

Dons Trust Board (DTB)

**Redacted minutes of meeting held at 7.30pm on 9 July, 2018
The Cherry Red Records Stadium, President's Lounge**

DTB members

Matthew Breach
Mark Davis (Chair)
Colin Dipple
Roger Evans
Nigel Higgs
Tim Hillyer
Jane Lonsdale

In attendance

Erik Samuelson (Club CEO)
Hannah Kitcher (Secretariat)
Andrew Howell (Secretariat)
Roger Edmonds-Brown (REB)
(Secretariat)

1. Introduction and apologies

Apologies were noted from Board members Cormac van der Hoeven, Sean McLaughlin and Charles Williams. It was noted that Sean was unable to attend as the meeting was rescheduled from the original date. Apologies were also received from Joe Palmer (Club COO) and Tom Brown (DT Secretary).

Roger Edmonds-Brown was welcomed to the meeting as the minute-taker.

(Secretary's note: these minutes follow the order of agenda items, and the running order of discussions was different.)

PART 1 – WITH FCB REPRESENTATIVES

2. FCB Report

The DTB had received Erik's regular monthly report from the Football Club Board. A number of topics from the report were raised by the board.

Finance

Erik said that the timing of the release from his current employer of the new **Financial Controller**, Tom Rawcliffe, was dependent on them finding a replacement. Erik said that Tom was a graduate and KPMG trained accountant, who had taken an MBA in Football Operations at Liverpool John Moores University to be able to move into a career in sport.

Merchandise

Tim said there had been Wi-Fi issues in Centre Court on the Monday of the kit launch which affected transactions, but despite this, sales went well.

CRM database

Jane was concerned that the continuing difficulties of integrating DT membership into the customer database were having critical knock-on effects on invitations to members to join Webjam, and Matt pointed out that DT renewals needed to be done in August.

Action: Mark to follow up with Joe Palmer in relation to the Dons Trust Membership implementation

Operations

Tim questioned the proposal to sell drink at the turnstiles, and Erik said this could be covered by an extension of the drinks licence.

Football

Nigel wondered why the Club was going back to the Surrey Senior Cup this year, and Erik said it was simply easier to do travel-wise, and this cup had a more flexible approach to the timing of fixtures.

Roger asked about recent player recruitment, and Erik said a loan right back Tennai Watson, 21, and Scott Wagstaff, a wide midfielder, had been brought on board.

Mark had received the GDPR traffic-light rated status from Joe, and wished for his thanks to Mike Berry to be noted. As the report had just been received, this matter would be revisited, said Mark.

Nigel thanked Erik for the update paper from Neal Ardley on the Club's strategy for player recruitment for the coming year. Nigel said it was a step in the right direction towards understanding where the increased budget was going and being able to measure effectiveness of the strategy, and he was pleased to see the focus on reducing the average age of the squad. The wording of Neal's – "*By Wimbledon values we mean committed, dynamic and young, with a strong representation of local and home-grown players wherever possible, but they must meet the standards*" - was particularly welcomed by board members.

Erik agreed to provide the positive feedback to the proposed approach to Neal. The board suggested that the Club also make the approach known to fans via the Club's website and match day programme.

Action: Erik to arrange for Neal Ardley's player recruitment plan to be published, possibly in the programme notes initially, and then wider.

There was discussion as to whether or not aiming for younger players was an objective in its own right. Colin said he didn't just want the team to be an 'under 23's' for following a youth policy, and Matt said he wanted the best team we could get. Nigel preferred a youth strategy, where, as an example, backups to the first team would consist of young players. Nigel felt it would be

helpful for the board to understand the age profile from last season so as to be able to compare how well the announced strategy compared this season.

Action: Erik to compile the stats from last season of the first team's average age compared to this season.

EPPP Audit Summary

The board thanked Erik for the summary of the Elite Player Performance Plan (EPPP) audit. Matt said the website piece emphasised the positives, and Nigel agreed, and asked if the board could have regular updates on progress to achieving the required targets to achieve compliance. Mark agreed and asked Erik for quarterly updates to be given to the board.

3. Stadium Update

Erik introduced this item by saying that we were likely to have prices from Scotts (the contractors for the new stadium) soon, which would help with consultation of optional extras with fans.

Roger asked if the contract with Scotts had been signed yet, and Erik said that Scotts were conducting a series of workshops to finalise the build cost and that the signing was four to six weeks away. Mark asked if the Club still had the right to tender elsewhere if the price was too high, and Erik agreed that was possible.

Jane said a number of fans had asked about the delay of the **CCTV** because of rising costs, and Erik said the implementation was probably a few weeks away, particularly as Chris Mappley had been distracted by the IT tender.

Mark said there were three sets of **stadium consultations** to be undertaken: a Restricted Action to permit a share issue in AFCW PLC (i.e. the proposed crowdfunding); optional extras and cosmetic design elements of the stadium; and stadium operational issues. Roger added a fourth, i.e. an overview of all communications and how the Club deals with them and proposed that the Engagement & Communications Group should lead on this as a communications strategy was needed for the stadium as soon as possible.

The board then discussed **crowdfunding**. The intention was to be ready to launch this in late September. Roger explained that the proposal for the first stadium consultation with Dons Trust members would be to seek endorsement for the crowdfunding, as issuing new shares in AFCW PLC would be a restricted action according to Dons Trust's Rules.

It was agreed that the amount of investment available to any individual participant as a percentage of the Club's worth, and the extent of voting rights, would have to be considered in more detail at another time. As Erik had pointed out earlier, the prospectus could be written so that the Club would have the right to scale back on any individual investment if there were concerns about an investor. Matt felt that the DT must be clear to the

membership in the restricted action consultation, how much of the Club was being put up for investment.

Action: Erik to liaise with Crowdcube regarding participation.

Erik also advised against being too limiting on the allocation of shares at this stage, reminding the board that the Club were prepared to sell shares conferring up to 25% of the votes at the time of the original share issue in 2003. The Trust would be retaining at least 75% under the crowdfunding.

Restricted Action

Roger, along with Mark, David Hall, David Lloyd and Tom Brown, had met to discuss the options, in discussion also with Erik and Mick Buckley, and had worked through a viable timeline. The vote itself must get 50% of members to vote, and 40% of the total membership to be in favour.

The plan would be to send out a communication to members at the end of July¹. Mark said that he would put together a 150-200 word news item on the restricted action for the matchday programme. Roger said the group had been aware that this would impinge on the holiday period, but it was felt to be a risk worth taking, particularly as 87% of DT members had emails.

Jane felt there was a timing problem, not just with holidays, but also clashing with the DT renewals season. Furthermore, if there was a consultation on a Restricted Action before any further communication on stadium consultations, then that would be a problem. Matt, however, suggested the consultation could be rolled into the membership campaign, and could allow for DT membership cards to be picked up at the kiosk and at the same time members be asked to vote. Mark said that, for purposes of determining voting rights and quorum, the DT could freeze the list of members just before the 1 August renewal date. Mark also said the associated paperwork would be finalised between now and the next DTB meeting.

Action: Mark to put together a 150-200 word news item on the restricted action for the matchday programme.

Action: Any board member wishing to add to the Q&As re: the restricted action to email Roger or Mark by 12 July. The consultation is to be sent out at the end of July.

Action: Paperwork regarding the restricted action to be completed by the next DTB meeting. Any questions to be directed to Mark.

Stadium Consultation

The board discussed how best to keep members and fans informed on stadium progress and how to consult them on emerging choices. Roger questioned what topics a consultation would cover, with some on Webjam

¹ Note: it was subsequently decided to postpone this date by a few weeks.

already wanting to know things like which beers would be served, at a time when the stadium contract had not even been signed.

The **recent Webjam comments** from members and how to deal with them were discussed. Roger pointed out he had gone out of his way to respond, and further to meet and talk with some of these members. Jane felt the concerns raised by members on Webjam should be addressed as they were beginning to disbelieve what the Club was telling them. Jane added that, at the April SGM, members were told there would be a consultation by the end of May, and yet nothing had happened since. Nigel felt that the DT had set up Webjam to communicate with members, and they should not be ignored. Matt felt there was a vacuum created where people assumed anything they wanted.

As a result of this debate, the meeting discussed how to address this situation by a communication to the whole membership, not just Webjam subscribers. A new stadium microsite was currently being built and would serve as the forum for the majority of **communications** on the stadium for members and fans. Pending the microsite, the Dons Trust Board agreed to prepare an update for release on the Club's website. Among other things, the communication would make clear that consultations were planned, including on operational matters that affect supporters' match day experience. Mark felt the agreed action covered the need to say something proactive to a wide audience regarding the stadium.

Action: Communications piece required about the position with the stadium (pending microsite). Roger to have first draft, which is to be shared with Colin and Erik. This is to include Roger speaking to Joe Palmer about the microsite.

4. FCB Remuneration

This item to be carried forward as there is not yet a proposal.

5. Merchandise Pricing

Joe Palmer had provided some interim analysis of other clubs' pricing but this was not yet complete because not all clubs had set their prices. Matt pointed out that the Club used to have a policy on pricing in particular for juniors, and the report showed the Club still actually had the cheapest junior kit apart from Newport (and with the adult shirts factored in, the Club was still in the bottom quartile). Nigel welcomed the good news of the youth merchandising policy. Tim pointed out that kit pricing had always been considered a Football Club Board decision/strategy, and it was agreed that Joe should be made aware of past policies, consider the current information and set a merchandise strategy.

Action: Tim to dig out existing merchandise/sales policy and make Joe Palmer aware. Joe to then bring to the next meeting a

proposal for going forward, updated with current figures, in the knowledge of the existing policy.

The board thanked Erik for attending and he departed the meeting.

PART 2 – DTB ONLY

6. Formal adoption of minutes

The minutes of the 19 June meeting were approved.

As a matter arising, Tim noted Jane's comment in the 19 June minutes on the lateness of the AFCW accounts and pointed out that there were also delays to management accounts too.

7. Working Group Update

DTB members provided updates from their respective committees.

Strategy and Organisation Committee.

Matt provided an update from the Strategy and Organisation Committee. They had not yet met but were scheduling a time to meet. Matt had had a couple of meetings with Joe Palmer to discuss what he wants from the strategy and explained the process that the DTB had previously undertaken with the New Economics Foundation in 2010-11. Matt proposed that the Dons Trust should do a mini re-run of this approach, in which we formulate scenarios on which to get members' views. Matt would be going back to the survey working group to recruit volunteers to support this.

Action Matt to approach the Survey Committee regarding strategy consultation.

The board noted that a wide-ranging consultation exercise such as this was needed as it had been more than six years since the last one and it was something the board should consider doing every five years or so. The consultation would cover the big issues but, this time around, would not cover our location as the new stadium is now a given. Furthermore, it would not cover the details of the new stadium as those would be consulted upon separately. Matt planned for the Trust to be in a position to conduct the consultation and feed back results in time for the AGM at Christmas. It was agreed the stadium consultation should be done first, with 'clear water' between that and the strategy consultation.

Engagement and Communications Committee

Jane provided an update on behalf of the Engagement and Communications Committee and noted that there was an article that was ready to go out to announce the new Junior Dons volunteers who had had Disclosure and Barring

Service checks, and would be undertaking their safeguarding training with the rest of Club staff at the beginning of the season.

Charles was awaiting proofs for improved signage to go on the Dons Trust kiosk. Saturday's friendly match at home against QPR was also a 'Women At The Game' event. The board noted its thanks to Anna Slade for all the work she had put into organising and promoting this event.

Action: All DTB members were encouraged by Jane to invite as many ladies as possible along to be involved in the Women At The Game initiative.

Operations Committee

Mark provided an **Operations committee update**. Nigel was in the process of setting up an IT group. Some board members were currently experiencing IT issues in which they continued to receive messages about undeliverable emails. Nigel would be following up a proposal from Chris Mappley to subscribe to an improved version of Outlook 365. Mark agreed to set up a rota for the DT kiosk. Mark noted there had not been any responses to adverts for volunteers to take on responsibility for Golden Goals and would be asking the Club to put up a reminder item on the official website.

Action: Nigel to find out cost of updating DT email accounts (Outlook 365)

Action: Mark to finalise rota for kiosk

Action: Responses required to take over administration of Golden Goals. A reminder is to be sent. Mark to communicate with Golden Goals sellers.

8. Communications

This item to be carried forward.

Action: Cormac to add his report to the June board meeting into the communications thread on Webjam.

9. Supporters Direct AGM

The board had previously agreed that Mark would attend the Supporters Direct AGM on 28 July as the Dons Trust's representative. The board discussed the most substantive item on the agenda, which was the proposed merger of Supporters Direct and the Football Supporters Federation.

There were pros and cons put forward regarding Supporters Direct (SD) merging with the Football Supporters Federation (FSF). Matt said that SD

alone was not a viable organisation and would not be able to survive, and although the staff were very competent, the only option was to go into the merger with FSF.

Jane's opinion was that SD had been there for the Club in the early days, and she believed the new merged organisation would be less multi-sport, and focus almost exclusively on football. Some board members felt they would probably abstain through not knowing enough.

The board agreed to come to an agreement over email as to how the Trust's votes should be cast. Mark suggested three options: vote for the new organisation; status quo; and abstain.

Action: Mark to solicit DTB members' votes by email in advance of attending the SD AGM. DTB members to vote by email regarding new organisation proposal.

10. DTB Ways of Working

The Dons Trust discussed how well the **committee structure** of the Board was performing and whether they had their terms of references right. The number of members and individual level of time commitment varied from committee to committee, as had the degree of progress towards meeting their objectives for the year. Some DTB members felt that sitting on more than one committee was too time-consuming. Whilst more progress had been made than before the introduction of committees, this was in part a reflection of the fact that board members had been working harder, and the current workload was not sustainable.

Consideration was given to possible solutions to the issues raised. Possible solutions included de-prioritising some objectives, shuffling committee membership, advertising to recruit additional volunteers on some of the committees, and ensuring that all committees had a nominated chair. Mark invited committee chairs to respond to the board ahead of the next meeting with suggestions for priorities, and areas which may be amenable to support from volunteers. The Club's new volunteer liaison officer would be invited to an upcoming board meeting.

Action: Each working group, via its Chair or otherwise, to come back to Mark with: how to prioritise working group activities; what volunteers are needed; and with updated terms of reference. Mark to prepare a programme article with an update re working groups.

11. AOB & Date of next meeting

Shirt numbering

Tim reported that there was a new system for printing numbers on the shirts, and as a consequence shirt printing had virtually come to a halt. Tim had already raised the matter at a Structured Dialogue meeting, and he said that he would follow this up with Joe.

The next meeting would be on 13 August.

The meeting concluded at 10.30pm