

Wimbledon Football Club Supporters Society Limited

Minutes of the Special General Meeting held on 28th June, 2007 at 7.30pm

The Fans' Stadium - Kingsmeadow, Jack Goodchild Way, Kingston Road, Kingston-upon-Thames, KT1 3PB

These minutes were unanimously approved by the DTB at its meeting on 6th August 2007 for submission for approval by the members at the next SGM

0. Introduction and Apologies for Absence

- 0.1 Welcoming members, David Cox (DC) conveyed apologies from Nigel Higgs, Marc Jones, Sandy Lawrence, Sean McLaughlin, Iain McNay, Kris Stewart and Ross Maclagan and other members of the WISA deputation who were otherwise engaged at the Merton Council meeting [and where they brought to a successful conclusion their campaign to bring Wimbledon's H&H back to its rightful home]. He thanked John Stembridge and his helpers for signing in members at the meeting.

1. AGM Minutes

- 1.1 Turning to the minutes of the 18 December 2006 AGM, DC invited comments on the minutes. There were none and they were duly taken as accepted.

2. DTB Half Year Report January to June 2007

- 2.1 TA invited questions. In response to a question about the incorporation of the Ladies, Bert Dale said that the Articles of Association had just recently been agreed by the FA. Legal advice was now awaited on where the Ladies should sit within the Trust/Club structure and it was hoped that this would be resolved within the next 2 or 3 weeks.

3. Resolution to amend Rule 22

- 3.1 DC reminded members of the background to this resolution proposed by the Board. Its purpose was to put in place procedures designed to safeguard the status of AFC Wimbledon as a football club that is owned and controlled by its fans. It does so by creating a new section of the Dons Trust Rules (Schedule 1) that lists all the decisions that can only be taken by the members and what majorities are needed to take them. He thanked Dave Boyle (DB), Deputy Chief Executive of Supporters' Direct, for his expert advice and assistance in drawing up the resolution and asked him to introduce the paper.
- 3.2 DB gave a brief resume of the proposal. While it was impossible to anticipate every way in which the ownership and control of the Club might conceivably be put at risk, it was possible to identify certain fairly obvious key assets that should be put under the control of members. These "crown jewels" had been listed in the resolution tabled at the SGM.
- 3.3 However, there were less obvious ways in which the ownership and control of the Club could be put in jeopardy (eg running into debt and potentially ceding control to our creditors). In such cases it was possible to devise a protection (eg making borrowing against the lease impossible) but such protective measures could have unintended negative consequences on the Club's development (eg making it impossible to borrow in order to redevelop the ground). As this example shows, there is no self-evident "right" answer. The DTB had therefore resolved to consult with members between now and the 2007 AGM over the types of critical decisions that need to be added to the list of restricted actions. A further resolution incorporating these decisions into the Schedule would be submitted to a vote at the AGM. After that point, the only way to add new decisions to the list would be through the voting procedures set out in the Schedule.
- 3.4 There being no questions or debate, DC noted that under Rule 96 (Amendment to Rules), the Resolution required a two thirds majority. He invited a show of hands on the Resolution to amend Rule 22. All of those present were in favour, with none against, and 51 of proxy votes were in favour and 27 were to be cast at the Chairman's discretion¹. The resolution was duly passed.
- 3.5 Welcoming the vote in favour of the resolution, Erik Samuelson (ES) reminded everyone that whatever procedures we devised, it would never be possible to devise absolutely watertight protection against determined attack. The best protection came from members remaining involved, alert and committed. Measures like the resolution were helpful in putting in place early warning systems of potential threats

¹ In addition there were 9 proxy voting forms that arrived after the deadline – 4 were for and 5 were to be cast at the Chairman's discretion.

– but it was the membership’s collective strength that was the ultimate guarantee of the Club’s status as a supporters’ Club.

4. Report on the appointment of the CEO

- 4.1 DC briefly rehearsed the process that the Board had followed in approving the appointment of Erik Samuelson as CEO of AFC Wimbledon. He noted that the minutes recording the process had been placed unedited on the Official Site. The Contract was now close to completion.
- 4.2 The one question related to the general policy on advertising posts. DC said that the Trust’s policy was to advertise but in the particular circumstances of this case, where the Board was unanimous that it had identified the right candidate internally, they had decided after a proper and diligent interview process proceeded to appoint directly. Speaking for the Club, Erik Samuelson said that the approach was generally to favour open competition but to have an open mind and make internal appointments when this was the sensible and best way to proceed. So there had recently been an advertisement to fill accountancy vacancies. But when the position of cleaner came up recently he first confirmed his own judgement that the work was being very well and conscientiously done and then offered the post to the person who had been temporarily filling the position. He believed that this was a sensible and fair way of proceeding so long as the Club was absolutely open about what it was doing and why.

5. Report on the Appointment of the First Team Manager

- 5.1 ES rehearsed the steps that had been taken from the departure of Dave Anderson on 2 May to the announcement of the appointment of Terry Brown (full-time) and Stuart Cash (part-time) on 15 May. He said that TB and SC had been particularly impressive in their knowledge of the AFCW set-up and playing squad, their understanding of the club’s nature and ethos, and their clarity about their strategy for getting us out of the Ryman League.
- 5.2 Asked about the target TB and SC had been set, ES said that the first step was promotion to Conference South with the Conference within 4 years as the aim.
- 5.3 Asked about the demands on the budget that the new management team had made, Es said they were in football and all football managers would always want more. The players’ budget was up on last year and TB and SC were happy with the budget that they had been given.
- 5.4 Asked whether style of play had featured in the appointment equation, ES said it had. A large part of TB and SC’s appeal was that they wanted their team to win every game rather than not lose any game. At home we could expect the side to attack; playing away we would, if necessary, play ‘ugly’ to win.
- 5.5 Asked whether the new appointment had had a positive impact on season ticket sales, ES said that he thought we were probably slightly ahead on last year.
- 5.6 Asked whether he would have an input on youth and academy football, ES said that in his full-time role, TB would watch them train and play at Nescot. His attitude was “how can I help” and that was the basis on which he wanted to cooperate with colleagues across the Club.
- 5.7 Asked why we had moved from part-time to full-time, ES said that nearly all of the seven who had got onto the short list were looking for a FT appointment. We believed that there was enough of a role for a FT appointment and thinking that that was what we needed to achieve our aims and objectives, that is what we decided to go for.

6 Update on the Strategy Review

- 6.1 It had now been possible for ES and the Strategy Review Group (SRG) to convert the key findings from the nine working groups into a set of fundamental issues that would determine the direction of the Club for the next five years. All of these issues needed to be put to the membership for a full and wide debate. For each of the issues identified (eg should we be seeking to go back to Merton) ES had produced one-page summaries that stated the issue, provided the essential background facts, set out the risks and costs, and identified possible courses of action for the members’ consideration.
- 6.2 The next step was to obtain the views of the DTB. Once he had their approval, the set of summary issues papers would be given wide circulation and tabled for general discussion at the September SGM. On the basis of the feedback received a complete version of the strategy document would be produced and presented for formal adoption at the AGM in December.

7 Report on the Outcome of the SROB pilot

7.1 DC drew special attention to that section of the six monthly report from the DTB (item 2 above) detailing the course and outcome of this pilot. The governance issues that had emerged from the pilot would now be carried through to a conclusion as one of the key issues emerging from the Strategy Review as warranting debate by the membership. There were no questions or debate.

8 Questions and answers

- 8.1 What training facilities would the Club be using next year? King's College Sports Ground. We had signed a one year contract with an option for a one year extension. Terry Brown was very pleased with the facilities.
- 8.2 Why did the Ryman League player registration system not pick up the fault in our form in relation to Jermaine Darlington? At the Ryman League AGM held earlier in June, it was reported that the Ryman League, in common with all leagues across the national game, had now been granted flexibility in the handling of any future ITC cases that arose in the future. ES thought it important that we should recognise the difficulty the League had faced in accessing the outdated FA data base on which the system rested and work was now in hand to upgrade the system. To avoid any repetition of the Jermaine Darlington affair, the Club was seeking to have each registration confirmed explicitly. ES, the Club and the Trust were keen to have good working relations with the Ryman League.
- 8.3 Were we prepared for the new smoking regulations? Yes, awnings would be placed outside the front of the bars for smokers. The new regime came into operation on 1 July.
- 8.4 Does our ability to obtain a loan from one of the country's leading banks carry any signal of our ability to achieve the status of a fully professional club? Obtaining a loan from a high street bank (taken up at the end of September 2006 at 2.5% above Base Rate) made the Club something of a rarity in the football world and demonstrated our good credit rating. We had good professional relations with Barclays and made sure that they saw how professional, efficient and prudent we were in our running of the club. Mr Khosla had been paid off in full and we had to date drawn down £250k of the overall loan facility available to us of £600k. These facilities could not be carried over indefinitely and if we did not draw down the remainder of the loan within a year of the original draw down date we would have to reapply, so this would be an important decision that we would need to make in due course.
- 8.5 What was the latest position on the loan and on bondholders? We owed the bondholders about £300k. All had recently confirmed their willingness to defer payment. Most had done so for 3, 4 or 5 years but some had set the repayment date as far as 11 years ahead.
- 8.6 How did the individual members of the Board vote on the different elements of the Schedule in the Resolution presented this evening? The Board had voted on the proposal in its entirety and had therefore adopted Dave Boyle's suggestions unanimously.
- 8.7 What were our obligations to Kingstonian and was there no way of reducing the wear and tear on the pitch? The license to Kingstonian to use the ground for 20 years had been a condition of sale insisted upon by Mr Khosla. As for pitch usage, we were doing what we could to reduce the time it was in use and it had been decided that the Ladies should be asked to play on the Athletics Ground. A great deal of work had been done on the pitch by new contractors and it was hoped that we would see the benefit next season, although the contractors had explained that the full benefits of what they were doing only worked through fully in the third season after the work.
- 8.8 What was the position on the perimeter lease? This was a complicated business because of the Royal Borough of Kingston's insistence that the proceeds from selling or the benefits from granting the lease should accrue to the Kingstonian Club (and not its current owners). It was proving difficult to find a satisfactory way of achieving this difficult objective and the Board and Trust were working on possible ways forward.
- 8.9 How would the Ryman TV initiative affect us? ES had only recently learned of this venture where a company called Invision will pay the Ryman League for a 3 year contract to have cameras and commentators at Ryman Premier League grounds each week to record material that will be put out as

a weekend summary available over the internet. There was a provision for occasional live coverage and this part of the deal would need to be watched carefully for its potential impact on attendances.

- 8.10 What initiatives did we have to broaden the fan base and did they include making approaches to the Korean community? Ivor Heller explained that some specific efforts in this direction had confirmed the Club in the correctness of its overall strategy to take generalised rather than targeted initiatives. Hence, the main drive at the moment was the “kids go free initiative” complemented by the cheaper season tickets for the 16 to 21 age group. ES agreed and noted that all the research on this had shown that the right order in maintaining support bases was: retain the current supporters, research and recover past supporters, and only then seek to extend.
- 8.11 What were we doing to keep our hooligan element under control? We had a standard policy for dealing with hooligans at home games. Offenders were banned indefinitely but had the right to present themselves before a special panel to explain their behaviour and demonstrate to the Panel that they could be trusted not to reoffend if they were to be readmitted. If they failed to do so or failed to convince the panel, they were banned until they could convince them. By and large this policy worked. However, it did not extend to away games. Here the Ryman League had now agreed to work alongside us to extend the ban and we were working with the police and other clubs to circulate details and photos of the people involved so that they could be refused admission to away games.

9 Any other business

- 9.1 Concluding the meeting, DC thanked members for their attendance. The meeting closed at 9.00 pm.

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Chairman