

Associate Directors: A Proposal and Resolution Text

DT Resolution (aimed at May 2015 SGM):

That the Dons Trust Board be empowered to approve the appointment of Associate Directors to the Football Club on the understanding that any such appointments are:

- 1) only contemplated where the person acquiring the status of Associate Director is willing to pay an appropriate annual fee to the club in return for assuming this role;
- 2) subject to approval by both the DTB and the FCB,
- 3) can be revoked at any time by order of either the DTB and FCB,

The rights appointed to an Associate Director will be limited to:

- 1) an invitation to formal FCB meetings, but with no voting rights:
 - a. on the understanding that Associate Directors may be excluded from meetings (and not be included on circulation of Board papers) where matters of especial commercial sensitivity arise, and
 - b. all contributions from Associate Directors are clearly recorded in the formal FCB minutes
- 2) a car parking space and Boardroom invitation at home games
- 3) an invitation to the Boardroom at away games (subject to space and the policies of the away club)

Applicants for the role of Associate Director would be asked to disclose any potential conflicts of interest in advance of appointment, and these (among other considerations) would be taken into account in considering their application.

All appointees would be required to sign a confidentiality undertaking and a legal declaration that they would not seek to represent themselves as, or act in any way, as an official representative of AFC Wimbledon to any third party outside of the rights stated above.

Background:

The idea behind this resolution is to create a title of "Associate Director" as a means to raise further funding for the club, noting that the current offering of "Vice President" is unlikely to attract any individuals who are not already keen supporters of AFC Wimbledon. The initial package of "benefits" has been chosen as the minimum likely to be of interest to any prospective candidates and would be used in an initial targeted marketing campaign to attract individuals who may offer appropriate required advice and expertise whilst providing financial support. The level of funding that would be sought from candidates would be evaluated through this initial campaign.

The key to defining the rights of an associate director is to ensure that the ownership of AFC Wimbledon, and the ability for all DT members to have their say on a "one person, one vote" basis, is not compromised. As such, whilst any persons providing a contribution to gain the title would generally be invited to FCB meetings (and would take part in discussions at these meetings) this would be on the basis that they would not have voting rights. Additionally any prospective candidates would be subject to approval of both the CEO and the DTB before

appointment, and any subsequent behaviour deemed against the spirit or ethos of our organisation could see the appointment revoked on order of the DTB.

It is also clear that such an appointment is not a “fast track” to any more formal membership of the FCB (or indeed the DTB). If any such individual adds significant value to the FCB via contributions to meetings or other voluntary work then they may be considered for a formal non-executive role via the normal process, but this will be no different to any such appointment by the DTB.

Whilst the immediate contribution of Associate Directors will be the payment of a fee for the role, it is nonetheless possible that applicants for this role will bring business experience and contacts that will benefit the club, and indeed they might also choose to extend their relationship with the club in the form of further financial contributions, sponsorship, etc. Whilst this is not a necessary condition of approving individuals as Associate Directors, these wider benefits could potentially be helpful to the club over the longer term.

At the time of preparing this resolution, the FCB and DTB are not aware of any specific individuals who might come forward for the role of Associate Director. However, once this role is marketed, such individuals may step forward (whether from our fanbase or further afield).