

Dons Trust Board

Minutes for DTB Meeting – Wednesday 17 September 2015 7.30pm – redacted version

at the Cherry Red Records Stadium President's Lounge

Members	Invited
Matt Breach (MB)	Erik Samuelson (ES)
David Growns (DG)	Rob Crane (RC) (Secretariat)
Jane Lonsdale (JL)	Rob McGlinchey (RM) (Secretariat)
Mark Davis (MD)	Daniel Norris (DN), Hogan Lovells
Nigel Higgs (NH)	David Hall (DH) (Secretary)
Roger Evans (RE)	

1. Apologies & Introduction Of Rob McGlinchey

Apologies had been received from Moorad Choudhry (MC), Zoe Linkson (ZL) and Sean McLaughlin (SM). Rob McGlinchey, who will be replacing David Hall as Secretary at the AGM, was introduced to the DTB and those that were invited to the DTB meeting.

2. Agree Following Minute On Resignation Of Kris Stewart & Co-option Of Roger Evans.

The DTB noted the resignation of Kris Stewart following the last DTB on 20 August. The DTB subsequently agreed to co-opt Roger Evans as a result of the casual vacancy in accordance with Rule 62b, noting that the post will be vacated at the next DT Annual General Meeting.

3. Presentation By Dan Norris Of Hogan Lovell On Chelsea F.C. Contract.

DN began by noting that the 'Back In Two Ticks' campaign did a good job of summarising the commercial transaction with Chelsea F.C. The sale contract, which is bespoke due to the football related issues of the transaction, is largely agreed subject to a few points outstanding which could take up to two weeks to overcome. The agreement is stand alone and only relates to Kingsmeadow, with the conditionality of the sale not happening until the new ground agreement has been entered into and gone unconditional.

Issues Outstanding

The issues outstanding relate to payment, ground share and completion timing.

Payments

In terms of payments, DN noted that the payment structure involves a payment being made upfront to AFCW from Chelsea on exchange of contracts with the bulk then paid on completion. *This section has been redacted.*

This section has been redacted.

Completion Timings

This section has been redacted.

DN noted that there is also the added element of the Football Stadia Improvement Fund (FSIF) granting funding that will ideally flip from Kingsmeadow to the new lease. DN said that if the proposition is to sell Kingsmeadow and not get a lease until 6-8 months on the new ground, then it is not so attractive to AFCW. NH asked ES what sense he has of the FSIF flipping the funding to the new stadium. ES said that he has talked to AFCW's relationship manager and the FSIF's lawyer and they went away satisfied they had the whole picture in being able to present the case for agreement in principle. The case goes to the FSIF board and then a subset of the board.

This section has been redacted.

Viability

DN then went on to discuss viability, pointing out that the agreement between AFCW and Chelsea F.C. has a condition surrounding viability. *This section has been redacted.*

This section has been redacted.

This section has been redacted.

Risks

MB asked DN whether there are any other particular risks to the deal that he could foresee and what further risk mitigation plans need to be considered. DN said one risk surrounded the repayment of the £600k payment, since should AFCW be unable to repay the amount within three months then interest will be added to the payment. The window between the sale and acquisition of the new lease also needs to be stitched together.

MB sought clarification on the loan of £600k and at what point AFCW will find out whether it would have to pay the amount back, given that it is likely that money would already have been spent. ES said that further analysis should be given as to how much of that money would have been spent. *This section has been redacted.*

MD asked DN whether the lease for Kingsmeadow is now agreed. DN confirmed the lease has been agreed that sees AFCW playing at Kingsmeadow until the end of the 2017/18 season. *This section has been redacted.* DN said that the agreement surrounding the lease intends to leave AFCW in the same position if the club still owned the ground.

AFCW would have full responsibility for the ground, full responsibility for the maintenance, the pitch, the structure and continue to have full access to bar/commercial revenues and, technically, still be the landlord of Kingstonian.

DN said one area of discussion within the agreement is that Chelsea F.C. should be entitled to insure the ground whereas AFCW does currently. DN indicated that he has no problem with the logic of the request so long as the insured risks are adequate for our purposes and that the cost of that insurance doesn't escalate

beyond what AFCW currently pays. ES said Chelsea F.C. have been given the terms of AFCW's current insurance policy.

Kingstonian

DN added that deferring the lease brings up the issue of when Kingstonian F.C. would have to leave Kingsmeadow and who is responsible for them leaving so to avoid a breach of contract. *This section has been redacted.*

JL advised DG to provide Kingstonian F.C. fans with notes of the meeting that the Dons Trust had with them earlier this year in light of comments being made in online forums and on social media. DG said he would provide details at the next Kingstonian Supporters Trust meeting on Oct. 8.

Action: Once negotiations with Chelsea F.C. have been concluded, and the contract is agreed upon, ES suggested that the DTB should vote to authorise Ivor Heller and himself to sign on behalf of AFCW Stadium. DN noted the contract will likely be finalised in the next few weeks. *This section has been redacted.*

4. Other Stadium Update

ES said Merton's second consultation started on Sept. 11 and will last for four weeks. A planning committee meeting is likely take place in the first week of November. The meeting will be open to the public but is not a public meeting, meaning that AFCW representatives can't speak unless nominated to do so.

ES noted a meeting has been arranged with Galliard and Savills to discuss Merton Council's draft s106 agreement. *This section has been redacted.*

Dons Trust Communication With Merton Council / SW17, SW18, SW19 Respondents

This section has been redacted. ES has suggested to MB that the Dons Trust write to Merton and separately suggested that only fans within the direct consultation area write to the Council (ie those who live or work in SW17, SW18 or SW19).

Action: MD suggested the DTB write to Merton Council in support of the move, while DG said that the Dons Trust should call out the number of members it has in the local postcodes. JL added that the letter, to be signed from MB, could also refer to the survey last undertaken by the Dons Trust that covered moving back to Merton. ES and MB agreed to work on a draft letter to Merton Council.

5. Final Draft Minutes From 20 August Meeting

DH noted that he had several comments from members and would be finalising these including redacted items. JL highlighted the misspelling of a name in the minutes and will flag to DH. *This section has been redacted.*

6. FCB Monthly Report (a) and (b) Report from ES

Banning Order

MB asked why the fan that assaulted the MK fan was not given a banning order by the League. ES said that applications have been made on behalf of AFCW by the police but they haven't been successful. ES added

that another football club director has reported difficulties in obtaining banning orders. The fan is banned by AFCW and will remain banned, noted ES.

This section has been redacted.

Football League Meeting: Sept. 17

ES reported that the most recent Football League meeting had taken place earlier that day and noted the issue of artificial pitches was resurrected during the meeting. ES said that the Football Conference (the National League) had introduced artificial pitches. He said that there isn't a push for artificial pitches to be introduced in the Football League at present but some League 2 members were willing to support the proposal if firstly, there is a clear route what would happen when going through to League 1 and secondly the League had the full support of the LMA and the PFA. *This section has been redacted.*

Parachute Payments

DG asked ES to provide an update on discussions surrounding parachute payments. *This section has been redacted.*

JL thanked ES for the communication surrounding costs covering players' overnight accommodation.

7. Restricted Actions Process Update (a) and (b): MD

MD led the discussions, confirming the final preparations for SGMs on Tues 22 and Thurs 24 Sept and run-through. The information pack had been sent out to Dons Trust members. MD thanked all of the people that have put in effort to the restricted actions process including the 'leafleters' and the volunteers who had helped with the mailing despatch. NH led other members in thanking MD for his efforts in the restricted actions campaign.

MD said that in order to prompt the Restricted Actions process AFCW PLC needed to write to the DTB regarding its intention to take the proposed sale of KM to the forthcoming AGM so that it has authority to enter into the sale. ES agreed to draft a letter from the Chairman of AFCW PLC. The letter would also agree to support the related administrative costs.

MD said that the 'Back In Two Ticks' leaflets will stand alone from other documents in the Notts County programme. BITT t-shirts would be available for DTB members at the Dons Trust kiosk prior to the game.

MD assigned DTB members to different areas of the restricted actions campaign at both SGMs. Questions submitted prior to the meetings will be handled through a dedicated email that DTB members will have access to. MD asked that if a DTB member takes ownership of a question, that he/she puts it in their dedicated folder, quality assure it with a DTB member or ES, send the answer out and copy MD in. MD said it should then be filed in the processed thematic folders. MD will be collating questions in a dedicated FAQ document for members that will be updated periodically.

MD emphasised that DTB members have to be at the SGMs. MB said he may arrive late to the second SGM due to travel plans. MD said DTB members will be expected to wear 'Back In Two Ticks' t-shirts, and that RC will be taking pictures at the event. The format of the meeting will be made up of brief introductions, a PowerPoint presentation and opportunities for Q&A. The aim of the presentations should be to show members that AFCW can achieve objects, i.e. buy a stadium, improve a stadium, etc, to inform them of the

process and to get them to vote. MD asked members to review the presentations, and feel free to be prepared to highlight questions during the SGM.

MD is bringing along the necessary resources (i.e. projector), while DG will be providing stationery. MD suggested that MB conclude the meeting with a comment that the DTB is recommending members vote 'Yes'.

A week prior to the close of votes, members will be telephoned to be reminded to vote. MD asked for DTB members to give their availability in the w/c Oct.13 to do some phone calls to members. MB asked whether, in terms of electronic votes, there is a simple way of accumulating the votes. DH confirmed this and said it will be monitored daily.

JL said the DTB should be encouraging Dons Trust members to vote early as it runs the risk of people thinking they can put their hands up or hand in their paper at the AGM, meaning a lot of money and effort would have been wasted in appointing a telemarketing prior to the deadline of the second round of votes. DH added that reminders will be sent out to members to vote.

8. Election Steering Group: Final Election Papers & Timetable

DH reminded the Board that Chair of the ESG, John Dolan, had presented the proposed election process to the Board in June. The revised papers now circulated took on board the suggestions arising from that meeting for this year's election.

A further meeting was held on Sept. 9. John Dolan has agreed to chair the group again and Neil Springate (from Fulham Supporters Trust) has agreed to be the independent person. Julian Edwards and Tudor Jennings have also joined the group this year.

DH explained that in order to stand nominees have to be a Dons Trust member at Sept. 30. Nomination forms are due to be dispatched on Oct. 1. Closing date for nominations is Oct. 17. There are six vacancies. The sixth vacancy is technically only for one year and the group has proposed that the successful six candidates agree between them who the person is standing for one year. If the candidates can't agree then the person that finishes sixth will be given the one year tenure.

MD asked MB whether there will be any communication as to what qualities are expected from a DTB member. JL added that last year it was communicated that the DTB has 12 meetings a year but there have been more than that in 2015, adding that otherwise you could end up with a DTB where some members are unable to make the meetings.

DH said that an article will be put on the DT page of the Barnet programme. This would highlight what is expected of a DTB member. DH added that online hustings are being organised via WDON and a provisional date of November 22 had been set. John Dolan is looking at other ways of engaging with members including through a podcast. The DTB members not standing this year agreed the revised Rules and Timetable.

Action: DH to finalise despatch of nomination forms and arrange for John Dolan to liaise with MB regarding the Barnet programme.

9. Attendance at DTB meetings

MB led the discussion surrounding the implementation of the constitution where if a DTB member does not attend three consecutive meetings then the remaining board members will make a decision on that DTB member's future. JL noted that not turning up to DTB meetings is one element, but not contributing to the work of the DTB is also a matter that needs attention. JL added that missing three consecutive meetings is not acceptable, it's not transparent and it needs to be addressed by the rest of the board.

DH raised the issue that the DTB required a minimum of eight elected members and indicated it may be necessary to review the constitution to ensure that it remains operational. A new board membership policy needs to be developed.

DG noted that he preferred having missing three meetings as the trigger point to discuss a DTB member as it is an indication of a problem and allows the DTB board to have the conversation. MB added, should a member not come to two meetings and then apologise for missing the third meeting in advance, then you have that member on the agenda for the third meeting. DG added that with the election of the new board members their attention should be drawn to that clause in the constitution and that it will be implemented.

Contribution To The Work Of The DTB

MB said a lot of the work done at the DTB is ad-hoc and trying to find members to volunteer can be challenging. JL raised the point that members are asked to log in to 'Don't Lose Your Voice,' and manage that but too few DTB members update it. JL noted that the constitution needs an overhaul and priorities need to be set for next year.

MB noted that there should be an agenda item on the January meeting for re-setting the year's priorities. Those up for election should also be informed of next year's dates when they are.

MB said that one of the things the DTB must ensure in January is who should be co-opted if we are trying to achieve specific goals. JL referred to test user group on Webjam, where one of the things that has come out from the group is the myth that DTB members have particular roles. JL added that there is a desire for engagement with the DTB. Dons Trust members want to know us as individuals and want to know what we are doing. MB added that the DTB should work in having co-options in getting specific skill sets and others to be party to discussions around different working groups.

10. AOB

(a) Webjam Update

JL said herself, David Reeves and DG met on Sept. 4, to work out what is essential from an engagement tool. JL had received comments back from both. David Reeves can't make the October DTB meeting so the plan is to provide a paper to the November DTB meeting. JL requested that DH and RM provide 20 mins at the November DTB meeting to discuss the paper and recommendations. The paper will cover Webjam, its limitations and advantages.

(b) DT Kiosk Update

MB announced that there are four sets of keys for the new kiosk. Two sets are kept in the office, so if a DTB member is on manning duty then the keys can be collected from the window. JL said that WiFi needs to be established for the We Are Wimbledon Fund on the day.

(c) Stall Rota

MB has distributed the stall rota for the rest of 2015. MB said that a DTB member should swap with someone should they not be able to fulfil a date. The rota is also on Webjam, so by clicking on the game it should give you details on who is doing the stall.

(d) Sheffield F.C.

The oldest football club in the U.K., Sheffield F.C., is moving to a supporter owned structure and attempting to move back to Sheffield. MB flagged it as a correspondence item.

(e) Other

Junior Dons Christmas Party

JL announced that the Junior Dons Christmas Party will take place on Dec.6, 2015. JL will need volunteers to help with the event and suggested an announcement on the website. She asked that the Dons Trust fund the event as in previous years.

We Are Wimbledon Fund

JL provided an update on the We Are Wimbledon Fund. JL noted that securing a volunteer to handle the accounts is nearing fruition and, as part of the reporting process, will be providing a monthly update on how much has been raised. In direct debits in August, the fund received £5,089.77 and the contributions since May 2015 make it a total including that figure £21,682.77. This includes direct debits and other contributions.

Minithon

MD highlighted that on Oct. 18 the minithon will be taking place. MD noted that the Youth Academy and parents are taking part. It will continue to be publicised and MD has asked for involvement from DTB members in taking part and promoting the event.

Next DTB meeting – Monday 19 October at 7.30pm

DTB MEMBER ACTIVITY SINCE BOARD MEETING ON 20 AUGUST

Matt Breach

- Led recruitment of new Secretary, Robert McGlinchey (inc. formal interview with Mark)
- Organised arrival of DT Kiosk and now completing fit out and “branding”; led DTB team at first 3 home match days.
- Attended formal FCB meeting on behalf of DTB.

Mark Davis

- Extensive activity in finalizing the Restricted Actions information package for members and organizing the September SGM plus associated publicity.
- Interviewed (with Matt) candidate for role of DT Secretary.

Jane Lonsdale

- Webjam: 4/9/15 meeting with David Grows and David Reeves to assess outcome of webjam test user trial and next steps. Developing paper to come to DTB on ongoing member engagement.
- Haydon page: prepared page for Exeter programme.
- Boardroom duty at Mansfield town game on 5th September.