

Dons Trust Board (DTB)
Redacted minutes of board meeting held at 7.30pm on 10 May, 2018
The Cherry Red Records Stadium, President's Lounge

DTB members

Matthew Breach (Vice Chair)
Mark Davis (Chair)
Nigel Higgs
Tim Hillyer
Cormac van der Hoeven
Jane Lonsdale
Sean McLaughlin

In attendance

Tom Brown (Secretary)
Andrew Howell (Secretariat)
Hannah Kitcher (Secretariat)
Terry Langford (Secretariat)
Erik Samuelson (Club CEO)
Joe Palmer (Club COO)

1. Introduction and apologies

Apologies were received from Colin Dipple, Roger Evans and Charles Williams.

PART 1 – WITH FCB REPRESENTATIVES

Mark opened the meeting and on behalf of the DTB asked Erik to congratulate Neal on his 300th game in charge. Also to congratulate and thank Neal and the squad for keeping the Club in League One and to say goodbye and thank you to the departing squad members.

2. Season Ticket Update

Mark invited Joe to update the DTB on developments since the last DTB meeting. Joe advised that following the feedback received about the letter sent to season ticket holders it had been decided to put on hold the 80% required attendance to enable renewal of a season ticket and that more consultation with the fans/members was required.

Joe advised that it was necessary to drive sales of season tickets for the new stadium. He advised that the general sale for next season had now opened and that there would be a cap of a further 200 season tickets for sale making a total of 3,250. It had been announced that priority for season tickets and choice of location in the new stadium would be offered to fans who hold season tickets in the season before the move. The proposed cap of 5,500 seasons tickets at the new stadium had been communicated to fans.

Joe also advised that the 2018-19 season would be the last time that fans would be able to purchase a 5-year season ticket. Holders of existing 5-year tickets would still be able to top up as usual for the foreseeable future, but the Club would not be accepting any more new applications after season 2018-19.

Tim advised that he thought the strength of reaction to the 80% attendance threshold, particularly on social media, caught everyone by surprise. Besides comments on social media, Joe advised that five letters of complaint had been received; however, he considered that the reaction had now died down.

Nigel felt that the Club should put everything back on the table for consultation. Mark considered that this would be difficult because the Club had already sold season tickets on the premise that priority would be given to season ticket holders at the new stadium. Matt did not agree with Nigel but said the earlier the Club consulted, the better.

Jane considered that the Club had missed a trick in not consulting the fans in the first place. She felt the reason this happened was because the DTB had been given just a few days to read the paper and make a decision and then the Club had allowed itself just two days to send the season ticket letters out thereafter. She did not want the DTB to be put in that position again in the future.

All DTB members agreed that not enough detail had been communicated to the fans.

Mark suggested the next step should be for Joe to present his proposals at the June DTB meeting. The proposals should include more detail about the reason for the changes and what decisions needed to be made and when.

The proposals would then be consulted on with members and fans with detailed explanations of the choices and rationale behind the choices. It was suggested to use Survey Monkey or have an open meeting.

Matt suggested that this would be a good opportunity for a general consultation with the members and fans to find out the sort of club they wanted and how this would tie in with the DT membership.

Tim stated it was crucial that the consultation was not just a yes/no response and that it would be far better to give a range of potential solutions and free space for fans/members to give their own comments.

Cormac felt that things had now calmed down and a survey would feel like the fans had been engaged.

Jane suggested that, in the future, there should be a quarterly open consultation / meeting with the fans. Whilst the DTB might not like what they have to say, it is their experience and their money.

The DTB unanimously approved Mark's suggested way forward.

3. FCB Report

The DTB discussed the FCB report.

Jane asked how the questions that she had asked to be put to Erik before the meeting and that had been answered by email were being reported to members and if they were not going to be recorded in the minutes, then she would wait until the DTB meeting to ask the questions so that they were minuted. She considered that the DTB, being appointed by the members to oversee the Club, should be transparent and that all questions asked by the DTB should be

reported. Nigel pointed out that this was not the case for information reported in the monthly FCB report. Mark suggested that this could be discussed at the separate board meeting in a couple of weeks where fan/member communications was on the agenda.

Tim asked what the bar takings were at the Bury game. Joe advised they were approximately £23k-£24k. Erik advised that, for a normal game, really good bar takings would be in the region of £12k.

Erik reported on pre-season friendlies. A friendly with QPR had been announced for 14 July.

Club Branding

Mark advised that he had circulated the style guide that had been signed off by the FCB.

CRM database

Jane asked when the DT membership data would be integrated into the Club's CRM system. Joe advised that this would be by mid June. It was noted that John Stembridge must be kept in the loop.

GDPR

Discussions took place about the Club's progress in compliance with the impending legislation deadline of 25 May 2018 on personal data protection known as GDPR (General Data Protection Regulations).

The DTB reviewed the report provided and the traffic light system of scarlet, yellow green, scarlet being the most critical. Joe explained how the Club stored data.

Tim advised that the whole GDPR process could throw up unexpected things to consider and that this is exactly why GDPR is being brought in. Being aware of the risk at all times was crucial.

Nigel stated that the DTB would like to see a schedule of how significant the issues are, what would be done to comply with the legislation and when it would be done by.

Mark requested that the Club used the headings in the report and that they would be given an order of priority. At the next DTB meeting a report would be provided which would indicate a percentage of completion.

Marketing and commercial

Erik advised that the marketing manager would be starting on 21 May 2018. Responding to a question from Sean, Erik clarified that the marketing manager would report to Joe.

Discussions took place about serving at the bars. Jane advised that in the back bar, at the Bury game there were only two people serving the queue because two other people were serving hospitality. Some people did not join the queue because they knew they would not be served before the start of the game. Jane advised that in the main bar two people were not till trained. Joe reported on the

number of staff manning the bars and how a temporary draught bar as well as a PET bar had been organised for the match, to try to reduce the pressure on the main bar facilities. He also explained that other clubs have more bars than are available at TCRRS, allowing the load to be spread.

Tim had spoken to a police officer at the Bury game who told him there had been zero home arrests this season. Erik replied that there had been a small number of arrests.

The DTB noted some very satisfying recent performances of the U15/16s, U12/13s, U12s, U11s and U10s.

Commercial Partner

Erik provided an update on the discussions reported at the previous DTB meeting regarding a potential commercial partner.

4. Budget

Mark commented that fortunately the DTB only had a League One budget to approve. He stated that the DTB had previously agreed, in principle, an increase in the playing budget. This would be subject to working out the controls and visibility of the strategy of how the money would be spent.

Sean advised that he had had a number of questions that Erik had previously answered and noted that it was an aggressive budget. He asked what contingency was there if the Club did not meet the income targets.

Erik advised that there was enough headroom to see The Club through. The marketing manager would be starting on 21 May and Joe advised that his first priority would be to drive additional revenue from the Dons Draw.

Erik advised that the Club could also seek funds to tide it over, if need be. He also stated that The Club planned to launch the crowd funding in June or July.

Sean advised that there was a payment included in the budget to a non executive director and that, from a governance point of view, approval should be required from the DTB. He advised that in a company this would normally be recommended by the CEO, then approved by the chair, board or remuneration committee.

Erik stated that he didn't think the DTB had previously approved any salaries (apart from his own). Matt reminded the DTB that the issue of salary approval had been discussed two or three years ago. At that time the DTB set up some guidance that they were notionally the remuneration committee.

ACTION: Tom to add approval of FCB remuneration to the June DTB meeting agenda.

Mark recapped that the budget was aggressive, that the increase in the playing budget had previously been agreed in principle, subject to appropriate visibility of how it was going to be spent.

Mark invited approval of the budget presented. It was unanimously approved.

Jane advised that there had been questions on Webjam about the increased playing budget. Mark noted that the DTB needed to follow up on those questions.

Cashflow

Mark noted that the Club's cash position was healthy until October 2018, at which point some cash would be needed from the stadium transaction.

Erik advised that the transfer to the Club of the freehold of the land at the new stadium would trigger two things. First, it would give the Club the right to draw down cash from Galliard against invoices from Scotts. Second, it would trigger the right to draw down all (bar a small retention) of the cash from Chelsea on the sale of the existing stadium.

Erik advised that if there was a delay of a month or two then short term funds would be sought.

5. Stadium Update, Design and SGM papers

Update

Introducing the stadium update paper, Mark asked when the FCB anticipated they would be approaching the DTB for approval of the design and budget.

Erik reported that Scotts would finalise the tender process and issue preliminary RIBA stage 3 costs by 28 May 2018. RIBA stage 3 is a design stage sufficient for a detailed tender process. He reported that Scotts had allocated a three week period for the Club and Motts to review the costs.

Erik reported that Scotts had allocated 26 June - 5 July 2018 to finalise the agreed budget so it would not be ready until the July DTB meeting or maybe a late July special meeting. However, he reported that what should be ready for the June DTB meeting would be what aspects the Club had told Scotts it can and cannot afford and for Scotts to go back and see if there would be any room for potential savings.

Mark introduced the paper written by Roger, Colin and Sean about the proposed way forward to consult with the DT membership. This would include the options for spending funds to be raised through crowdfunding for elements of the stadium that the Club could not otherwise afford.

Erik advised this would entail a share offer of A Ordinary Shares in AFCW PLC.

Mark advised that issuing new shares in AFCW PLC is a Restricted Action under the Trust's Constitution, so would need members' approval.

Matt asked whether those people who had previously bought A Ordinary shares would be treated the same way as people who bought shares under the crowd

funding. Erik confirmed that this would be the case as all shares of a given class have the same rights.

Mark proposed having an open meeting on 12 June 2018¹ at TCRRS. A further meeting in Wimbledon would be held around that date. This would be followed by a survey.

Action: Cormac and Tim to locate an appropriate venue in Wimbledon.

An SGM may be required to approve the crowd funding process.

It was agreed that the options to be put to the fans/members needed to be clear and include descriptions that fans could relate to, in simple language. It should include the consequences of the different choices and, if possible, realistic images.

Erik asked for time to speak to Mick Buckley before firming up on the date.

Action: Erik to speak to Mick and confirm the date with Sean, Roger and Colin. He will report back by the latest end of 18 May.

This concluded Part One of the agenda. On behalf of the DTB, Mark thanked Erik and Joe for their input and they then departed the meeting.

PART 2 – DTB ONLY

6. AFCW PLC & Subsidiaries Directorship

Mark reminded DTB members that the Trust's Constitution requires that the DTB has majority representation on these companies, although recent practice has been to apply this only to AFCW PLC.

Mark reported that David Grows, who had retired from the DTB at the December 2017 AGM, had now stood down from the AFCW PLC board and this change had now been registered at Companies House. The remaining DTB nominees on the AFCW PLC board were Matt, Nigel, and Roger. In order to ensure continued DTB majority representation another DTB member was required to stand.

Mark asked if any of the DTB members were willing to stand. He advised that he would be willing to stand but did not wish to stand in the way of others. No one came forward. Mark advised he would talk to Colin, the only other possible candidate, to see if he wished to take on the role.

Afternote: Mark advised he would be taking up the vacant DTB nominee position and would advise Erik accordingly.

¹ Secretary's note: this timing is being further reviewed.

7. AFCW Ladies & Girls (L&G)

Mark drew the attention of the DTB to the paper from David Gowns circulated earlier in the week. Mark proposed that this was an important subject and that David should be invited to the next DTB meeting.

Mark and Matt had met recently with David, who is proposing to make some changes to the Ladies and Girls. The proposed changes would be to have a clearer demarcation between an elite football system and a community football system, that would have separate reporting lines. Bearing in mind that this was a discussion paper and the outcomes are not agreed, one outcome of that could be that the AFC Foundation would take on the community girls section whilst either the DT or Club would take on the elite tier.

Mark reported that David and the Ladies & Girls Executive Committee had started getting people on board and that implementation of some of the changes was now underway.

Jane advised, and Mark agreed, that once again it would be crucial to get the communications right.

Tim reported that the Ladies Supporters Direct (SD) Cup is to be between Lewes and AFC Wimbledon and that, as yet, AFC Wimbledon had not responded.

Action: Mark to invite David to next DTB meeting.

Action: Tim to prompt David to respond about the SD cup.

Afternote: it transpired that the Ladies & Girls had responded to Lewes immediately after the initial contact, but Lewes had not got back to them.

8. Formal adoption of draft minutes from 9 April 2018

Mark clarified the process of minutes. The Secretariat will send the minutes to the chair of the meeting (usually Mark) within ten days of the meeting. Mark will distribute them to the DTB members and comments would be sent back to Mark within seven days. It is the intention to put the redacted minutes onto the Trust's website as soon as possible thereafter (and within 30 days of the meeting, where possible) and not wait for the next DTB meeting for approval, unless there is a need for further clarification / discussion. The formal minutes will be presented to the next DTB meeting for approval, following which they will be signed by the chair and added to the online minute book.

Mark reported on a small number of further changes to the previously circulated minutes from 9 April 2018.

Mark reported that Jane had commented to him that, if committee reports are not attached to the minutes and are not discussed at the meeting, it gives little visibility of what the committees have been doing. Mark advised that in the DTB minutes he had therefore noted the basic points from the individual committee reports.

The minutes were then approved.

9. Working Group Update

Mark referred to the Consolidated Update Committee Report.

Jane noted that only two committees had submitted a report this month. Mark noted that the Stadium Committee had submitted a separate report, covered earlier in the discussion, and that the Strategy & Organisation Committee had submitted its terms of reference. However, no report had been provided by the Operations Committee.

Oversight Committee

The Oversight Committee report covered a range of meetings, including the AFC Wimbledon open meeting, chaired by Mark, and discussions with the Ladies and Girls section.

Mark advised that he would be meeting Erik on Monday 15 May 2018, to catch up on a range of issues.

Engagement and Communications Committee

The committee's report covered the following:

Junior Dons

With the support of Charles Williams, Jane had successfully appointed four administrators. Two sorts of Junior Dons gifts had now been received, with a third on the way. The process for sending them out would be agreed with Roger Dennis, Jane and one volunteer. Jane wrote the matchday Haydon pages for the Oldham and Bury games and is collating the feedback on the Haydon page linking to the Family Excellence Award.

Marketing

Colin and Charles met with Joe to ensure joined up working with the strategy in relation to marketing and future income.

Webjam

Hannah has been making changes to the Webjam and the arrival of the notifications has seen an increase in posts from members.

Diversity and Inclusion

The first meeting of the Diversity and Inclusion Group took place on 21 April. Cormac would be compiling a terms of reference.

SGM

Jane arranged volunteers to take and edit the video now available on Webjam.

Charles presented the new logo design options to members at the SGM and Option A was chosen by the members. This will now be rolled out across the Trust Media.

The group received valuable feedback at the SGM and this has been collated and shared with other DTB members for further discussion at a DTB meeting.

Women at the Game

The Women at the Game event is being developed with a pre season game to be identified once the fixtures are known. The programme piece to start the communications on this was in the Bury programme.

Operations Committee

There was no report from the operations committee. Mark requested from Tim an update on the preparation of a Privacy statement. Tim advised that it would be completed by the end of the following week and would be very similar to the Club's privacy statement.

Mark explained that, with the introduction of GDPR on 25 May 2018, the DT would need to put an explanation on the DT website about what data on members was kept by the DT and how it would be used.

Mark reiterated that if someone joined the DT they had the right to vote at SGMs on issues that affect the Trust and Club and that is why someone would join the DT. Mark stated that the DT have a legal requirement to send papers to their members advising them about SGMs and elections, implying that it was not possible for members to opt out of such communications. He asked whether there was a requirement for them to have opted in to be told about other matters such as fundraising events.

Tim explained that the way to deal with the opt in is by being transparent. The DT are required to advise a member that they hold details on them because they are a DT member. However, the DT would like to introduce them to other items such as marketing and that their authority by way of an opt in is required for this.

Jane asked how that would work for the Webjam, and whether the Trust has to be explicit about what they are using the member's data for.

Tim advised that the members are currently opted in to receive communication by email. He confirmed that the opt in email required for compliance with the GDPR would be sent before 25 May 2018 and that a new email address for responses would be set up.

Terms of Reference for the Strategy and Organisation Committee

Jane asked which group would be doing the strategy consultation.

Matt explained that the Survey Working Group reports to the Strategy and Organisation Committee and exists to do whatever survey is required. Part of the remit of the Strategy & Organisation Committee is to rework the strategy,

which would involve surveying the members and would include asking the members "what type of club we want to be".

Mark pointed out that the strategy Joe is preparing for the Club would feed into this strategy.

Jane asked whether the DTB had heard any more about the timing of receipt of Joe's strategy. Matt advised that he had been told it would be soon.

Matt advised that he had written a blog piece for the Webjam that he would pass over to Hannah for posting, hopefully by the weekend.

Jane advised that the Stadium and the Strategy and Organisation Committees still needed to produce a short item for Webjam about what each group does.

10. AOB

Additional May DTB Meeting

Additional DTB meeting on 23 May 2018 at 7.30 and Cormac will arrange for a room at the Prince of Wales pub in central Wimbledon. It was agreed that this meeting should be minuted.

Junior Dons Update

Jane gave an update about the Junior Dons. She showed a hat and football being two of the gifts produced with the new logo for the Junior Dons. She advised that water bottles would be on their way. She requested that a big thank you be minuted to Mat Haylock from the shop who had been very helpful.

Jane advised that the complaint from a Junior Don about not receiving their gift had been dealt with by a phone call to the parent and the child had now chosen his gifts.

Jane advised that interviews had taken place for the replacement of Roger Dennis, who had been incredibly helpful with his time and is continuing to be involved. He will be mentoring a young volunteer who is going to be doing the main admin role, with help from Roger Dennis. She had already been down to training and sent out the first lot of cards.

Jane reported that there are three people job sharing the tours and a further volunteer would be doing the gifts.

Noting that the Club had just won a Family Excellence Award, Jane wanted to know what the Club needed to do to achieve the Gold Standard Family Excellence Award.

Jane thanked those DTB members who had been responding to the Webjam questions and noted that there had been an increase in posts, probably in relation to the Season Ticket letters going out. She reminded the DTB members that you don't get notifications of further comments on an original post and that it is advisable to periodically log into to see further comments.

Tim advised that some of the posts that required responding to were of quite a serious nature and he would be slightly reticent to respond in case this could be construed as representing the DTB as a whole. It was agreed that it would be in order to state that this response was in a personal capacity.

Mark stated that if the question clearly related to one of the committees that it would be better if one of the committee members responded. However, all DTB members needed to do their share of responding.

Jane noted that each committee member needed to take responsibility for responding to questions that related to their committee.

Jacqui Forster's Funeral 25 May 2018

In the early days Jacqui had been instrumental in helping to get the DT up and running and Jane therefore proposed that the DT should be represented at her funeral.

Mark advised that if anyone would be able to go it was appropriate for the DT to bear the transport costs. He stated that the DT should at least send some flowers.

Afternote: Jane advised that Lou Carton-Kelly would be attending the funeral and would kindly represent the Dons Trust.

ACTION: Mark to arrange flowers for funeral.

The meeting concluded at 10.35 pm. Date of the next meetings 23 May 2018 and 12 June 2018