending in person, members can follow live updates via Webjam and watch video footage of the SGMs online afterwards, also via Webjam.
- An innovation starting in 2018 – open meetings to be held at different venues in or close to Wimbledon. The first of these was at the Prince of Wales pub in central Wimbledon in November.
- A Dons Trust page in each matchday programme, usually written by a DTB member.
- Two Dons Trust Board members available in the Dons Trust kiosk to discuss issues and listen to feedback on matchdays. The kiosk has been given greater prominence this year, through new signage. This is also somewhere where non-members can join the Trust.

Further innovation for communicating and engaging with members will be explored over the coming months.

Two other developments to mention during the year are the recruitment and induction of a new team to look after the Junior Dons section, and the formation of a new Diversity & Inclusion working group. The Trust was delighted to receive some very credible applications for the Junior Dons roles and welcome four new volunteers (including some young volunteers) to the roles. Early wins from these groups include clearing a backlog of joining gifts for new Junior Dons, new communications to Junior Dons when they join the Trust or renew their membership, and ensuring a supply of sanitary products in the ladies' toilets. Jane Lonsdale put an article onto Webjam last month updating on the work of these groups – please do take a look there.

Last, but not least, the final preparations for this year's Junior Dons Christmas Party are underway, with a maximum capacity of 100 children signed up to the event this year. Thanks again to all the volunteers who make this event such a success.

Operations Committee (Tim Hillyer, Nigel Higgs, Mark Davis)

Whilst the DTB's primary function is undoubtedly to act as a supervisory board to oversee and safeguard AFC Wimbledon on behalf of its members, the DTB also has an executive role in managing the operations of the Trust itself.

Some of this work is undertaken directly by volunteers, and we are particularly grateful to our long-serving and loyal Membership Secretary, John Stembridge. I had hoped that John's workload would have been lightened by now, with the integration of the Trust's membership into the Club's membership database (the Customer Relationship Management system, or CRM) but that has now been postponed into 2019.

Activities of the Operations Committee during the year include appointment of a Data Protection Officer for the Trust (Tim Hillyer) and adoption of a new privacy statement, to satisfy the requirements of the General Data Protection Regulations (GDPR). We have also ensured the transition of the management of our Golden Goals fundraising activity from Roger and Linda Dennis to Jim Potter, Maria Potter and Patrick Peel-Barnard. We are grateful to all those who have been involved in Golden Goals to date.

Work has started on carrying out an inventory of the Trust's IT tools, so that we can improve the efficiency and resilience of our operations in 2019. Whilst DTB members

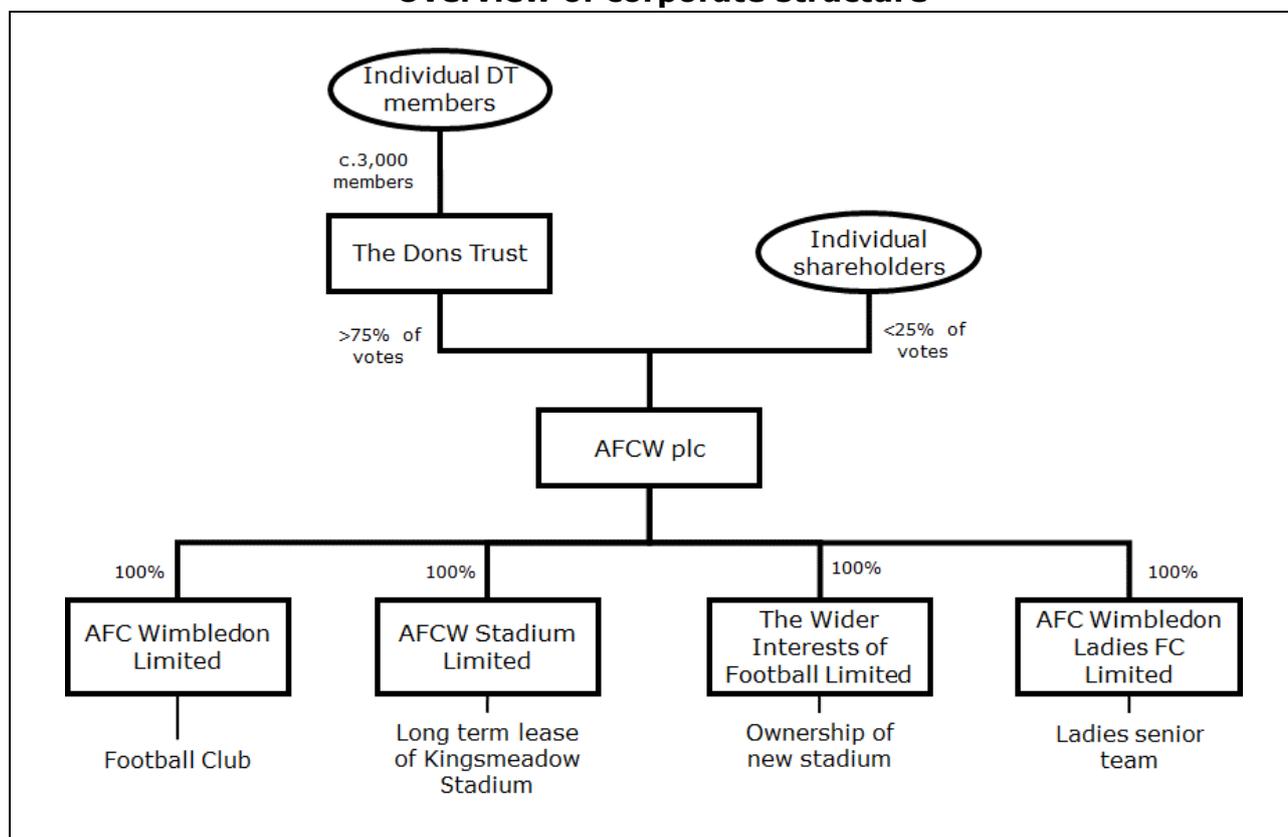
and volunteers utilise their own personal IT equipment for Trust business, there are a range of online applications which we use and where we need to improve our resilience.

Strategy & Organisation Committee (Matthew Breach, Tim Hillyer, Nigel Higgs)

This Committee, which is supported by a Survey Working Group, has started preparing for a refresh of the strategy work undertaken in 2011. Our previous strategy asked some very big questions about the future of AFC Wimbledon, including our level of ambition, ownership and location. Now that we are approaching a new chapter in our history – returning as a fans-owned EFL club to a new stadium in Merton, the time has come to refresh that strategy, and members will be able to engage with this work in 2019.

There is also a need to engage with questions of organisation and make sure that the Trust’s Constitution (which has not been updated during the past five years) remains fit-for-purpose and dovetails with the constitutional documents of the subsidiaries. Such work sits under the Strategy & Organisation Committee and will be carried forward to 2019. Recognising that the corporate structure of the AFC Wimbledon family isn’t etched into everyone’s minds, the corporate structure is depicted below.

Overview of corporate structure



Other business

Of course, not everything carried out by the DTB takes place through committees. A substantial range of matters is dealt with by the DTB as a whole, both in regular DTB meetings and otherwise.

For example, the DTB played its part this year in an important development in the football supporter movement, by voting for the merger of Supporters Direct (SD) with the Football Supporters Federation (FSF). We are very grateful to SD for its support for the supporters' trust movement, and for its assistance to The Dons Trust in particular, over the years. We look forward to the new Unified Football Supporters' Organisation enhancing the effectiveness of supporters' voices in our national game.

In carrying out its work, the DTB is supported by an able secretariat and a number of other volunteers, not all of whom are named in this overview of the year. We greatly value the work of our volunteers and liaise regularly with the new Volunteer Liaison Officer, Rick Thomas, who attended our DTB meeting in October. I would also highlight the work of Tom Brown, who is stepping down as Dons Trust Secretary after nearly two years. At time of writing, we are currently advertising for a new Secretary and for further assistance on the secretariat. Thank you Tom, for all your work to support the board over the last two years.

The year ahead

By the time of our AGM on 20 December, we will know the composition of the elected DTB members for 2019. Four places on the DTB were contested by eleven candidates. Having contested elections ensures that members get to vote on who they would like to represent them on the Board, a really important aspect of the Trust structure. The vibrancy of this year's election is very welcome and the board extends its thanks to the Election Steering Group (ESG), led by John Dolan, and all those who have volunteered to support communications of the elections across a range of media. This year's election has raised a number of new issues, and John will be preparing his report for the DTB to consider in early 2019.

I offer my thanks to any departing members of the DTB (including co-opted DTB member Charles Williams, who is not standing for election) and a warm welcome to any incoming members of the DTB. You have a busy two years ahead of you.

A number of actions will be put underway following the AGM, to prepare the ground for the year ahead:

- New DTB members will be given an induction into the work and operation of the DTB, so that they can be effective in their role as quickly as possible.
- The DTB will also need to decide on the appointment of key officers for the Trust, in particular the Chair, Vice Chair and Treasurer, who are selected each year following the election.
- An extra DTB meeting will take place in early January to decide the DTB's priorities and ways of working for the year ahead.

Conclusion

I conclude this overview of 2018 by extending my thanks to you, the members of the Trust, for your support over the past year. You pay for your membership and support us financially in other ways too – thank you. You hold us to account for what we do on your behalf and you participate in important decisions that affect everyone who supports AFC Wimbledon. Please continue to do all those things, and help us to work on your behalf in 2019.

Happy Christmas and New Year, and may 2019 bring success to AFC Wimbledon and the Dons Trust both on and off the pitch.

Mark Davis
Chair, The Dons Trust