



Dons Trust Board

Minutes of Meeting – Thursday 3 November 2016, 7.30pm

Cherry Red Records Stadium President's Lounge

Members

Matt Breach (MB, Chair)
Tom Adam (TA)
Mark Davis (MD)
Colin Dipple (CD)
Roger Evans (RE)
Nigel Higgs (NH)
Jane Lonsdale (JL)
Sean McLaughlin (SM)
Matt Spriegel (MS)

Invited

Rob Crane (RC) (Secretariat)

1. Apologies

Apologies had been received from David Growns (DG), who had given his consent (as required by the Constitution) to an additional board meeting being held at short notice. In the absence of Rob McGlinchey, MD agreed to take minutes. RE noted that he would need to leave the meeting at the break.

2. The Trust Webjam

JL reported that only six DTB members had voted on the DTB Webjam page as to how they wanted to be engaged by members via Webjam. She had proceeded based on the majority of those who had voted but, for Webjam to have its intended effect, DTB members needed to engage with it. The product was working, albeit with some limitations inherent in an out-of-the-box product. JL reported on monthly analytics, including that there are now 454 registered users.

RE noted that it was not possible for him to engage with Webjam on a daily basis and asked if it would be possible to receive an email alert when a matter is brought for his attention. JL confirmed this was only possible in the Forum module where Board members could subscribe to the module and that would automatically send emails to them when it was updated. This was currently being used for the elections Webjam debates and would be the module used following the DTB poll on how they wanted to engage with it. MB's advice was that DTB members should engage with Webjam as and when they can, and make it as interesting as possible.

3. Behaviours at Meetings

Behaviours at board meetings were discussed and DTB members were reminded of the importance of speaking through the Chair and getting the tone of communications right.

4. Year End

Dons Trust accounts

SM reported that the auditor had queried whether the Trust is still entitled to rely on the exemption from producing consolidated accounts. The Financial Conduct Authority have advised SM that, if we and the auditors are satisfied that the statements made in support of the exemption are still true, then consolidation is not required. MD asked SM whether he was content that those statements do remain true. SM confirmed this, the reasons being that: the businesses and aims of the Trust (as a mutual) and football club are very different; consolidation would not make it easier for members to understand the financial position; and the costs of consolidation would not justify the benefits. Based on these reasons, DTB members were content that the conditions for exemption continue to be satisfied.

SM reported that the introduction of Financial Reporting Standard 102 resulted in additional disclosures, as the Trust would not qualify as a small company. However, it remained to be clarified with the auditors whether this applied to the year ended June 2016 or would take effect in subsequent years.

Other points arising from the accounts were that:

- Membership income was up, beyond the level implied by the increase in the number of members, as a result of the introduction of a common membership renewal date;
- Fundraising income was down somewhat as a result of a number of factors, including the Dons Draw and also the absence of a fundraising dinner;
- Erik had been successful in persuading the majority of DT bondholders to extend the redemption date of their bonds.

SM noted that there was a gap relating to the capital and reserves of the subsidiary figures but, subject to those figures being completed, asked the DTB to approve the accounts. They were unanimously approved. The DTB thanked SM for his work in producing the accounts.

Annual General Meeting

MB noted that, in addition to the standard AGM business, there would be a presentation from Andrew Williams on the new stadium.

JL proposed that members should be alerted to the fact that the AGM was following a more traditional format, in terms of location and layout, than the last SGM.

It was not yet known what resolutions (other than the usual statutory resolutions re: approval of accounts etc.) would be put forward for approval at the AFCW PLC AGM, or whether AFCW PLC would be asking to capitalise amounts owing to the DT as share capital in AFCW PLC. MB undertook to liaise with Rob McGlinchey on these points. **(Action: MB)**

5. Organisation Structure

The DTB discussed the organisational structure for the Trust and club in light of the new stadium. MD undertook to circulate a paper he and NH had been preparing, which was the update of a paper prepared by MB in 2014.

6. London Living Wage (LLW)

Introducing the topic, NW said that the LLW is a question of what we are as a club, and how we want to be seen. We are a community club rooted in society and, as a mutual, different from other clubs. Those who founded the club were driven by those motives. A number of clubs were becoming LLW employers, so NH had started to look at this. LLW is about reducing poverty. As a club, we should ask ourselves whether we are happy to employ people below the poverty line, who are working in multiple jobs to make ends meet.

NH said that the LLW is an hourly wage calculated based on the cost of living. It was £9.15 / hour when we started looking at it, but this had now increased to £9.75 / hour. There are 1,200 Living Wage employers, including football clubs such as Chelsea, Hearts and FCUM.

The FCB had looked into the cost of paying the LLW but had not considered the potential benefits. Independent reports indicate that the LLW is good for business, families, society and individuals. The Trust had started a debate about ethical sponsorship. NH had no wish to make moral judgments about betting or drinking, but this was a matter of how we are seen.

The DTB had passed a motion last year saying that we wanted the club to be a LLW employer. LLW accreditation is voluntary. Employers decide they want to do it and the Living Wage Foundation (LWF) then helps them through it. The LWF publishes guidelines as to who counts as workers. These include core employees and people who work on the premises every couple of weeks. This is quite hard to work out and there is a spectrum of possible interpretations – from a minimalist interpretation to a maximalist interpretation of, as a matter of principle, paying (at least) the LLW to anyone who works on the premises.

If we were to move to paying additional workers LLW, then there was a question of timing. Additional money had come in from extra DT membership income. The FCB had recommended that all permanent employees earning below the LLW should be paid the LLW with immediate effect. NH now wanted a view from DTB colleagues on the principle and to propose a way forward to talk to the LWF about establishing a road map to LLW accreditation. The LWF has a practical approach and does not want to put obstacles in employers' way. NH had asked them about the new stadium, and their stance was to get the fairest possible pay in the shortest possible time. NH's view was that we should not just take the large number quoted for paying the LLW on the new stadium as a reason to go with a do-minimum approach.

CD said that he was supportive in principle but cautioned that, as a Living Wage employer, his firm had lost business in competing against construction firms that are not. He asked about the situation for volunteers. NH clarified that this would not apply to volunteers but that interns are a different matter. CD further noted that, whilst there would be more revenues at a new stadium, there would also be more costs. NH replied that there is a reputational benefit which can be helpful to growing the business.

MB said that he agreed with the aspiration but had been concerned by the practicalities and had therefore not previously supported seeking accreditation. It was a different matter if accreditation could be secured by paying permanent staff the LLW and agreeing a route map to covering all the other areas. He thought we should be a full LLW employer by the time we move into the new stadium and should have a route map for getting there. On the new stadium, bidders' status as a LLW employer might be a criterion in contractor selection but it was difficult for a small business such as AFC Wimbledon to ensure compliance in practice. The principle should therefore be to go for accreditation as quickly as possible without shooting ourselves in the foot. We should talk to the LWF about a route map to accreditation but it was not practical to do everything right now.

RE agreed that all of the club's staff should be paid the LLW.

MD agreed with the overall approach of a route map and that people who are working for money, rather than as quasi-volunteers, should be paid the LLW. However, he was concerned that including the new stadium would run the risk of narrowing the competition, given the specialist nature of stadium construction and the difficulties of ensuring compliance. NH pointed out that compliance is based on whistle blowing rather than an audit, so non-compliant contractors would be revealed. He considered that we should not take the claimed extra cost and complexity at face value and should investigate objectively whether it really does jeopardise the outcome of the procurement process.

JL said she was still in favour of becoming an LLW employer. We should not look to minimise the costs of compliance but extend the principle to all our workers. There were debates on social media including Facebook and Webjam as to why we had not already done this. We needed to engage the LWF on how to reach accreditation.

Further points were made by DTB members in discussion:

- RE did not favour stipulating the LLW for stadium contractors but felt that bidders could be asked about the implications. TA also echoed caution on the stadium and felt it would be going too far to say we would not accept non-LLW bidders. NH clarified that this had not been proposed;
- RE speculated that the implications of paying waiters the LLW might be an increase in the price to be charged for pre-match meals;
- JL asked whether, given questions had been asked of election candidates regarding the LLW, the issue should be put to the membership. NH noted that it would be better to pre-empt a members' motion on this;
- NH proposed that, if we were to proceed to work with LWF on a route map to compliance, then this work should be led by the DTB rather than the FCB;
- SM sounded a note of caution regarding testing the membership on the issue, given the low level of voting on most issues presented to members. He was wary of jeopardising the new stadium and felt that most members would feel likewise;
- If we were to move towards compliance, then any extra payment to external contractors should await the expiry of the contracts. This was on the assumption that no contracts would last beyond the end of the current financial year, which was a point to be checked;
- MB felt that interns should eventually be included in the LLW but SM disagreed on the basis that they are using their internship to get trained.

After discussion, it was unanimously agreed that:

- All employees and internally contracted workers should be paid at least the LLW, and this should happen as soon as possible;
- (Leaving aside the new stadium) external contractors' staff working on club premises should be paid at least the LLW once contracts are renewed;
- Further work is needed on the issue of the academy volunteers, as the cost looks high;
- We should engage the LWF with a view to producing a route map towards full compliance;
- The issue of the new stadium should be parked for the time being.

NH said that, if re-elected, he would offer to be the DTB member responsible for taking this work forward. The DTB thanked NH for the work he had put into this issue.

RE departed the meeting.

7. DTB Role / ToR Progress Update

Survey / Strategy

MB reported that he had met with Mike Chalk. Mike would be reviewing the paperwork from the 2013 strategy review to ascertain which of the actions had or had not been implemented. The paper would then be circulated to the DTB, with a view to deciding what to take to members. A NEF-style (participative decision-making) process might be part of that, and this could be led by the survey working group.

The survey working group was up and running and, under DG's lead, a survey on ethical sponsorship would be launched imminently.

Membership

MS reported that the membership survey was ready to launch. The survey, which would be via Survey Monkey, would ask about the membership package and what benefits people would like to see. The survey would be aimed both at members and people who are not yet members. JL suggested that Webjam could be used to host the survey for members. The aim was to coordinate with the club on social media to support the survey. One possibility would be to help people vote on matchdays, using an iPad.

Further points raised were that:

- There would be an open question about whether members would be willing to pay more for membership benefits but no specific fee increments would be quoted;
- The questionnaire would have space for respondents to provide free text comments;
- The survey would not be completed in time to report results to members at the AGM, but a general update could be provided at the AGM.

MS would circulate a Word version of the survey questionnaire for DTB members to comment on, if they so wished (**Action: MS**). This could be facilitated via the Board Webjam. However, no further DTB approval was needed in order to launch the survey.

MS had met John Stembridge to discuss the proposed membership packs. John was keen. Providing a pack, with common branding for Trust and club, should bring greater alignment between members and fans and help to turn non-member fans into members. The pack could not be launched until decisions have been made on Trust and club branding and until a decision had been made on membership benefits. The cost of the pack (inclusive of design) was indicatively £1,000 - £1,500 for 5,000 copies. NH said that it would be necessary to resolve the relationship between Trust and club in order to agree the branding and messages to underpin the pack and asked whether that should be part of the remit of the organisational work led by MD and NH. MB suggested that that was a topic to pick up at an early meeting of the incoming Board in the New Year.

MS reported that a note had been sent by John Stembridge to approximately 400 lapsed DT members.

Fundraising

TA presented the fundraising paper, which had been produced with a team of volunteers and with comments from Erik. It was intended to cover all discretionary fundraising, i.e. not including commercial (such as AFCBay) or financing (such as crowd funding) across the whole organisation. A range of sources had been explored, and the way in which those sources are used by other clubs and bodies.

TA mentioned a lottery scheme, organised by MyLotto24, which is used by a number of clubs. There is one overall lottery but the marketing of tickets is tailored to each club. Participating clubs receive 26% of gross proceeds.

Other sources to consider were: scratchcards (used by Norwich), donations (the main source for rugby clubs), legacies (used by scouts) and grants. We should also look how to increase income from our current activities. We had raised around £2½ million through fundraising since the club had been formed. The team felt that, given our ambitions as a club, we should be looking to raise around £3m over five years.

The following points were made in discussion:

- SM noted that further detail was needed on the proposals. He also noted the extensive emphasis put on different forms of lottery / betting, which need to be considered in the light of the DTB's recent deliberations on this issue and felt that the manpower implications of these various schemes needed to be considered;
- JL suggested that Supporters Direct's materials on fundraising should be explored, as they have a range of initiatives. She also questioned how the aim of raising the same amount of money in half the time as the previous fundraising was set;
- NH noted that there was an implicit assumption that new initiatives such as a lotto would not detract from existing schemes such as the Dons Draw. There was a risk that schemes offering us a high retention of proceeds (such as Dons Draw) could be cannibalised in favour of a lottery scheme offering us a lower level of retention;
- MS noted that the move to the new stadium would offer new possibilities, such as brick sponsorship and paid tours of the stadium.

After discussion, it was agreed that TA would pursue the options presented in the paper in further detail, to be brought back to the DTB in the first quarter of 2017. The DTB confirmed

that there were no objections to TA beginning a dialogue with MyLotto24. **(Actions: TA)**
The DTB thanked TA and his team for producing the paper.

8. Fanzines / Podcasts

9yrs podcasts

MB reported that the 9yrs podcast were offering to lead a DTB-focussed podcast every couple of months. MB doubted the practicalities of this but felt that getting one or two DTB members together every month or so, for a 15-20 minute session, might be more realistic and would be happy to give this a try. RC noted that consideration had been given to doing podcasts via Webjam and that the proposal was for 9yrs podcast to give two days' exclusivity to their podcast via Webjam before putting out to wider release. MB would speak to the 9yrs podcast about their offer **(Action: MB)**.

General Rules

MB noted that AFC Wimbledon, as a fan-owned club, encourages more fan interaction with players than other clubs. The question that needed to be asked was: how much interaction was appropriate, and what were the pitfalls of players saying the wrong things?

MS observed that, if the club had a press officer, it would be standard practice to have the press officer attend interviews so as to intervene if subjects that are off-limits are introduced. It also meant that media that put forward troublesome questions could be denied access in the future.

MB suggested that we need to have a protocol setting out what the DTB would like to see on this, and why. MS offered to produce this working with JL **(Action: MS and JL)**.

9. AOB

Checktrade Trophy

The DTB agreed the position that ticket sale revenues from matches played against under-23 sides should continue to go to charity, regardless of how far the club proceeds in the competition. However, it was suggested that the AFC Wimbledon Foundation should be the beneficiary in future, rather than other charities.

EFL Fans Consultation Meeting Feedback

MB had been to the inaugural meeting of this the previous day. He had not learned anything new, having heard the information at the meeting with club owners. The EFL maintained that the Checktrade Trophy was a success.

Other matters

MB reported that Rob McGlinchey is overstretched and is finding it difficult to attend DTB meetings in person, even though he is able to work remotely on DT business and to service the AGM. Rob would be meeting a potential deputy / successor the following day, with a view to sharing the workload.

JL noted that draft minutes for the September DTB meeting had still not been made available to DTB members, with the consequence that attendances were not disclosed on manifestos.

The voting forms were due out the following Monday, and there was a risk of not adhering to the election timetable. MB noted that not much could be done about this.

SM reported that approximately 40 words of his 120-word candidate statement had been omitted from the matchday programme and was aggrieved that this would give the impression that he had not put much effort into his candidacy. This should be rectified, including an apology, in the next matchday programme.

SM also felt that the elections should be held on an all-out basis every other summer. MD noted that, since annual reports are presented at the AGM, it was important to make sure that this was permissible, and SM offered to investigate this point (**Action: SM**). Noting that SM's proposal would involve either truncating or elongating some DTB members' term of office, NH asked for this topic to be put on a DTB agenda in the near future.

MB reported that the Ladies' and Girls' sections had adopted a single constitution covering both sections. This news was welcomed by the DTB.

SM noted from DG's report of the FCB meeting that the away game against Milton Keynes clashed with a Kingstonian game and asked whether it might be possible to have access to one of the bars for screening the game.

SM asked what the drop-dead date was for finalising the DT accounts, given the open issues regarding FRS102 identified earlier in the meeting.

JL reported that the Junior Dons' party was taking place on 18 December and asked for volunteers to help with this.

The meeting closed at 10.45pm.