

Dons Trust Board Meeting

Monday 19 January 2015

The Cherry Red Records Stadium

President's Lounge 7.30 pm

Minutes – Part 1 – redacted version

Members:

Matthew Breach (MB)

David Grouns (DG)

Jane Lonsdale (JL)

Zoe Linkson (ZL)

Mark Davis (MD)

Kris Stewart (KS)

Nigel Higgs (NH)

Sean McLaughlin (SM)

Invited:

Erik Samuelson (ES)

David Hall (DH) Dons Trust Secretary

David Reeves (DR) (part) Secretariat

Michael Hayes (MH) Secretariat

Rob Crane (RC) Secretariat

1. Apologies

Moorad Choudhry

2. Appointment of Chair/Vice Chair/Treasurer

Appointment of Chair

Candidates for Chair were MB (proposed by SM, seconded by DG) and KS (proposed by NH, seconded by ZL).

There was discussion about the role of the Chair, and whether it was sufficiently defined. The DT constitution is not comprehensive. In practice, the role includes chairing DTB meetings, representing the DT at FCB meetings (12 per year) and (usually) chairing the AGM and SGMs. The Chair has a casting vote at DTB meetings. NH asked whether the Chair represents the DTB other than at formal meetings and whether he or she is a wider mouthpiece or figurehead. MB referred to the organisation paper which covers this issue. NH asked what is the status of the organisation paper and should it be agreed by the membership. SM said that the organisation paper is the agreed position of the DTB as to how the club should operate. DH said that the organisation paper had been presented at the AGM for discussion and feedback from DT members.

MB and KS were invited to make an “elevator pitch” for the role of chair.

KS said that in his view there are two main issues. There is need for greater clarity on how the DTB interfaces with the FCB both formally and informally, and public meetings need to be better run.

MB said that the duties required under the Constitution are not burdensome, the hardest thing is reconciling issues between the DTB and the FCB and among DT members themselves. The amount of things to be done is huge and takes a large amount of time and effort.

The two candidates for Chair were invited to leave the room and there was a discussion followed by a vote. There were three votes for KS and three for MB. Each of KS and MB having subsequently voted for themselves, the result was a 4 – 4 tie. All agreed that it was not a matter for a casting vote. The view was expressed that neither candidate had given the board sufficient information to enable the board to decide that he should be chosen and what he would bring to the role. The two candidates returned to the room.

Action - After discussion, it was agreed that each of MB/KS should provide a written pitch statement of up to 500 words setting out why he should be Chair. The statements to be sent to DH by 26 January. DH will circulate the statements to DTB members and set a time limit for reaching a decision by the February DTB meeting.

Appointment of Vice Chair

DG was appointed (ZL proposer, JL seconder, no votes against, one abstention by NH.)

Appointment of Treasurer

SM was appointed (MD proposer, KS seconder, no votes against).

3. Minutes

The minutes of the meeting of 4 December (part 1) and the Special meeting of 20 December 2014 and proposed redactions were approved. DH to incorporate for publication. DR has been provided all unposted past minutes. DR/RC to post on the website. The minutes of the 20 December special meeting are not to be posted.

Action – DH to incorporate redactions for 4 December for publication. DR/RC to post other o/s minutes in meantime.

4. FCB Report

The FCB Report to the DTB was considered. ES said that 1 year contract extensions for Danny Bulman and James Shea have been signed. The signing of another striker is imminent. ES has started contract and bonus discussions.

This section has been redacted.

There have been discussions with South Thames College about the agreement with the Academy. STC say they are losing money and want to reduce the amount payable for the current year to well

below what was paid in 2013-14. This is still being discussed. Meanwhile amicable discussions are progressing for a new basis for the relationship with a focus on ensuring that both bodies can make a reasonably profit from the deal in future years.

The DTB recorded their thanks to ES, the club, staff and volunteers for the successful Liverpool game.

There was discussion about the scoreboard problems. ES said this was being looked into.

JL asked for an update on the issues raised at the December 4 meeting about Ladies and Girls teams. ES said that a meeting has taken place with Dennis Lowndes and Vicky Lowndes. They have asked that the FCB changes its meeting times to evenings in order that they can attend, but the FCB has said that this will not be possible.

5. Stadium

a) Ks Update

This section has been redacted.

Action – DG, KS and ZL to engage with Ks fans with SD support. ES to report back to MW on proposed contact.

b) Restrictive Actions and SGMs

DH referred to his paper. He has written legal advice from Kevin Jaquiss of DWF that electronic voting is permitted, and that 2 voting SGMs are required. MD has drafted wording for the paper to members regarding the resolutions, but a key question is the level of detail required in the supporting documentation. DH will show the draft wording to Kevin Jaquiss when it is ready. DH thanked MD for his assistance. Before the draft wording can be finalised, DH felt it will be necessary to see the KM sale documentation (awaited from Dan Norris of Hogan Lovells).

There was discussion about the number and purpose of SGMs required, and the need to reconcile the legal requirements of the constitution with the intention behind the wording and the necessity of supplying DT members with adequate information to make a decision. KS felt that we would need to convene a preliminary explanatory meeting before any formal voting process is launched. DH would like to avoid the necessity for 3 meetings in view of the time scale. KS suggested a non-voting meeting with all relevant information, followed by a postal vote, followed by a further voting meeting. ZL felt that any non-voting meeting would attract a much lower turnout. ES suggested that instead of one preliminary non-voting meeting, there could be a range of ways of communicating to DT members ahead of the first meeting e.g. through focus groups. NH suggested that a meeting could be part of that communication process.

It was concluded that the ideal way forward would be to have a communication process, via a range of forums including a meeting or meetings, leading up to the first constitutional SGM, at which a vote would take place which would include electronic voting. Within one month of the first SGM, there would be a second SGM at which voting would also include electronic voting.

MD suggested that one way of encouraging attendance at the first voting SGM would be to include a general vote as to whether a move to a new stadium is a good idea. This would not be a restricted action, but should encourage attendance and voting.

DH noted that it will also be necessary to embed the new stadium into the same restricted action framework as KM to protect our investment, but it could confuse the process if this is incorporated in the SGMs for the disposal of KM so may have to be deferred until a later date.

MD offered to prepare a one page “process note” suggesting what the communication process should involve. KS and DR to be involved in that process. DTB encouraged to give comments to MD.

This section has been redacted.

NH said that the paper was not always clear whether it was speaking for the DTB or the FCB. MD said this was deliberate but agreed that it needs to be refined and made clearer which decisions are being made by which entity to ensure a consistent approach.

Action - It was agreed that DH would prepare a process note based on the work carried out by MD to kick start the RA process.

Action - DH / MD to review supporting documentation and seek to explain the deal fully without revealing specific figures where commercially sensitive and liaise with lawyers prior to further circulation. It should be made clear that the paper comes from the DTB and the FCB.

c) Planning Consultation Update

It was noted that there are public consultation forums on 2 February (Wandsworth) and 11 February (Merton, Lake Road Wimbledon). ES noted that he was unable to attend the first but was ensuring that we had a strong attendance at both. Positive contributions from fans attending would be helpful.

d) Project Planning Role Update/reporting

It was noted that the Terms of Reference for the Project Manager had been circulated and a copy has now been provided to Roger Evans to follow up with the relevant individuals involved.

e) Community Share issue

This section has been redacted.

6. Webjam

JL reported that DTB members and Secretariat have been invited to join the Dons Trust Webjam. Feedback is wanted and comments should be made to JL, DG and DR. There is to be a meeting with Webjam on 4 February. The plan is to roll out to DT membership during the close season.

SM asked what will be the benefit to DT members. JL said it will assist the DTB in communicating with members. DR said it can be regarded as a “walled garden” for members. We need additional benefits of membership to help justify the annual fee and encourage new members. Things that we can release to DT members ahead of other fans can be posted on Webjam. Specific content can be generated for different groups, e.g. volunteers. DH commented that once the new stadium goes ahead, we should aim to increase DT membership in proportion to an increase in the fanbase and Webjam could be a useful tool towards that end.

JL asked that during the trial period for the DTB (January and February) all comments should be sent to herself and to David Reeves, this could be done via Webjam itself. The implementation plan was to roll Webjam out to Dons Trust Volunteer working groups towards the end of the season and to the full membership during the closed season.

Action all DTB to pass on comments / issues with Webjam to JL and DR.