

Dons Trust Board

Minutes of Meeting Monday 19 October 2015 – redacted version

The Cherry Red Records Stadium President's Lounge

7.30 pm

Members

Matt Breach (MB)

David Grows (DG)

Mark Davis (MD)

Roger Evans (RE)

Sean McLaughlin (SM)

Invited

Erik Samuelson (ES)

Rob Crane (RS) (Secretariat)

Rob McGlinchey (RM) (Secretariat)

Michael Hayes (MH) (Secretariat)

David Hall (DH) (Secretary)

1. Apologies

Apologies had been received from Jane Lonsdale, Zoe Linkson, Moorad Choudhry and Nigel Higgs.

2. Final Draft Minutes of 17 September meeting

MB noted that the minutes record (end of section 3) that MB would check whether the majority of directors of AFCW plc and subsidiaries should be DTB members before the contract with Chelsea was signed. DH confirmed that this is a requirement of the DT constitution. Two additional DTB member directors are required to satisfy this. It was agreed that RE and NH should be appointed as directors, subject to NH's agreement.

DH reported that all DTB minutes up to and including July 2015 have been posted on the website.

Action: Any other comments including from ES to be sent to DH by the end of the week. RE and NH to be appointed to FC Boards subject to NH agreement.

3. Confirmation of email minute re inter-company capitalisation

There was discussion about the wording of the minute and the number of shares in AFCW PLC to be issued in exchange for the £150,000 loan. ES said that the shares should be in 15 million 1p Ordinary Shares.

Action: SM to suggest wording for confirmatory capitalisation minute.

4. FCB Monthly Report

a) Stadium

This section has been redacted.

ES reported that he is exploring bank loan possibilities. *This section has been redacted.* SM asked what the maximum loan is that the club finances could service. ES said he does not wish to go above £5 million. *This section has been redacted.*

MD asked whether, if a community share issue took place, that would increase the scope for borrowing bearing in mind that the CSI issue would be quasi subordinated to bank debt. ES said it might, but what he wants ideally is a commitment letter from a bank to lend up to £5 million.

There was then discussion about CSI, and it was agreed that ES should lead on this with MB acting as DTB liaison.

On naming rights, ES said that the preparation has been done but the process cannot start until planning permission is in place. Naming rights proceeds could be used towards stadium building costs in extremis, but this is not desirable because capitalising naming rights will reduce income that could service borrowing.

SM asked whether *[this section has been redacted]* the net cost of having a terrace would reduce in spite of the loss of grants. ES said he thought not, but would ask for the figures to be run again. MD asked whether we could keep the options open in case the Football Stadia Improvement Fund (FSIF) changed their mind. ES said that the tender document would ask for alternative costings for both seats and terrace, but the FSIF has no power to change the law on the matter.

This section has been redacted.

b) KM

This section has been redacted.

MD asked for confirmation that Dan Norris will be giving the DTB a summary of the KM deal before it is signed – DH confirmed that he had promised to do so.

This section has been redacted.

c) Other

ES reported that he is responding to NH's questions on London Living Wage.

NA has signed a goalkeeper on loan from Cardiff who will be able to play against Accrington.

Andy Barcham will be out for six weeks.

There are no current plans to send players out on loan.

The Minithon went very well, with a very good turnout as it included all the Academy boys. Attempts will be made to include the Girls and Ladies next time. The DTB agreed to minute their thanks to Eileen, Jeremy, Kay and their teams.

Gates are down due to the Rugby World Cup.

5. Stadium Update (mostly covered at 4 (a) above)

ES said he wants spending on stadium design to be recorded as an asset in the accounts rather than as an expense. To support the argument for doing so, the auditors are looking for confirmation that the vote to sell to Chelsea will have succeeded. ES has promised to give the auditors an update on the second vote in order to demonstrate approval.

6. Restricted Actions Process Update

(a) MD/DH reported that the first vote is going well – so far well over 75% have voted with 99% in favour. Several issues have emerged from the process:

- i) The need to know who are members (there are 35 members who pay via SO/DD but we have no other contact details- we also need to resolve issues when someone joins part way through the year)
- ii) Some standing order problems (need to encourage switching to direct debit)
- iii) Complications for the club shop in dealing with online credit card payments
- iv) Some members have not received emails (which may however gone to spam folders)
- v) Some members have not understood proxy voting (proxy form for second vote to be improved)

Things have not been helped by the DT website email crashing.

On the positive side, having addressed these issues will assist a future membership drive e.g. we have details of lapsed members who can be approached to renew. Thanks were recorded to John Stembridge for his hard work. DG suggested that a DTB member should assist him.

Action: DH/MB to discuss with John Stembridge possible ways of resolving these membership issues. MB to speak to him.

b) There was discussion about sending out papers for the second vote and liaison with DC and Mandy Bynon. DH did not anticipate any problem. ES to be informed if any arises.

7. DTB Election

DH reported that there are 7 candidates (MB, RE, DG, JL, Colin Dipple, Cormac Van de Hoeven, Tom Adam) for six vacancies so there will be a vote. Manifesto summaries will be going into the Hartlepool programme. Voting commences early November. DH will check with John Dolan about hustings. DG suggested that the materials for the second BITT vote and for the elections should look very different from each other.

Action: DH to check with John Dolan about hustings.

8. AGM 10 December 2015

a) AFCW PLC Accounts

ES said that in order to comply with statutory time limits, the accounts must be finalised and signed off by the FCB at their 4 November meeting, immediately following which they will be sent to the DTB with a commentary, and the DTB must approve and return them to ES by 11 November, in order that they can be printed and sent out in sufficient time before the AGM.

ES said that they are in discussion with the auditors about some issues. *This section has been redacted.* ES is confident that this will be resolved satisfactorily. *This section has been redacted.*

This section has been redacted.

At the DTB November meeting, there should be a resolution authorising MB to vote his AFCW PLC shares.

There was a discussion about voting at the PLC AGM (ordinary or special resolutions, proxies, show of hands, poll demands etc.)

It was agreed that MD will do a procedural note for the Chair of the meeting having checked the provisions in the AFCW PLC Memorandum and Articles.

Action: MD to prepare procedural note. At November DTB meeting, there must be a resolution authorising MB to vote with his AFCW PLC shares.

b) DT Accounts

After they have been signed off by the auditors, SM will circulate the accounts to the DTB. They should be signed before the November DTB meeting. MB suggested that if possible they should be sent to the DTB at the same time as the PLC accounts, i.e. by 6 November.

Action: SM to circulate accounts to DTB when ready, if possible by 6 November.

c) Other

ES will arrange any other standard resolutions that may be required for the AFCW PLC AGM.

ES confirmed that there is no present intention to raise ticket prices for next season.

Action: ES to arrange other standard resolutions for AFCW PLC AGM.

9. Accounting for WAW Fund

ES raised the issue that further administrative and banking support needs to be given to people leading the WAW Fund. *This section has been redacted.*

MB read out the figures which have been adjusted to take account of the different accounting period used by WAW. He will circulate these prior to the next DTB meeting. It was agreed it would be preferable for WAW to have a bank account and to be set up as some form of "Friends of" the DT,

in order to achieve clear separation. This would probably involve forming an unincorporated association with a constitution, committee and signatories.

Action: MB to meet with representatives of the WAW Organisers, and he will circulate the figures. SM volunteered to find out what would be required to be able to open a “society” bank account for an unincorporated association.

10. AOB

a) Kick It Out Dinner

The club has been invited to purchase tickets for a black tie dinner in London on 18 February in aid of Kick It Out at a cost of £150 per person. The FCB have declined on cost grounds. The DTB was not enthusiastic but MB agreed to find out what other fans owned League 2 Clubs may be doing.

Action: MB to take soundings from other League 2 Clubs

b) Stall Rota

It was agreed that during the second leg of “Back in Two Ticks” most DTB members will be available.

c) Food Bank

This has been organised by ZL in the past.

Action: MB to speak to ZL to find out if she can do it this year, if not he will ask Kay Skelton to organise via the Foundation

d) Meeting Rota

It was agreed that the November 2016 DTB meeting should be brought forward by a week in order to comply with timetable for the AGM on 8 December 2016. Other queries on dates to be sent to MB who will consider altering dates if more than one member cannot make it.

MB said the 10 January additional DTB meeting has the purposes of new DTB member familiarisation/induction and discussion of priorities for 2016. The 28 February meeting will be attended by Chris Heald and John Sargent as facilitators to help the board convert the conclusions of the 10 January meeting into a prioritised strategy to be presented to members at the April SGM.

Action: MB/DH to circulate rota to absent DTB members and revise meeting rota in accordance with the above

e) Volunteer Matchday Sponsorship

MB noted that he had not been notified of the volunteer matchday sponsorship for the Morecambe game. ES said that all volunteer group leaders should have been informed and asked to pass on news of the opportunity. Once nominations are received, DC operates a random selection policy.

f) Trinity United Reformed Church sponsorship

MD reported that we had been asked, while dealing with the church regarding the use of their premises on 24 September, whether we would care to sponsor a tree at a cost of £60. Proceeds to be shared between the church and Crisis. This was agreed, cost to be shared personally among any DTB members who wish to make a contribution.

g) Volunteer Coordinator Role

MD noted that the two candidates had not made the grade. DG said that he has agreed with DC that we need to revise the job specification, and is meeting DC shortly to discuss how this should be done.

Next DTB Meeting: Thursday 19 November at 7.30 pm

**DTB MEMBER ACTIVITY SINCE BOARD MEETING ON 17
SEPTEMBER**

Matt Breach

- Back in Two Ticks: Chaired the 2 part SGM, made phone calls to members who hadn't voted yet, manned the DT kiosk on match days and undertook press interviews.
- Attended formal FCB meeting at the Club.
- Recruited volunteer to take on We Are Wimbledon Fund accounting and helped to transition the activity.

Mark Davis

- Active on the second leg of the Back in 2 Ticks campaign and associated comms
- Working on Special Resolution voting mechanics for AGM

David Growns

- Webjam: Meeting with Jane Lonsdale and David Reeves to agree strategy.
- Supporting back in Two Ticks with numerous member details updates, mailchimp mailouts, evening phone calls etc.
- Further meetings with Kingstonian Supporters Club Executive and with Kingstonian Chairmen.

Jane Lonsdale

- Webjam: Meeting with David Grown and David Reeves to agree strategy. Writing paper for November DTB meeting.
- JDs Christmas party – organising the party – adverts now out and bookings being taken
- Back in Two Ticks: phonecalls to members who haven't voted yet. DT kiosk on matchdays. 2 SGMs.
- We are Wimbedon Find (WAWF): agreeing accounting protocols with WAWF team – help organize the 3 Oct sign up day that unfortunately had to be cancelled