

Draft minutes of the AGM of the Wimbledon Football Club Supporters' Society Limited (The Dons Trust) held on 20 December 2018 at The Cherry Red Records Stadium, Jack Goodchild Way, 422a Kingston Road, Kingston upon Thames KT1 3PB.

Mark opened the meeting by thanking everyone for coming so close to Christmas and apologised that it was a week later than originally advertised; this was because the Trust had been waiting for the AFCW plc accounts to be finalised but this still had not been possible, which he would explain later in the meeting.

Due to the rescheduled meeting date, apologies were received from Matt Breach, Roger Evans and Sean McLaughlin. There were also apologies from Joe Palmer (the Club's chief operations officer), Laurence and Sandra Lowne, and Caro Slam. Anna Kingsley had advised she would be late – she arrived at 8.44pm.

1. Approval of 13 September 2018 SGM minutes

Mark invited comments; everyone was content to pass the minutes.

2. Approval of 8 November 2018 SGM minutes

Mark invited comments; everyone was content to pass the minutes.

3. Election to the society board

John Dolan of the Election Steering Group (ESG) gave a verbal report on the recent election to the Dons Trust board (DTB).

John said that during his 10 years on the ESG, this election had raised the most varied issues. Over time the election rules had evolved, sometimes significantly to provide clarity for future elections. However, the general principle had not changed and the ESG would always be guided by the spirit of these rules. If any candidate broke those rules the ESG would judge what if any steps to take and would proceed sensitively. The rules are designed to address the behaviour of both candidates and their supporters.

In the written election report, a number of issues would be considered including a number of which were raised during this campaign: should proposers' names be published? If they are not to be but a candidate includes these details in their manifesto, should they then be struck out? John considered that if a candidate felt the need to explain why a specific person had nominated them it weakened rather than strengthened their case, but said others took a different view.

At present, any member (apart from those within the ESG) can propose a candidate. However, a question had been raised about whether those in positions of authority or responsibility in the Trust or club should be able to do this.

This year, as previously, the ESG required paper copies of nomination forms with the actual signatures of candidates and proposers. John had considered how we could move to a legally acceptable, secure form of electronic submissions, possibly with the return of emails from nominated addresses. However, it would be a lot more

difficult to validate electronic signatures with our type of organisation compared with one with a formal company structure.

Other issues under review include candidates and sponsorship, one or two matters in the constitution, and the voting system being both electronic and paper. John did not want to move to 100 percent electronic system where the paper votes would have to be input into an electronic system.

During this election the candidates were hamstrung by the lack of a person with media skills who could manage official Twitter and Trust Webjam debates. However, the 9yrs podcast team offered to carry out YouTube interviews and the ESG were very grateful for the interest this generated.

The top-four candidates' results were: Hannah Kitcher (760 votes), Rob Crane (500), Luke Mackenzie (496) and Anna Kingsley (476) – these candidates were elected to the four available positions.

The other candidates in order of votes received were: Dennis Lowndes (424 votes), Matt Breach (404), Sean McLaughlin (397), Tim Hillyer (385), James Macdonald (363), Nigel Higgs (278), Mark Brewer (172).

2877 members were entitled to vote; 1268 votes were cast (44% turnout).

John thanked Neil Springate (the independent observer), Julian Edwards and Tudor Jennings for their support and challenges, and Tom Brown (Trust secretary) and Mark Davis (DTB chair). There were no questions to John from the audience.

On behalf of the DTB, Mark congratulated the incoming DTB members and advised that the audience would get a chance to talk to them later in the evening. He also thanked the other candidates who stood and noted there was a strong turnout of candidates this year compared with previous years.

Mark also thanked the outgoing DTB members in order of length of service:

- Sean McLaughlin – treasurer since April 2006
- Matt Breach – since 2006 and was chair of the DTB for seven years
- Nigel Higgs – four years but before that he was on the football club board (FCB)
- Tim Hillyer – two years, and countless years in the merchandise team and a huge amount of work with the Football Supporters' Federation and Supporters Direct
- Charles Williams – two co-opted years as a board member.

Mark also thanked Tom Brown who had been secretary for two years and was now stepping down for work reasons, and invited the audience to show their appreciation.

Mark advised that the new board members attended the December DTB meeting as observers and had had an induction meeting to bring them up to speed with current issues. He advised that in early January there would be an extra DTB meeting to agree priorities and responsibilities for the New Year.

4. Dons Trust 2017/18 annual report and accounts

Mark repeated the apology from treasurer Sean McLaughlin for his absence, which was due to the change of date of the meeting.

The Trust accounts were not yet fully signed off by the auditors. This was because the AFCW plc accounts were not yet signed off either. This was because the club wanted to wait until the land transactions (selling Kingsmeadow to Chelsea FC and acquiring the freehold to the stadium site in Merton) had completed before finalising the plc's accounts as it would give, via a 'Subsequent events' note, a more accurate representation of the club's financial position. Because the notes in the Trust's accounts (note 10 on page 12) refer to the level of profit and loss and capital and reserves of the subsidiaries, one being AFCW plc, these figures must correspond in both sets of accounts.

In all other respects the accounts were final and the sign off in Resolution 1 (to be voted on later in this meeting) was subject to final clearance from the auditors.

Mark gave a brief recap on the Trust's results. Profit was £42k this year versus £48k last year. The main cause of this fall in profits was that the contribution to Ladies & Girls had increased from £15k to £25k. This was something that the Trust wanted to continue to fund. If you strip out this cost, the underlying profit from membership income and fundraising had in fact increased this year.

In response to Mark's request for any questions, Alex asked whether it would have been a more sensible idea to put the meeting back until the beginning of the New Year until everything had been signed off by the auditors.

Mark agreed that this was a fair comment but that the DTB had not expected the AFCW plc accounts to not be ready. He reported that Ivor Heller had suggested that, considering Christmas, perhaps an early January AGM would be a better time to hold the Trust's AGM in future. However, there is a constraint that the Trust has to send its annual return to the Financial Conduct Authority by the end of January, which is why the AGM has traditionally been in December.

Mark asked the audience what their preference would be: late December or early January. The majority preferred early January. Mark suggested perhaps the members who were not in attendance would also prefer then. John Dolan commented that then we would have to move the election result.

Erik Samuelson advised that because AFCW is a plc it is required to submit its accounts to Companies House by 31 December. There was a device that you could use to gain an extra three months but it was not appropriate to do this every year. He advised that if the Trust held their AGM at a different time than AFCW plc, the Trust would still need to have an SGM roughly at the same time as the AFCW plc AGM, which would mean two meetings instead of one, and that normally he aimed to get the accounts finalised by the end of November.

Alex asked whether it would not be a better idea to hold the AGMs a bit earlier in the year and that the football club should get their accounts in earlier rather than later.

Mark advised that the accounts had been ready for some time. In the finalised accounts the club wanted to say, in a post-balance sheet note, that they were the owners of the freehold of the land at Plough Lane and that the club had sold Kingsmeadow. The consequences of this would be that it would show many more millions of pounds in the reserves and, although it would not show in the position at 30 June 2018, would make us look stronger and therefore help us raise funds for the new stadium. The completion of those transactions was imminent but had not yet taken place.

Nigel advised that normally it was the intention to have the meetings in the first week of December and that it was because of the situation with Plough Lane and Kingsmeadow that this year they were exceptionally late.

Cormac van der Hoeven suggested having the AGM in December and having an additional shorter meeting in January to meet the newly elected and current board members.

David echoed thanks to the outgoing board members and wanted to recognise the amount of work put in by them, in particular Sean's contributions, and asked whether there were any accountants now on the board and what would happen in the future about the treasurer's position. Mark confirmed that Sean was an accountant and that his predecessor John Owen was an accountant. He confirmed that none of the current board members were accountants. He advised that the board needed to decide whether to have a treasurer who was co-opted or who was not a board member, and this would be decided at the early January board meeting.

In answering a question from Stuart, Mark confirmed that the AFCW plc accounts showed a loss of just over £500k for the year. Erik advised that approximately £250k was a result of costs related to preparation for the new stadium. He advised that costs such as the design and consultation could be set aside and treated as fixed assets, but costs such as recruitment, extra players' wages and marketing staff could not.

Erik advised that the combination of the equity in AFCW plc and the share capital was about £1.4m. Erik explained that the reason we wanted to wait to finalise the accounts was because, once the land transfer at the site of the new stadium had taken place, £14m would come in from Merton Catalyst (the joint venture developing the neighbouring housing development), together with the profit from selling Kingsmeadow. This would move the equity from £1.5m to £18m.

Thomas asked, if we have been spending money on the new stadium, should it not have gone into The Wider Interest of Football's accounts rather than AFCW plc. Erik advised that at the end of the year he did not think that The Wider Interests of Football had started trading.

Mark proceeded to read the following resolution:

Resolution 1: To approve the society's annual report and accounts for the year ended 30 June 2018, subject to final clearance having been obtained from the auditors in respect of the AFCW plc accounts.

The resolution was passed, with no objections and one abstention.

Mark also read the following resolution:

Resolution 2: To reappoint BDO LLP as auditors of the society for the year to 30 June 2019.

Julian asked how long BDO had been the society's auditors. Erik confirmed it had been 11 years. Mark explained that the society had the same auditors as the club. It was something that the club and society were looking at but, irrespective of whether the current resolution was passed, it would be possible to change them throughout the year.

The resolution was passed with no objections and seven abstentions.

5. Resolutions to be taken by the board for the AFCW plc AGM

Mark explained that the next two resolutions were about asking the members to authorise Mark to cast the Dons Trust's vote, being the majority shareholder, at AFCW plc's AGM to be held later that evening.

Resolution 3: That the Dons Trust board should be authorised to cast the Dons Trust's vote at this year's AGM of AFCW plc in favour of approving AFCW plc's accounts and the reports of the directors and auditors for the year ended 30 June 2018.

The resolution was passed in favour, with no objections and five abstentions.

Resolution 4: That the Dons Trust board should be authorised to cast the Dons Trust's vote at this year's AGM of AFCW plc in favour of approving the reappointment of BDO LLP as auditors of the plc for the year to 30 June 2019 and authorising the directors to agree the auditors' remuneration.

Alex asked if it was sensible to have the same auditors for the Trust as AFCW plc. Erik explained that there was an efficiency to be gained by having the same auditors. The counter argument would be that if they were not the same then they may be more independent. Erik explained that there was a requirement in the audit industry for the audit partner to be replaced every 10 years. This year was the first year of a new partner who was from a different office and the audit was carried out slightly differently.

The resolution was passed in favour, with no objections and four abstentions.

Mark explained that the following two resolutions related to membership of the AFCW plc board. Earlier in the year, when a vacancy occurred on the AFCW plc board, to ensure that DTB members retained a majority on the board, Mark had been co-opted onto the plc board. Colin Dipple read the following resolution and asked members to vote:

Resolution 5: That the Dons Trust board should be authorised to cast the Dons Trust's vote at this year's AGM of AFCW plc in favour of re-electing Mark Davis following his co-option to the board since the last AGM.

The resolution was passed in favour, with no objections and one abstention.

Mark explained that directors are required to retire by rotation and put themselves forward for re-election and so had to ask the members to authorise the DTB to vote to re-elect Ian Cooke, Roger Evans and Erik Samuelson. Mark read the following:

Resolution 6: That the Dons Trust board should be authorised to cast the Dons Trust's vote at this year's AGM of AFCW plc in favour of re-electing Ian Cooke, Roger Evans and Erik Samuelson as directors. They are each retiring by rotation in accordance with the company's articles of association.

It was agreed to take the vote of all three directors together.

The resolution was passed in favour, with one objection and no abstentions.

Mark advised that this concluded the formal part of the meeting.

6. General Q&A and discussion with members

Mark advised that, time permitting, this would include discussions in break-out groups, as well as plenary questions and answers. He explained that it had been an eventful and sometimes difficult year.

Stadium

Mark introduced Colin who was part of the stadium working group.

Erik said that by now we would have liked the transfer of land at the stadium site to have taken place but there was a slight delay associated with a bond that Merton Catalyst were required to provide, which had been finalised the previous Monday. There were also some questions from Chelsea's lawyers about the sale agreement of Kingsmeadow as, due to the intervention by the Secretary of State, we had extended our stay considerably longer than originally planned. Erik noted that Chelsea had been supportive in agreeing the two-year extensions we needed due to the unforeseen delays. (Afternote: The transfer of the land and sale of Kingsmeadow to Chelsea was completed on 24 December 2018.)

Erik explained there would be an inflow of cash from Chelsea for the sale. However, the money due to us from Merton Catalyst would be paid to us by making payments to our contractors who were building the stadium. Invoices sent to us by our suppliers would be passed to Merton Catalyst for them to pay on our behalf.

Erik recapped that the Club had decided to change the contractor who was building the stadium. This was because the Club did not consider that the previous contractor had proposed enough new ideas on the design in ways for the stadium to be affordable. The Club had approached a new contractor with a brief to design a stadium that we could afford, which they were doing. At their second attempt, the design they put forward included many of the things we wanted but currently did not have a roof on either end of the stadium. Erik reported this to the DTB at the November meeting and somehow this had been construed by the fans that we were building a stadium with no roofs. Erik advised that there was no intention of delivering a stadium without any roofs.

There had been a further meeting the previous day with the new contractor and Erik, Joe Palmer, Joe Giordano (the Club's external project manager), the quantity surveyors, the structural and mechanical engineers, the architects and cost experts all looking at the design again to make sure we can get everything that we want including roofs for a price we can afford.

Erik explained that every time they had one of these meetings the Club could publish the design and say where it had got to but this would cause no end of confusion. Erik said he was sorry that the Club did not make it clearer that having no roofs was not the final design.

Erik advised that what had been suggested were exciting and interesting options for the layout of the stadium for use not just on match days, and that these would be included in the consultation in the New Year.

Also included in the consultation would be how fans want the stadium to operate. Erik commented that a number of people had questioned him about why the consultation had not yet taken place but the Club is not behind with the timings.

Erik advised that the Club wants to change some of the things in the original design so a Section 73 application has been submitted jointly with Merton Catalyst. Merton Catalyst wanted to increase the number of flats they were going to build. We decided to no longer have a creche or café; originally the GLA said we must have them but their guidance has now changed. However, there had been an objection from the Wimbledon Park Residents' Association to the Section 73 application. As a result of the objection Merton Council had asked for some more work to be done on environmental issues concerning the amendments, which would cause a couple of months' delay in approval of the application but would not cause any delays to the works.

Peter Godfrey was pleased to hear there would be roofs and asked whether we would have to reapply for planning permission if we were changing the design. He also asked whether the new design would have clear views with no pillars. Erik advised the view of the council had generally been that if we were to change how the stadium would look from the outside then a new planning application would be required, but that the original design was not rigid and had scope to be changed.

One of the changes as a result of the latest design, since we had put in the Section 73 application, is that the roof of the west stand is envisaged to be about half a meter lower. A meeting had been set up with our planning advisor to ascertain how this and any other changes should be submitted to Merton Council, and he had advised that they would require Section 96A approval, which the council can decide without consultation.

The west stand would be the only stand that would be permanent and would not have restricted views. The other stands would be bought as modules, like the ones used at the Olympics. We have asked the contractors to suggest various options but if it means that one of the semi-permanent stands would cost a lot more because it doesn't have restricted views, then during the consultation this would be brought to members for their opinion. However, there was an issue with the roof of the semi-permanent south stand which has a lower roof than that of the west stand, therefore some seats in the corner of the west stand would have a restricted view. A decision would need to be made to sell those seats with restricted views or not use those seats, or to pull the stand back or change the angle of the roof. All of these types of issues were still being discussed but again this detail would form part of the consultation with members. Erik advised that we do not want to build a stadium with restricted views but that we had some difficult choices to make.

Cormac referred to the social media storm that had occurred over the past few days about the issue of the roofs on the stands at the new stadium and the replacement of the manager, and asked Erik if that was the most pressure he had felt as chief executive. He acknowledged that members who were attending the meeting would leave reassured that the issue of the roofs was in hand, but he asked Erik if he considered it was the Trust's responsibility to communicate the message about the misunderstanding about the roofs or whether the club would be posting a communication the following day.

Erik was conscious that there were a number of fans who felt that he had too much power at the club. He advised that a while ago he had come off social media but felt that there were a number of reasons why people were anxious, including that we were having a bad season and that we told people too early that we were going to consult. What we should have done was lay out a timetable of when we would consult. We also tried to be honest and open and sometimes this backfires; as an example, with the issue of the roofs, he was concerned that the fans would think we would build a stadium without any roofs. He felt that meetings like this evening, where the Club could make it clear what the message was, were preferable to a statement that could be misread or misconstrued.

Mark thanked Erik for all the work he was doing for the club, which was endorsed by loud applause from the audience.

First-team management

Mark asked Erik how Wally Downes and Glyn Hodges were settling in to their management roles. Erik advised that at the Meet the Manager he was impressed with the participation from Glyn. Bearing in mind Wally had not been a manager before, he was finding some of the football administration duties a new challenge. But we had appointed someone to coach the team to keep us in League One, and David Charles and Erik could assist with administrative duties. Wally had come to the FCB meeting the previous day with clear views about the sort of players he wanted to bring in to strengthen the team in January. Some loan players might go back. In general Erik felt that they were settling in well.

Someone who did not give their name asked about the Head of Recruitment position that was being recruited for and asked what qualities were required for this role. He considered that in the past, the club had suffered from a lack of network and knowledge of what players were available and asked if this was one of the things they were looking for in a candidate – their reach.

Erik advised that everybody they had interviewed for the job felt that the club would stay in League One and that we had not lost by much each week and that we had the basis of a good team.

The intention was to recruit someone until the end of the season to set up and establish some formal standards, procedures and record keeping to form a proper base for recruitment in the future. There were two candidates who had been interviewed; one had an encyclopaedic knowledge of almost all the players in League One and Two, and the other who had a good knowledge of the players but also had a clear view of the structure needed to form a foundation for future recruitment. Discussions were continuing.

In answer to a question from Peter Godfrey, Erik advised that it would be a full-time role and not just to the end of the season, that they would do a fantastic job in establishing the required procedures but may be lured away elsewhere.

Dons Trust board election

Iain McNay, chair of the AFCW plc, asked how Mark felt about the loss of the four incumbent board members, as he knew that they had all put in a lot of years of hard work. He acknowledged that democracy could sometimes be ruthless and asked if it was a shock to the DTB at the apparent discontent within the membership. Whilst

the DTB could not be blamed for the difficult year football-wise, he felt that in general things had progressed well and acknowledged the immense amount of work the DTB put in, but was there a problem with communication and a lesson to be learnt?

Mark invited other DTB members to comment and said in his personal view it had been a difficult year football wise, there were frustrations with the delays stadium-wise, and on a couple of issues the DTB had shot themselves in foot. Whatever one considered were the merits or not of the season ticket issue, the communications had not been good. He considered that the disconnect had surfaced in autumn 2017 and the DTB had started to sense this. There had been some difficult decisions to make but he acknowledged these had not been communicated well. It had also been a tough time on the football pitch. In May the DTB had a special meeting to discuss how it communicated with its members. Some proposals were put forward and put into practice at the start of the season. The fact that the DTB had not been able to communicate as quickly as it would have liked about the stadium was frustrating. For the election this year there had been a larger number of candidates, which evidenced a momentum for change. Whilst the loss of incumbent board members with many years of experience brought its own challenge, he welcomed the incoming board members' energy and enthusiasm, and they had all had the benefit of listening to members' views during the election campaign.

John Dolan explained that this year it was a very different vote. In 2015 when there were seven candidates, the three leading candidates each achieved virtually the same number of votes as Hannah Kitcher had this year, but then it was 83% of the vote whereas Hannah achieved 60%. This showed a clear change in voting since 2015.

Jane Lonsdale advised that last year's election was uncontested and a number of the DTB members considered this was not a good way for a democratic organisation to be run. Therefore, this year the DTB members discussed this and made a concerted effort to get other people to stand as candidates, such as Hannah and Anne-Marie Godfrey. She advised that the DTB had had a board meeting specifically to discuss the disconnect, but appreciated there was a lot more work that needed to be done. However, sometimes it was difficult to strike a balance between the people who believe their opinion has not been heard if a decision does not concur with theirs and the people whose views truly have not been heard.

Cormac said he came onto the board last year by default. The difference he felt this year was that Hannah spent a lot of time on social media. He said that with the introduction of social media, questions were posed and people expected to get a response within 24 hours, which could become exhausting, particularly when you also have a full-time job. He had been overwhelmed by the hours that the incumbent board members worked and as a younger board member appreciated the support he had received to learn the required processes. He felt that following the meeting in Bertie's Bar the previous month it was a great opportunity to try and steer the conversation to a more positive vein. Hannah had shown the power of social media and had blown the existing election model away. He felt it was particularly crucial as to how the DTB connected with younger members.

Kerry Yeomanson hoped that those experienced incumbent candidates who stood but were unsuccessful would not go away. He noted that they were willing to give

the club another two years and that in the past the DTB had co-opted members onto the board and could we do this again so as not to lose that experience.

Mark said that he had been very grateful to the co-opted board members that the Trust had had as they had brought a different perspective and judgement. He advised that the DTB meeting in early January would be used to identify what skills were lacking and what skills were needed to be co-opted, but that skills could also be brought in via working groups.

Tudor Jennings considered that perception was reality. If the fans perceive they are not hearing things then they are not hearing them, and despite the board being really busy it was important that the information flows back to the fans as they want to be engaged. As an example, the Club tweeted about the AGM but there had been nothing from the Trust on twitter, or any reminders about the meeting. The first the members knew about the roof issue was from the November meeting notes some six to eight weeks later and that there was no immediate reaction.

Terry Langford said that the amount of time the DTB members put in was not communicated to the members and so there was a lack of appreciation about exactly what they did for the club.

Mark pointed out that it was easier to communicate a nice story but more of a challenge when the story is not so positive. How full the communication should be was equally a challenge, particularly when some of the questions needed a common line of response. The timing of communication is also tricky as we have moved into a 24-hour news environment and it can be hard to communicate in real time. He advised that there was always a board member in the Trust's kiosk on home match days for questions. The quarterly meetings were also a good time to ask questions.

Hannah said that it was great that a number of people who put themselves forward for election, which showed enthusiasm to get involved. She was keen to ensure those candidates who did not get elected continued to be involved to support the club as volunteers. She advised that the role she had been doing as a volunteer for the club could have been full time and she would still have not done it justice and this was on top of her full-time job. Communication within a football club was not easy as there were a lot of people who wanted their opinion heard. She said everyone worked incredibly hard as volunteers on the board, but communication was hard as it's all the board members' responsibility.

Toni Shepherd thanked the 9yrs podcast for doing the interviews as she did not feel comfortable to asking questions herself.

Alex said that in his opinion the discord between the DTB and the members went further back than 18 months ago and was more to do with when the new stadium was first mooted. Whilst he appreciated the work that the DTB members did, in his opinion the focus had been so much on getting the stadium completed, particularly with the knock backs we had encountered, that the communication from the DTB had been very difficult. Back in 2011 everyone seemed to be approachable; now everyone was so busy. It was not just the board, the players had also become distant from the fans and members. He pointed out the lack of young people at the meeting and said that they were the future of the club and Trust and that we need to do something to attract them so that they feel part of it.

Mark advised that Cormac had encouraged some of the meetings to be held in Wimbledon such as at Bertie’s Bar to attract a younger audience. He pointed out that the formal business of an AGM would probably not attract a younger audience. He acknowledged that with the work involved for the new stadium the DTB had probably taken its eye off the ball with communication.

Cormac pointed out that Erik had always been accessible and visible both at home and away games but considered social media was a way to communicate moving forward.

David wanted to thank the board members, those who had stood down and Mark for leading the board. He also thanked Mark for producing the report.

7. Any other business

Mark thanked everyone for attending the meeting – the members, volunteers, and club officials and employees – and wished everyone season’s greetings.

The next SGM would be on Wednesday 17 April 2019.

.....
Mark Davis
Chair