

The Dons Trust
Redacted minutes of board meeting held at 7.30pm on
10 December, 2018
The Cherry Red Records Stadium

DTB members

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

In attendance

Terry Langford (Secretariat)
Erik Samuelson (Club CEO)
Joe Palmer (Club COO)

John Lynch (Wimbledon Dons Football
History Society)
David McKnight (Wimbledon Old
Players Association)

Newly elected DTB members

Anna Kingsley (from 9pm)
Hannah Kitcher (Secretariat)
Luke MacKenzie
Rob Crane

1. Introduction and apologies

Mark welcomed incoming DTB members Hannah Kitcher, Luke MacKenzie and Rob Crane as observers to the meeting and noted that the fourth newly elected member, Anna Kingsley, would be joining the meeting later in the evening.

Mark also welcomed John Lynch and David McKnight, who were present for the first item of the agenda.

Apologies were noted from Tom Brown (Secretary).

2. Wimbledon Football History

Referring to the presentation that had been circulated in advance of the meeting, John Lynch recounted that there was a group of supporters – originally acting separately but now collaborating – who had spent time and money over the years assembling artefacts from the Club’s history. This collection was large enough to fill several garages. John wanted to see this collection brought together under one roof. The holders of the memorabilia were prepared to contribute their collections, provided the safety of the artefacts could be assured.

John’s proposal was therefore to establish a charitable foundation (which would take around six months) and to assist the Club in the new stadium by using this memorabilia collection to underpin stadium tours, history tours and indeed to link to the wider local history of the Wandle. There could be links with local

schools, which would help capture a new generation of fans. These activities could drive some revenue streams and would therefore be self-funding.

John added that he was due to take up a role as ambassador for a charity for blind war veterans and that this connection could help open doors for the new charitable foundation. John also considered there were opportunities associated with seeking bequests to the charity.

David McKnight reported that the Wimbledon District League were willing to get involved with this initiative. One of the Club's former photographers, Paul Willatts, had donated photos and 50% of his copyright earnings from his Club photos. The Kemp Brothers were also willing to donate their collection of video footage of the Club. Links could also be established with the artefacts held by the London Borough of Merton, pursuant to the accord signed some years ago with Milton Keynes. Altogether, the memorabilia held by the collectors who would be contributing to the collection had a significant value. Space would be needed in the stadium to display history and memorabilia.

Jane asked about the current status of WOPA. David replied that it was live but had been inactive for some time.

Roger asked about the source of the memorabilia and whether it had been catalogued. The collectors had assembled their collections from a variety of sources, such as buying from other collectors. It had not yet been fully inventoried and this would be a significant undertaking.

Jane enquired whether there would be space at the new stadium for a museum of Club artefacts. Joe confirmed that, if so decided, there would be space for a museum / hall of fame of about the size of the current retail store at Kingsmeadow but it would need to be fitted out. Jane added that she had seen some suggestions of having the memorabilia positioned in various places around the new stadium so that it could be seen by a larger number of fans rather than having it all in one place.

Jane advised that the contents would need to be held securely and insured, so a full inventory was required. Until this list was completed it was difficult for the DTB to decide whether they could or could not take over all the memorabilia.

Cormac referred to the Wimbledon Foundation at the All England Club where the site is temporary. He suggested this could be the same at the new stadium, and the memorabilia could be stowed away during the week. Considering the current GDPR legislation he also asked for clarification about the data that was held about previous players by WOPA. David clarified that the only data held was someone's name.

Roger asked whether there was place in the local museum. David advised that all the memorabilia returned by Wimbledon FC was now in the Civic Centre in Morden, which was open to the public.

John said that what they were looking for was a green light to proceed. He advised that they had approached an experienced archivist who was willing to collate all the information from the various individual members of WOPA. Then

the list should be sent to Chris Williams of Sporting Gold who was recognised internationally and advised Real Madrid on buying collections. Chris would give a proper valuation from a sporting expert's point of view. He would also obtain advice from other charities about how they insure their artefacts and the restrictions placed around storage of this type of memorabilia. The major risk was damage as they are non-replaceable items. John clarified that they were not asking the Club to fund anything.

Tim advised that not a lot of the collection was on show in the library at the Civic Centre but was in the archive section on level 3 and some of it behind the counter. Tim had experience of insuring unique collections and advised that it was sometimes difficult to get underwriters to understand, so it would help to have an expert's valuation. He recognised the difficulty of listing accurately vast collections and it would be helpful to have an independent pair of eyes to view it as a complete collection to get a realistic insurance premium and cover.

Mark asked about the governance of the charity. David suggested that the charity would start with four trustees, i.e. two representatives from the Historian Society, one from the DTB and one from the FCB. Mark suggested that there should be a service level agreement between the charity and the Club. The charity would also conduct stadium tours that would help cement the Club in the community. John suggested that they would see themselves as supplementary fund raisers for the Club.

Jane advised John and David, and reminded the DTB, that the Junior Dons get a stadium tour as part of their membership and she was keen to ensure this was protected for them and it should remain a benefit of their membership. These were carried out by JDs volunteers after a Saturday home game.

Mark pointed out that, as a charity, it could not be a funding conduit for the Club. John said that it could accept a bequest from someone for something specific. Roger was concerned about the establishment of restricted funds where the charity could be left with a lot of money that it could not use.

Erik advised that this had been tried before, with not a lot of success, but that did not mean we could not try again and that this was something that the Club should consult with the fans about. He also considered that a bequest in a will to the Club would probably not avoid inheritance tax but it might to a charity. He suggested that it was important to keep things on display regularly rotated and fresh; otherwise the interest would drain away.

Mark asked the DTB members if they were in agreement to proceed. Roger said he was in principle but some more work was required around the legal issues as it was important that it was done right. Sean, Cormac, Nigel were in agreement. Jane was in agreement in principle but some more work was needed on cataloguing the items so that the liability of insurance was known before a decision was made.

Concluding, Mark advised John and David that the DTB were comfortable with the suggestions made but that more work was needed compiling the catalogue of items and said it would be helpful if John and David could come back in a couple of months, to report where they had got to and what the required next

steps were. In the New Year the DTB would consider who they should nominate to represent them in this project.

Action: DTB to select a nominee for the new charity.

Before departing, John reported that the collection included a foundation stone laid at Plough Lane by Mr Black and they would like this to be incorporated into the new stadium. Also, the Womble Till I Die gates could be bolted onto a wall and would provide a great photograph opportunity.

3. FCB Report

Mark invited comments and questions on the FCB report.

Sean drew attention to the discussion at the previous meeting in November where, for comparison, he had requested that the previous year's results could be added to the merchandise results. This would highlight whether this year's budget was aggressive or whether we were behind in the sales from last year.

Action: Joe to include these figures in the next month's report.

Roger asked when Chelsea were going to install the new scoreboard. Erik advised that he did not have a timeline for this as it was up to Chelsea when they wanted to do it.

Jane asked whether more behaviour letters had been issued to fans. Erik said he would investigate and report back. [Note: Erik subsequently came back into the meeting to report that two such letters had been issued.]

Cormac noted that season and matchday tickets were down on budget and asked what the financial impact was from the increased season ticket returns. He also asked whether an acknowledgement or thanks for returning a voucher was sent from the Club. Joe replied that, at present, an acknowledgement was not sent. The financial impact would be discussed later when looking at the management accounts.

Tim asked whether the assumption that Anthony Wordsworth would be suspended from EFL games following the Checkatrade Trophy game against Chelsea was the FA's mistake. Initially the FA website said that he was suspended from three games in all competitions. Erik advised that the Club should have known the correct interpretation but they had rung the FA to check and the FA had said he was banned but then changed their mind.

Nigel thanked the FCB for including more comparative metrics in its report.

Mark drew the attention of the DTB to the managerial appointment of Wally Downes and Glyn Hodges. All DTB members had been involved at length; however, ratification was required of the email vote approving the appointment. The results of the email vote were:

- In favour - Colin, Cormac, Jane, Nigel, Sean, Tim;
- Against - Matt and Roger;
- Abstention – Mark.

The DTB unanimously ratified the email vote.

Nigel asked what the situation was with regards to Charles Williams. Mark said that Charles advised at the previous DTB meeting in November that he would be standing down as required at the AGM, was not seeking reappointment or election, and was unfortunately not able to attend the December meeting. However, he had since accelerated the date on which he formally stood down to the Sunday before this vote took place and therefore did not participate in the email vote.

Jane noted that, like fans, the board had been split on the Wally appointment and the vote demonstrated this. She had been approached by a couple of fans who had asked her how the DTB came to the decision to appoint him. Publicising the vote would demonstrate this and may go some way to appease them.

Erik asked Mark what the protocol was for publishing the results of DTB votes. Mark advised that unless the DTB decided otherwise, it would publish who voted how. DTB members were expected to support decisions, in implementing them and not speaking out against them. They are allowed to answer questions about how they voted the way they did. Erik asked whether it would be made public that Charles had resigned ahead of the AGM because he could not support Wally's appointment. Mark advised that he would check this with Charles.

Tim advised that there were a number of fans who were strongly against the appointment, including someone who said they would return their season ticket, and asked whether this had indeed taken place and whether there was any plan to speak to them individually. Erik advised that he answers all communications sent to him. Jane cited an example and Erik suggested that he be invited to come and meet Wally.

Cormac reminded everyone of the three 'phone conferences they had had during the run up to the decision to appoint Wally, during which the opinions of fans were acknowledged. He wondered how many other boards of EFL clubs had a forum where opinions of fans were discussed and taken account of in this way.

Erik advised that the FCB had resolved not to take into account what was being said on social media as they wanted to ensure they made what they felt was the right decision rather than be swayed by what fans said when there was no certainty that those fans constituted a representative view.

Sean pointed out that although the 'phone conferences were not formal board meetings, it should be noted that they took place and that they were quite robust conversations. Jane advised that she was finalising the minutes from the three 'phone calls she had taken. She had worked back and had already produced the notes from the second and third calls which she had shared with Mark, and would finalise the notes of the first 'phone call this week.

Mark reminded the board that there would be follow up concerning Wally's rehabilitation work but also that there were lessons to be learnt about what went well and what went less well. In particular, the due diligence and purported leaks from the boards had been disappointing, although some of the information leaked was not known by the DTB.

Sean was concerned that there might be a sniffer on the email system of the DTB and suggested that the Club could appoint someone externally to look at the security of the email system. He pointed out that Ivor Heller had received a tweet that included word for word two paragraphs of an email sent between the DTB members. Erik thought this was unlikely, noting that this was pretty much the only thing that had been leaked over the past 16 years, suggesting it was because someone had an agenda on this particular topic.

Roger said he was uncomfortable about what had occurred and wanted the Club to take reasonable steps to ascertain how it happened. Until this had been established they were all under suspicion.

Jane equally advised that she was unhappy about taking abuse from fans who accused her of blocking the appointment and would like to know exactly who leaked what and when - particularly as this was untrue and she had voted for the appointment.

Mark noted that the only hard evidence was that someone had tweeted the text of a DTB email to Ivor. Erik added that this person had claimed that they were second or third in the chain.

Erik suggested that a possible way forward was to contact the person who had been disseminating leaked information on the WUP guestbook. Cormac noted that, when this individual had joined WUP in 2016, he had announced that he would be spreading information. Tim suggested a face to face meeting with the individual, to find out where he got his information from and pointing out to him that he was putting the Club at risk. The DTB members were in favour of this approach.

Action: Mark to follow with the WUP poster.

Roger wanted to make sure that Wally's rehabilitation took place (i.e. the actions to demonstrate Wally's commitment to the Club's values, in light of social media posts by Wally before his appointment), albeit it might not be the most urgent priority. Erik advised that it was important that the Club were seen to be doing what it said it was going to do.

In answer to a question from Roger, Erik advised that there had been no reaction from the sponsors concerning the appointment of Wally.

Cormac advised that both Wally and Glyn spoke well in the bar on Saturday after the game. Erik advised that Wally had had a long briefing with a volunteer who advises the Club on public communications about how to deal with the press.

In response to a question from Roger about Wally's contract, which was yet to be finalised, Mark asked Erik for a few bullet points about the terms of his contract; i.e. length of contract, severance arrangements.

Jane reminded Erik that during one of the telephone conversations it transpired that the Club's social media policy needed updating, as did the player's code of conduct. Erik did not think that the manager was required to sign this and that the operations manual was more appropriate for the manager's position.

4. Stadium Report

There was a discussion about progress on the recent S73 planning revision submitted to Merton.

Roger advised that in early 2019 the next phase of the consultation process would be put underway and that the stadium launch document that was put out the previous month was just a taster. The consultation process would be much more user friendly than the previous downloadable Word document.

5. Management Accounts and Cash Flow

Erik advised that the management accounts had for the first time been drawn up by Tom Rawcliffe, the new Financial Controller, and that he would soon be producing a forecast. Erik noted that there was one point in the accounts he did not agree with, i.e. expensing all the merchandise at the time it is bought, which skewed the cost of sales results.

Erik advised that, despite the income from the West Ham Carabao Cup game of £100k, we continue to be behind budget at the four month stage. The subsequent additional FA Cup income would be put towards the payout to Neal Ardley and Neil Cox and the shortfalls on sponsorships.

Sean asked about the probable deficit in commercial income of £100k to the end of the year. He asked whether it was because people had not renewed sponsorships or whether the budget was over-optimistic and how it compared to last year. Erik advised that Joe and Ivor had set themselves stretching targets beyond last year's budget but, at the moment, we had only just achieved the previous year's baseline and that none of the stretch had been delivered.

Sean asked about the stewarding costs of £24k over budget. Joe advised that the level of stewarding for a match was decided jointly between the Club and the police. The games which required more stewarding were in the part of the season covered by the management accounts. There had been an increase in the unit cost and now would be a good time to go out to tender.

Tim was pleased that, due to the cost of sales policy, the merchandise numbers would improve in November and noted that stock would be highest then in preparation for the Christmas period. However, he was concerned that the bar and tea bar sales were down by £20k and that the gross profit was down by

£25k. Joe said that the bar numbers were being investigated as they did not look right as there were lower unit costs.

Cormac reported that at half time the service in the middle bar was much more efficient and whether there had been increased staff and therefore costs. Joe advised that there had been an increase in staff but that it should not affect the unit cost that much.

Roger asked about the termination payments for Neal and Neil. Erik advised that the Club had to adhere to the terms of their contracts.

Cormac noted that Jane had pointed out that there had been an increase in season ticket returns being budgeted at £1k per game but it had actually been closer to £3k per game. He wanted to ensure that the fans who were actively making that effort were being acknowledged and thanked. Erik advised that he thought this increase was as an inadvertent consequence of the proposed 80% rule, with some fans perhaps thinking the proposal had come into effect, and others energised to let the Club know they would not be attending as a result of the discussions on the subject.

Jane asked if there was a way we could thank fans returning their tickets. Joe advised that there was a way but Matt felt that a personal email to acknowledge all those people who had given their tickets back was more appropriate and Jane said that a personal email along the lines of the one sent at the end of last season about how many games we had not attended would be better setting out how many times others had been able to attend due to the generous return of the season ticket.

Anna arrived and Mark welcomed her to the meeting.

Following the appointment of Wally, Mark had asked the organiser of the We are Wimbledon Fund whether this would be an ideal time to raise some funds to help Wally in the transfer market. The organiser did not currently have the capacity to handle this but Jane reported that he had posted on Facebook a request for anyone who could help, to which one individual had responded. Jane suggested he should be contacted, and that a drive to sign people up to WAWF at home games prior to Christmas and in January.

Jane advised that AFCBay had not raised any funds this year, but that there were a lot of donations sitting in the DT kiosk. Erik advised that Jim Piddington collects the money via Paypal and should transfer it across monthly but this had not been done recently.

6. AGM's on 20 December 2018

Mark thanked Nigel for sending out the papers via Mailchimp.

Mark advised that the AFCW PLC accounts had not yet been finalised. This was because the Club wanted to show the income from the sale of Kingsmeadow as a post balance sheet note and the sale had not yet been completed. This would increase the reserves from approximately £2m to £18m.

If the sale had not been completed prior to 20 December, the plan would be to hold the AFCW PLC AGM anyway and continue with the resolutions to reappoint the auditors and their remuneration but adjourn the approval of the accounts.

Mark advised that the DT accounts were ready but they would not be signed by the auditors until the PLC accounts had been finalised and signed by the auditors as the results and reserves must correspond in both set of accounts. Therefore the Trust's draft accounts would be presented to the members for approval and the DTB would approve them post the auditor's report.

Mark thanked Joe for providing the DTB with some drafts of an updated logo and advised that changing the AFC Wimbledon logo and badge would require a consultation with members. He suggested, if there was time, showing the options at the AGM. He suggested then having a survey to narrow the choice down to present at the next SGM for further consultation.

Roger reminded the DTB that at a previous SGM, when shown the logos, the criticism was that the members had been asked to make a decision but had not been given enough time to consider the options.

Cormac said it was important there was an engagement with under-18s and the younger fan base on this subject.

Mark suggested the DT kiosk could be used to display the options.

Joe advised that the Club needed to finalise this by April 2019.

Mark advised that he had had possible apologies from Roger, Sean, Jane, and Matt re attendance at the AGM and that Cormac was also struggling to make the date. The new board members said they would be able to attend and were willing to assist in any of the break-out groups that may be run at the AGM, on the assumption they would be about general subjects.

The DTB thanked Erik and Joe for attending, at which point they departed.

PART 2 – DTB ONLY

7. Approval of November DTB Minutes

The minutes of the 12 November 2018 meeting were approved.

Jane advised that she would be providing minutes of the first telephone conference call regarding appointment of a new manager. She had worked back and had already produced the minutes from the second and third calls.

8. Working Group Update

Stadium Committee

Colin gave an update on the evolution of the stadium design.

Strategy & Organisation Committee

Matt advised that the strategy survey would need to be started in January.

Mark asked the DTB to consider how well the committees had worked this year, and whether they should be continued the following year. He said there would be an extra board meeting in January to agree the committees and which DTB members want to sit on which committee. He reminded them that three members of the strategy committee were leaving the board.

Oversight committee

Mark raised the topic of succession planning, which would need to be picked up in the new year.

Action: Tom to add succession planning to next meeting agenda

9. 9yrs Podcast and fan behaviour

Following the email circulated by Mark from Erik regarding the 9yrs podcast, and following the DTB discussion and the suggestion by Charles that a couple of DTB members meet with 9yrs podcast, Jane and Tim had met with them.

Tim said that there had been a separate incident in 2016 and they had had a difficult relationship with the club journalist in the past which had been resolved. This incident was serious as there was a perceived threat of violence towards a Club player. Although the Club had received an apology the remarks in the podcast had not been deleted. Tim noted that if the 9yrs was an official media outlet for the Club then it should be 100% behind the Club. The 9yrs had noted that they had previously wanted to interview players.

Continuing, Jane said that the 9yrs team felt that the way they had been told at 11.00 on the match day that their press passes had been taken away was very heavy handed. When they came to get their press passes they only found out because they were told they were not on the press list due to something they had broadcast. During the meeting with 9yrs, it was apparent they had not been offered a right of appeal. They had emailed Erik, apologising, but had not had a reply. They were not aware of Erik's request that the DTB should cut all ties with them and they were surprised by this. Previously, they had been asked to do things for the Club (a vlog) and had offered help to support the official Club communications with equipment etc but they had been dropped at the last minute.

Roger asked what benefits they provided and what access they could have, i.e. training ground, players interviews.

Matt said that it was not possible to be both part of the fabric of the Club and independent. Consideration also must be given that there was a code of conduct for volunteers about to be issued that they should come under. He said that the FCB were strongly opposed to them having any privileges.

Sean suggested a paper should be produced and discussed at the next meeting. However, he felt the relationship with the FCB was irreconcilable.

Jane said that new DTB members had focused a lot on comms with members in their campaigns and that this topic should be discussed at the next meeting, so they could contribute to the discussion. She suggested that the engagement and comms group next year could produce a paper setting out some options. Cormac offered to write a paper, working with Jane, on the incident and working relationship with 9yrs podcast.

Action: Tom to add the 9yrs podcast to next meeting agenda

10. Arrangements for 2019

Mark advised that next year the DTB meetings would be moved to Wednesdays. He advised that there would be an additional meeting on 9 January to decide on the committees and Chair, Vice Chair and Treasurer for the coming year. He advised that it would be important to follow the process previously laid down.

Jane said that the DTB should check the constitutional position but did not think the Treasurer needed to be on the board.

Sean agreed to give support and do a handover. He said that the Treasurer and Secretary needed to sign the accounts. The audit partner would not be comfortable with someone signing the accounts who was not party to making any of the decisions.

Jane said that the Treasurer in addition to producing the DT accounts would also need to have an oversight role of Club finances and funding.

Mark advised that it was technically possible to have a co-opted Treasurer on the board.

11. AOB

Mark advised that ratification was required of the email vote approving the Trust to cast its vote, as a member of Supporters Direct, in favour of the merger with the Football Supporters Federation. The results of the email vote were:

- In favour – Charles, Mark, Nigel, Roger, Tim;
- Against - None
- Abstention –Jane.

The DTB unanimously ratified the email vote.

The DT had also cast its votes for the FSF / SD Leagues 1 & 2 Network Group, following a discussion on the Board's Webjam. The DT's votes were cast in

favour of Roger Ellis (Sky Blue Trust), Kristine Green (Mariners Trust) and Antony Wilkinson (Blackpool Supporters Trust).

Mark thanked the outgoing board members for all their contributions over the years. Sean had served 12 years, 8 months, Matt 12 years, Nigel four years and Tim two years. A formal thank you from the DT would be included on the Dons Trust page of the Boxing Day programme.

Mark asked if any of the new DTB members could man the kiosk on Boxing Day.

Cormac thanked Jane for all her hard work on the Junior Dons party. Jane reported that 100 children had booked prior to the event. There were 25 volunteers and all the players but unfortunately no one from the management team. 540 player signed Christmas cards had been sent to the Junior Dons.

The meeting concluded at 22.45.