

## DT Organisation Paper

### 1: Overview

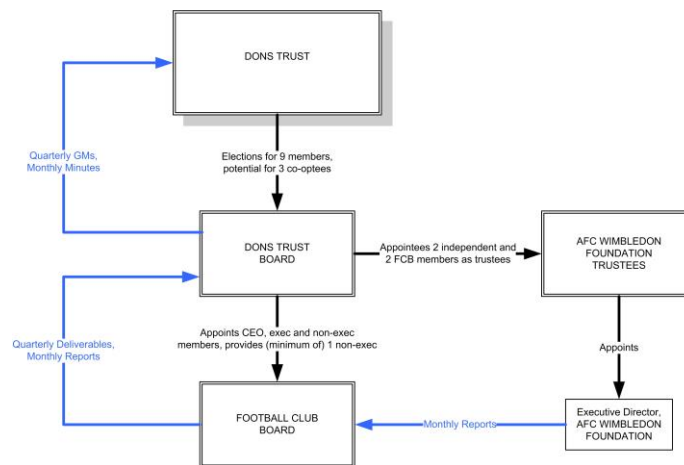
#### Introduction

The aim of this paper is to define the basis for reaching a consensus agreement for the long-term organisation for the DT/Club. The scope is the entire organisational structure – club, trust, stadium and all other relevant activities – taking the current DTB and FCB structures as the start point. The catalyst for this organisational change is the new stadium project. The scenario is that by 2020 we will be operating a League 1 side in a new stadium of 11,000 capacity with a £6-£10M budget. This paper outlines an organisational model that we believe would be the best fit for that scenario, taking elements from all of the work carried out by the DTB, the FCB and our external facilitators (Chris Heald and John Sargent) over the last 12 months or so. *An appendix is included that addresses an extra body that will be needed during the transition from today's position, in essence the specific body that will be responsible for delivering the new stadium that is key to the 2020 Vision. Text specific to that transition phase is highlighted by use of italics.*

#### 2020 Vision

The Dons Trust will own and run AFCW PLC, which includes two companies, AFC Wimbledon Ltd and Wimbledon Stadium Ltd. The Dons Trust will be run by an elected Board, the Dons Trust Board, which will concentrate on helping shape a more level “playing field” for the club by addressing wider football governance; providing strategic direction for the group and liaising with the AFC Wimbledon Foundation (an independent charity founded by AFC Wimbledon). The DTB will also provide appropriate oversight of the operating companies on behalf of members (note that AFCW plc will remain a company that has no operational or decision making remit).

The Board of AFC Wimbledon Ltd (the Football Club Board) will run the football club and will have responsibility for all operational matters related to football. This will include the men's first team, the youth academy and ladies football and the interface of these with the community football activities (which will potentially include all girls football) undertaken by AFC Wimbledon Foundation. While we will consult regarding the best structure of a group containing a new stadium at present we assume that it will sit in AFCW Stadium Limited and be run by the FCB on an operational basis, aiming to maximise its commercial potential and its use by the local community, providing an income stream to support the football budget.



## 2: The Dons Trust Board

### Responsibilities:

- Set policy, strategy and direction for the entire Organisation, including Trust, Club and Foundation.
- Appointments to, and oversight of, the Football Club Board on behalf of the owners
- Sets objectives for, and monitors performance of, the CEO
- *Oversight of the New Stadium Project (until completion)*
- External relationships:
  - Advocacy – with FA, media, other clubs etc. – specifically on football governance and how to enable supporter owned clubs to be more competitive
  - Provide support to those who ask – other clubs, diversity organisations, etc.
  - In the local community
- Ensure a vibrant membership organisation:
  - Listen to the feedback from members (run processes for this)
  - Communicate with members (aligned with FCB)
  - Engage members (AGM, SGM, etc.)
  - Involve members (as volunteers)

### Structure / Make-up:

The Dons Trust Board would be constituted as per the current rules of the DT, with 9 elected members and up to 3 co-opted members. The refocusing of the DTB to become a more strategic and outward facing Board from the current set-up may drive a change away from current practice by considering more strongly the use of co-opted board members to represent interests and groups not covered on the DTB by elected members – for example a representative of younger fans. Encouraging attendance of potential DTB members at Supporters Direct courses and other education events should be made a high priority.

In order to better serve the external advocacy role, the DTB may also appoint a Chairperson for the DT (outwith the DTB itself). The role would be largely non-executive in nature and would be considered if an appointee could be found who would provide a positive public image for

AFC Wimbledon / the Dons Trust and had appropriate political and/or football connections to help promote our interests.

### Working Schedule:

Whilst a formal monthly meeting schedule would be retained, the main change for the DTB would be that in the course of normal business there would be formal detailed “oversight” of the FCB quarterly – geared around approval of key decisions. The four meetings would be:

- February: progress against objectives and presentation of outline budget (plus draft 6m accounts)
- May: approval of detailed budget and draft annual objectives based on DTB Strategy (plus draft 9m accounts)
- August: agreement of detailed annual objectives and review of draft annual results (i.e. draft 12m accounts)
- November: approval of annual results (plus draft 3m accounts)

At these four meetings the CEO will represent the FCB, with the DTB reserving the right to expect the presence of other Directors when considered necessary/appropriate. At the remaining monthly meetings, the CEO would attend for the first part of each meeting to cover monthly FCB performance (based on the FCB report, monthly accounts and FCB meeting minutes). The majority of these meetings would be focussed on the other DTB responsibilities, although in the shorter-term it is likely that regular specific briefings from the New Stadium Project Group will be required.

A further change would be to increase interaction with members by reverting to holding 4 General Meetings a year – timed to follow the four quarterly meetings to enable specific topics to be briefed to members. To make this workable, some constitutional changes to reduce the overhead and lead-time associated with calling GMs should be made – potentially leaving just the AGM (timed to follow the November quarterly meeting) with “full formality”. Consideration should be given to holding the less formal meetings at a variety of times and venues to better encourage attendance; for example, a meeting in Wimbledon or a meeting on a match day.

### 3: The Football Club Board

#### Responsibilities:

Overall, the FCB will set strategy and direction for football in line with the organisation's overarching strategy. As an initial step, the executive responsibilities across the FCB will be allocated to individual executives as below:

The Chief Executive will be responsible for:

- Providing leadership across the Football Club
- All football matters, including the Academy
- *Developing the new stadium (until completion)*
- Overseeing financing
- Liaising with the Foundation
- External relations for the Football Club (recognising the DTB's policies where relevant)

The Chief Operating Officer will be responsible for operating the current stadium, specifically:

- Facilities
- IT
- Health and safety
- Ticketing
- Legal
- Accounting
- Managing the volunteer workforce

The Commercial Director will be responsible for:

- Sponsorships
- Hospitality and bars
- Merchandise
- Functions and gigs

The Marketing and Communications Director will be responsible for:

- Marketing strategy including targeting major potential sponsors for naming rights, etc.
- Our brand
- *Assisting in raising finance for the new stadium*
- Driving new business
- Communications both internal and external (e.g. PR, social media and OS)

At present the Club and Company Secretary is also a Director (with responsibility for HR) and the COO position is "gapped" whilst we await the go ahead for the New Stadium project. It is anticipated that the structure of the FCB will evolve over the next 2/3 years as the New Stadium project matures; potential examples could include where the responsibility for finance lies and the merging of commercial and marketing functions. As a small business it is noted that the exact remit of individuals will depend to a degree on their own skill sets and the relative level of experience across the Board.

#### Structure / Make-up:

The Football Club Board (the FCB) would consist of the CEO, up to four appointed FCB executive directors (initially the Commercial Director, Marketing & Communications Director

and the Club & Company Secretary as above), two non-executive representatives from the elected members of the DTB (recognising that a single volunteer would struggle to attend all meetings) and any further appointed non-executive directors – ideally not exceeding a total Board membership of 8. All appointments to the FCB will require ratification by the DTB, with the expectation that the CEO would propose new/changed roles and then lead recruitment against them once agreed.

To minimise the number of permanent directors, thought should be given to inviting any non-executive experts to FCB meetings on an “as and when” basis without voting rights.

A change to the DT constitution may be required to allow DTB representatives to sit as formal Directors on the FCB due to the previous change to prevent FCB Directors also being on the DTB; this restriction should apply only to Executive Directors. Further changes to the articles of AFCW PLC and AFC Wimbledon Ltd (rather than the DT constitution) may be needed to formalise the flow down of the restricted actions to ensure subsidiary companies couldn't undertake such an action unilaterally.

### Working Schedule:

This board would meet monthly on a formal basis to direct Club strategy and operations, consistent with policy set by the DTB. It is important that the FCB operates at a strategic level and a formal part of the monthly agenda should review the business plan (including strategic objectives) and concentrate on early identification of risks / issues and their resolution. This would be followed by a formal operational review, covering forward planning against the quarterly inputs required by the DTB and a review of the financial results and departmental reports on a “by exception” basis. The reports from each department will be created and circulated for review at least a week prior to each meeting, with a consolidated report (including financial highlights and any updates based on discussions at the meeting) and the minutes of the meeting issued to attendees and the DTB. Apart from the FCB, it is expected that the Football Manager and the Executive Director of the AFC Wimbledon Foundation would also each attend relevant parts of this meeting.

The timing of meetings should be such that the DTB has a minimum of one week to review quarterly deliverables plus monthly reports and minutes prior to each of their monthly meetings. Any ad-hoc issues that would require DTB involvement will be jointly agreed by the CEO and the DTB non-executives and presented to the subsequent DTB meeting.

The Football Club Management would also meet informally on a weekly basis to consider ongoing operational matters; these meetings being chaired by the CEO and involving all executive directors plus other department heads / key staff as appropriate.

## ***Appendix A: The New Stadium Project Group***

*A stadium project group will be established comprising a core of:*

- The CEO, as chair*
- A DTB representative*
- AFC Wimbledon's appointed stadium development consultant (Andrew Williams)*
- One or more volunteers with detailed experience of managing a stadium development project or work within a related industry such as construction*

*In addition expertise for supporting planning, legal, project management and stadium development will be bought in as required.*

*This group will report direct to the DTB via the CEO and its terms of reference would be developed with input from other clubs with relevant recent experience (e.g. Brentford and FCUM).*