

Dons Trust Board Meeting

Tuesday 12 May 2015

The Cherry Red Records Stadium

President's Lounge 7.30 pm

Minutes – Parts 1 and 2 – redacted version

Members:

Matt Breach (MB)

David Growns (DG)

Jane Lonsdale (JL)

Mark Davis (MD)

Nigel Higgs (NH)

Moorad Choudhry (MC) (part)

Invited:

Erik Samuelson (ES)

Roger Evans (RE) (part)

David Lloyd (DL) (part)

David Hall (DH) Dons Trust Secretary

Rob Crane (RC) Secretariat

Michael Hayes (MH) Secretariat

1. Apologies

Apologies had been received from Zoe Linkson (ZL) and Kris Stewart (KS) and Sean McLaughlin.

2. Stadium Update

(a) Restricted Actions Comms Process / (b) Project Planning Timetable

DL took the DTB through the paper that had previously been circulated (“Restricted Actions: Outline Communications plan for the sale of KM”). He stressed that there is a major communications challenge in that we should assume that we have only one shot at it, and we have to achieve the necessary majorities in two votes, the second within a month of the first. He went through the proposed timetable and the reasons for an autumn campaign resulting in the overall date for completion of conditions by 31 December 2015.

DL was concerned about the potential impact on the timetable of the DT elections and the community share issue. ES said that the share issue can come later. DG noted that there is no choice about the elections. After discussion, it was noted that if the 2014 election timetable is followed, the new board would not be formally elected until the December AGM and new board members would not take their seats until January 2016. The new board members would be bound by previous

decisions of the board, and would have had to declare any opposition in their election manifestos. On this basis, it did not seem that the elections would impact adversely on the timetable.

This section has been redacted. There should be a strap line similar to “Bring The Dons Home.” There should be simplicity in explanation, and a proactive multimedia approach should be adopted. A telemarketing firm should be hired to call individual DT members and encourage voting. ES queried this and said that while he thought a call from telemarketing people to check if everything had arrived would be worthwhile, the call urging people to vote would be better done in house as the personal touch would be better if the numbers are manageable.

DL then took the board through the key issues. The most important issue is the complication caused by the two vote requirement. His paper proposes a vote to authorise the Board to permit the club to sell KM (a restricted action requiring two separate votes): and a resolution to authorise the Board to permit the club to proceed with the development of a new stadium in LBM (not a restricted action and only requiring a simple majority). DL said that the Comms Group were proposing there be three meetings on consecutive evenings for the initial consultation phase early in the season (possibly around w/c 21/9). The voting packs would then be sent out enabling the SGMs to take place in the following 2 months (say w/c 19/10 and 16/11). The process would allow electronic voting.

MD was concerned about the importance and possible difficulty of getting DT members to vote twice, and thought some might think that if they had voted once, they did not need to vote again for the same thing. DL said that the communications process would explain the need for two votes. NH wondered whether the order of the two votes should be reversed (ie that the simple majority vote for a new stadium in LBM be dealt with at the first SGM).

JL suggested that some of the key issues listed in the paper would need to involve the DT Membership Secretary in order to ensure information is up to date including phone numbers.

This section has been redacted.

There was a discussion about venues for formal meetings and explanatory meetings. JL suggested that there could be a meeting before a Saturday game for which a marquee would be needed – this to be considered further when the fixture list is out (16/17 June). ES suggested that fans input into stadium design could be the subject of a meeting at a preseason friendly.

ES asked if we will be able to know who has voted. DH said it was easy to monitor daily who had voted through the on-line system but paper votes would need to be collected from the club in order to check progress with these. ES said it was important to monitor from an early stage the numbers voting and identify who hadn't voted so as to make the follow up calls as effective as possible.

DL's paper suggests possible involvement of the Electoral Reform Society to adjudicate. The main purpose of this would be in order for the process to be seen to be transparent. It was agreed that it would be useful to have some independent oversight but explore options other than ERS. The Comms Group would review and report back.

RE followed up by presenting his paper that had been tabled (“AFCW Stadium Relocation Timelines”).

The DTB agreed that DL/RE be authorised to take matters forward to the next stage, and that they present costings to the next DTB meeting.

Action: DL/RE to proceed to the next stage and prepare costings to be presented to the June Board meeting.

(c) Feedback on Ks Consultation Meeting / (d) Further meetings on Fans Consultation

DG reported on the meeting that he and KS had with the Ks supporters on 7 May at KM. Representing the Ks were Geoff Yorke (chair of the Kingstonian Supporters Club), Jim Page (Membership Secretary), Mick Dove and two others. The atmosphere was good, and DG took them through his presentation and told them that the DTB would like to engage with all Ks supporters. Amounts and detail were not discussed. It was agreed that there should be a further meeting in the President's Lounge on 28 May which the whole DTB would attend and which DG/KS would lead. *This section has been redacted.* On the agenda for that meeting should be an offer to assist them in setting up a supporters' trust, with later engagement with all Ks supporters.

ES said that he had met Malcolm Winwright (MW) yesterday, whose feedback from the meeting was good. MW has been talking to SD about conversion to a supporters' trust. *This section has been redacted.*

JL said it is urgent that full engagement with Ks has happened by the time we go to our membership.

DG concluded by saying that the DTB must decide now on the exact terms to be offered to Ks, and then put this to MW.

MD summarised the key points from the 3/5 meeting and subsequent exchange with ES and Dan Norris regarding the non contractual payments.

This section has been redacted.

The DTB agreed that DG/MB should by email reach agreement with the other DTB members as to the precise terms to be offered to Ks.

DG said that MW would like a meeting with the DTB, which raises the question whether ES should be present at that meeting. It was agreed that a decision on that should be made after the DTB have agreed by email the precise terms.

Action: DG to draft a summary of terms to be offered to Ks and circulate for approval.

(e) Other Stadium Issues

ES had circulated a paper detailing the likely effect on the timetable of the outstanding matters re the planning application. *This section has been redacted.*

ES said that he and the other advisers feel that these issues will be resolved, but that we are unlikely to make the June planning committee date so it will be July (16th) or more likely August (13th). *This section has been redacted.* JL queried whether a Planning Committee meeting would take place in August; ES thought that if not, a special meeting for our application would be scheduled.

This section has been redacted.

Notwithstanding all these issues, ES is still reasonably confident that we will get there, and does not think the consequences for the Restricted Actions timeline are massive. He asked for DTB authority to allow him to seek extra sources of funding. MB said that the question for the DTB is whether, assuming the funds are obtained, the DTB agrees to spending money that could be wasted if ultimately we cannot proceed. NH asked what are the implications of agreeing to this?

This section has been redacted. After discussion, it was agreed that we would be faced with this decision irrespective of when we were planning to move and that therefore without this extra funding we could never move.

Accordingly, the Board resolved:

(1) that the DTB is committed in principle to spending the funds necessary to complete the design and tender process, and therefore:

(2) instructs the CEO with appropriate assistance to seek the necessary funding and to report back so that the Board in the light of the result can make a formal decision to commence the further design and tender process.

Action: ES with appropriate assistance to seek the necessary funding and report back as soon as possible

This section has been redacted.

MB said that the Q and A from the 9 April SGM would be posted on the DT website.

DL and RE were thanked for their presence and contributions, and then left the meeting.

3. FCB Report

ES had tabled a report and MB had tabled notes on the 27 April FCB meeting. ES said that NA had today announced the released players and is working on new signings. *This section has been redacted.*

MD asked about the potential corporation tax liability. ES explained that this arises as a consequence of our group structure. If the football club makes a taxable profit, it can bring forward tax losses made by it in previous years and offset those losses against the profit made in the current year. However, the stadium company receives licence fee income from the football club and thus generates a profit. Current year losses made in the football club can be offset against profits in the stadium company, but losses carried forward from previous years cannot. The amount of

corporation tax payable may be £8,000, but ES is taking advice as to whether this can be mitigated e.g. if the licence fee can be reduced. *This section has been redacted.*

DG congratulated ES for progress achieved with South Thames College.

JL recorded thanks to all concerned in achieving the Family Excellence award.

ES confirmed that Ryan Sweeney had been put on the shortlist for the Republic of Ireland under 18s, and Alan Cork had come to the home game at which Ryan had started and was Man of the Match. This was a routine visit on behalf of the English FA where any 17-year-old who was playing for a league team would be watched.

NH asked about Academy sponsorship. ES said that IH will try, but it is likely to be difficult. There was discussion about ethical issues in sponsorship. It was agreed that ES will bring any proposed sponsorship to the DTB before it is agreed.

ES reported that the Foundation now has a bank account.

The FCB Management Accounts were considered. MD noted that the date when the forecast was made is not shown – ES to supply date now and in future.

ES said that the budgeting process is behind schedule. What they have done is to take last year's budget, then strip out the receipts which are unlikely to be repeated (FA Cup run, Chelsea Friendly etc.) and take into account the known extra outgoings (e.g. increased rent for training ground) and any known extra income (e.g. increased payment from the FL) and work out what should be provided from the super profit generated from the FA Cup in order to subsidise the anticipated lower income for the forthcoming year. The amount of this provision is going to be around £150,000. The budget will be presented to the June DTB, although ES will be on holiday then.

JL asked about the shortfall in player contributions in the Youth Development Programme. ES said that the kit payments had been incorrectly accounted for – this will be amended.

DG asked if there has been attrition in WAW contributions. ES said this was slight, but it was agreed that WAW requires some effort from a broader group of people. It was noted that raffles, dinner, and the auction have produced £7,000. It was agreed that WAW should be pushed again this year. ES said that the FCB are looking at ways of generating more funds, including WAW, commercialisation of the Academy, and the Dons Draw.

4. Minutes of meetings

a) 20 April – DH asked for his redactions to be approved. These were agreed subject to making a further check with ES.

b) 3 May – Subject to getting any further comments on MD's draft minutes, DH will produce redacted version. These will include the Dons Trust Priorities.

c) 9 April SGM – these were approved subject to comments already made to DH (which included omission of the third sentence of the third paragraph under the heading of timing). RC to be advised

of amendments and post final version on the DT website, to be used as basis for next round of consultation

It was agreed that Board Member Activities be published as part of the minutes for each meeting

Action: DH to action the update and publication of minutes per above.

5. AOB

a) Next meetings 16 June and 15 July. IH to be confirmed for 15 July. The agenda for 16 June to cover Communications and the Election process

b) Additional meeting – DTB to meet directly after the meeting with Ks on 28 May

c) MB has a range of options for the DT Stall – price range £5,000 to £10,000, which board members can inspect

d) MD owes the board a further report on the ticket pricing survey which he will prepare over the summer with a view to publication

e) DG is now progressing the recruitment of a Volunteer Liaison Officer with David Charles, setting up interviews and following up on those who had previously expressed an interest

f) DH will renew the SD membership

g) MB reported that KS has found the old job description for the Dons Trust Secretary role and will send it to MB who will then get DH to update it. It will then be possible to search for a replacement including by advertisement.

Action: KS to provide MB with job description, then MB/DH to update it and circulate to the Board.

The meeting finished just after 10 pm.

DTB MEMBER ACTIVITY SINCE BOARD MEETING ON 20 APRIL

Matt Breach

- Further research into potential solutions to upgrading the DT Match Day Stall including obtaining two indicative quotes.
- Attended FCB meeting and produced notes.
- Organised additional DTB meeting for May 3rd.

Mark Davis

- Organised raffle at Cheltenham match. This raised nearly £1,250, the most successful matchday raffle to date, possibly reflecting the popularity of the Bayo-related prizes.
- Have worked with Restricted Actions Communications working group (Roger Evans, David Hall, David Lloyd) to produce advice for the 12 May board on communications strategy for the Restricted Actions

David Growns

- Met with Kingstonian Chairman to discuss supporter engagement
- Planned and presented a Kingstonian engagement event with Kingstonian Supporters Club

Jane Lonsdale

- Youth engagement: Haydon Page - Coordination of Cheltenham Haydon page in matchday programme. Undertook feedback survey of some young fans at the Cheltenham game on the Haydon page – fed results back to Editorial team. Video of Bayo on DT website and OS on 5th May (1541 views to date (10/5).
- Fundraising: sold raffle tickets before the game vs Cheltenham and at the End of Season Dinner.
- Webjam: collating list of names for User Group, setting strategy for that, Phone discussion with Webjam re ongoing issues of accessibility and glitches on the system.