

Dons Trust Board (DTB)
Minutes of board meeting held at 7.00pm on 15 January, 2020
Meeting Room, The Prince of Wales, Wimbledon

DTB members

Mark Davis (Chair)
Tim Hillyer
Anna Kingsley
Hannah Kitcher
Edward Leek
Jane Lonsdale
Luke Mackenzie
Graham Stacey
Anne Williams

In attendance

David Grows (Secretary/minutes)
Joe Palmer (Club CEO)
Tom Rawcliffe (Club FM)

1. Introduction and apologies

Apologies were noted from minute-taker Roger Edmonds-Brown. In the absence of Roger, Jane took verbatim notes at the meeting, for David to turn into minutes subsequently.

PART 1 – WITH FCB REPRESENTATIVES

2. FCB Report and Management Accounts

Joe presented the FCB report and Management Accounts.

Mark invited questions and comments. During a lengthy discussion, the key points raised were that:

- Marcus Forss has gone back to Brentford and we have stopped paying him. Folivi going back has released some budget but strikers are at a premium. Ideally we want 2 strikers and an attacking midfielder. In response to a question from Jane, Joe confirmed that the Nick Daws' list was working;
- Luke asked about Jason Moriarty leaving. He has left on amicable terms. Chris McConnell - his replacement – has been well received;
- Luke questioned what happened about Osaze Urgohide – did we make a mistake? Joe replied that the player has started a league match for Sheffield Wednesday;

- Tim noted the merchandise gross margin and asked if it really was that good. Tom confirmed it was and praised Mat Haylock for being focussed on it. We had a good November and we are monitoring spending;
- Tim noted the electricity contract had expired and asked about short-term deals or if we had talked to Chelsea. The contract has been frustrated by a lack of utility sponsor. Joe said we now have prices and they are back-dateable.
- Tim noted that we recently totally ran out of beer after a home game. Joe suggested it may have been because the bar manager was not working at that time;
- Mark inquired about the revised forecast.

Actions: Tom to distribute the monthly forecast in a readable format.

3. Stadium & Financing

Some parts of this discussion have been redacted where they contain commercially sensitive information.

Mark announced that we had received Section 96A planning permission.

Joe is going to set up another group in parallel to the stadium committee, covering business plan, ramp up and operations. There is a lot of work to do on ticketing, branding etc so it needs focus.

Mark said the view of the stadium committee is if an offer comes on terms that have been communicated to us thus far, then the DTB would be asked to approve it so that we can proceed. It gives us a three year window to refinance.

DT Bond

Mark thanked all the volunteers who have created this – including **Luke, Ed, Charlie Talbot, Marc Jones, Damian Woodward, Xavier Wiggins and Dave Boyle** and worked so hard over the last month.

Approximately 1,000 people had pledged which would potentially raise £3.85m.

A consideration noted that many investors are lending on condition that the club remains fan-owned – if we lose fan-ownership then the debt

becomes repayable. A clause has been inserted in the T&C that the bond holders will be repaid if the DT loses control.

Erik Samuelson (ES) had been asked to review the Bond paperwork because there wasn't time to consult a lawyer and he had experience from the previous bond issue. Several of the points ES raised were discussed :

- ES has commented that a prospectus is not required because friendly societies are exempt. He is questioning the wording. AW said our legal advice is narrow and related to the regulatory framework - we should consult with the FCA to get comfort this does not apply. Mark replied that loaning the money to TWIOF is consistent with the objects of the society, namely "strengthening the bonds between the club and the community which it serves and to represent the interests of the community in the running of the Club"
- Luke asked given that we are hoping to get a 3 year financing deal but the loans from fans through the bond are for 5,10,20 years are we being open and honest as in 3 years time we potentially will not have the money to repay?
- In response to Tim, Ed said that Browne Jacobson were experienced small/medium business lawyers and had used Norwich City as the basis for the terms and conditions.

The DTB unanimously voted to go ahead with the launch of the Plough Lane Bond.

The DTB thanked Erik Samuelson (ES) for carrying out a review of the documentation relating to the bond and noted that he has offered this assistance to the DTB as a member of the Dons Trust, and not as the provision of a professional service.

Seedrs

Ed updated the meeting that he had briefed Seedrs who will now wait on a further update from us on progress and that there was quite a lot of chat about people requesting to move money over to the bond. We need to put out an update and ask people to sit tight. Seedrs are a bit nervous about this and we don't want noisy Dons fans on their case. Mark had received emails from a couple of fans on this matter.

David asked if there was a plan to deal with old bond holders who wanted to cash in.

There was a discussion about requests from fans to withdraw investment from Seedrs so that it could be invested in the loan. Mark and Ed noted that these were separate investment opportunities and that the opportunity to lend to the club via the Plough Lane Bond was an additional option being given, rather than an alternative. It was noted by David, on the other hand, that some supporters might feel hard done by, on the grounds that they had participated in the equity, not expecting that there would be an opportunity to subscribe capital in a form that would carry an interest rate and be repayable. Mark noted that we had not expected to be offering debt to our members, so this was not deliberate. However, if everyone switched from shares to the bond, then we would be in difficulties, because it would add to our debt service burden. It was agreed that the comms on this should be handled sensitively and Jane suggested we should be prepared, to meet supporters who felt aggrieved about this in order to hear out their concerns and to explain the situation.

Investors

A further meeting was planned to see where they are.

Gambling and Sponsorship

Ed said whilst this is not the best week to raise this, should we look again at gambling sponsorship. Joe noted that there is potential to get higher sponsorship revenue from a gambling sponsor. The FCB would like to know from the DTB whether pursuing conversations with potential gambling sponsors is something worth doing.

- Luke stated that the membership voted against two years ago but the landscape has changed dramatically and we should ask again. The membership are prepared to compromise – we saw that with Fansbet. Hannah speculated, based on the results of the Fansbet vote and 2017 membership survey, around 2/3 would support it.
- Anna noted that, personally she doesn't like gambling, however, we all understand that gambling firms pay more. People understand the pros and cons and we should take this to the members to let them decide.
- Jane stated that if we do take this on we should follow up with more help such as gamble-aware. Studies showed that young men who attend football are the highest risk group.
- Graham stated that his position is anti-gambling and argued that, morally, we can be better. On this matter, because we need the money, he would stay out of the conversation and let the fans decide. In response to Graham, Joe stated that if we don't get a significantly better shirt offer, the current sponsors are content to continue.

- Hannah said that if we are to ask members then we should be clear to outline the pros and cons and, when asking, separate shirt sponsorship and stadium naming rights.

Actions:

Ed to check the legal advice to ensure that ES's assertions are correct.

Mark to ask David C to see if the Liability Insurance fee can be reduced to £7k.

Hannah to draft a question and background, to share with Joe, that will go out to members via Incytte to ask them for an indication as to whether they would be happy in principle, with gambling company stadium/shirt sponsorship.

Joe and Tom left the meeting

PART 2 – DTB ONLY

4. Appointment of Chair and Vice Chair

MD put himself forward as Chair and JL as Vice chair. There were no other volunteers from the DTB for the positions. In promoting their candidacy, both mentioned workload and the need to work differently this year, before temporarily leaving the room for the Board to discuss their appointment. AK summarised the discussion among board members. This included monthly board meeting organisation and best practice, as well as redistributing and reducing potential workload could be discussed at the forthcoming strategy meeting.

The DTB unanimously resolved to appoint Mark Davis as Chair and Jane Lonsdale as Vice Chair. Mark and Jane re-entered the meeting.

5. Register of Members Interests

Mark reminded the board to identify any conflicts of interest and record them in a Register of Interests if they had not already done so.

6. DTB minutes

Subject to some amendments the board agreed the minutes for October and November.

Collaboration

Jane asked David if the new system of posting up the minutes online, via Sharepoint, to be commented upon and edited by the board was working. David replied that it wasn't and that the board need to be more disciplined in their approach. The previous minutes contained 56 comments most of which were not related to the accuracy of the minutes, but more a conversation between board members. David asked for the board to only comment if about the accuracy of the minutes.

Minute Takers

David announced that Terry Langford had decided to step down as a minute taker and that there would be an advertisement for more help. Jane noted Terry had discussed this with her separately.

Hannah informed the board that the two board summary writers, who had volunteered to support the board with communications, would attend the next meeting and carry out a dry run.

The board extended its thanks and appreciation to Terry for all her hard work in taking both board meeting and general meeting minutes.

Minutes Format

There was a discussion around the format of the minutes and their length.

- Jane said that board members need to be accountable and on the record and the minutes should be transparent so members are aware of discussions and board members stance on issues.
- Mark mentioned the minutes template and that turning the discussion into minutes was a huge exercise.
- Graham and Tim both queried the amount of redaction.
- David asked if the minutes are a record of the meeting or a communication tool because each has different objectives.

David agreed to keep a note of how long it took to take the raw output from Jane's typing at the meeting into a set of minutes.

7. Election Report

There was a discussion on the report of the election.

- Jane mentioned a problem with the printed material as it was printed back to back

- Jane noted the voter turnout was very low. David mentioned that when he sent out the reminder email, it elicited 350 votes – half the total.
- Ed was uncomfortable not being able to talk about the big issue – stadium funding.
- There was discussion around the 9yrs podcast and whether it should be made official, noting the lack of other official hustling events making it important for candidates to attend this event. Some board members thought the format was divisive and we might lose a potential board member who was uncomfortable in front of the microphone. Hannah noted that she was aware of a number of people who were interested in standing but put off by the prospect of being interviewed in front of a camera. Luke noted that it is not an explicit part of the job and we may have lost potential board members. Jane suggested that we could offer potential candidates support where needed.
- Graham offered that if the interviews had been clipped, it would have been easier to promote. Ed thought shorter interviews would have saved time and been more informative and Jane noted that it would be better to have one host to ensure consistency
- There was discussion that the process should start earlier and elections should be put on the agenda for July's DTB meeting to discuss.
- Tim noted that in previous years we have advertised that September and October DTB meetings are open for prospective members to observe and would be supportive of that.
- Mark suggested that a board member who is not standing for election should be involved to help provide greater context about the key issues the board is facing and which would help bring the election to life. They would also be able to help explain what it was like to be a board member and would supplement the work of the ESG.

The Board recorded its thanks to the Election Steering Group and the 9yrs Podcast team.

Action: Board to discuss adding an ex board member as a liaison role in strategy meeting.

8. AGM

Mark updated the board on the proposed format of the AGM. He stated that the accounts were draft and unaudited. It was hoped that the auditors would have endorsed the accounts prior to the meeting.

- Tim suggested that the stadium Q&A should not be chaired by Mark so that he can concentrate on the answers he gives. Jane agreed to chair this part of the meeting.

9. Co-Option and skills matrix

The board resolved to discuss these at the strategy meeting.

10. London Living Wage

A member wrote to the chair inquiring why, in line with a previous Dons Trust decision that some bar staff were not being paid LLW contrary to club policy. The answer was that the rules were understood not to apply to staff who did not work for a given number of consecutive weeks. However, there was some doubt as to whether this exclusion was properly understood.

- Mark asked what it would cost to bring the bar staff up to London Living Wage as the club believed the figure for Kingsmeadow would be £30K in a full year.

Action: FCB asked to re-cost a proposal for this season.

11. Matchday experience

A member wrote to complain about the match day experience at Kingsmeadow, principally the queues for the bar.

- Mark said the club have responded to this in the past, saying that they cannot put more staff in the bars because of the lack of tills.
- Several board members recalled that there used to be a system for pre-pouring pints which was not only faster but generated increased sales.
- Luke proposed this should be tried at the next home game following a survey via Incytte to ask fans if things had improved. Luke undertook to follow up with Joe on this.

12. Any other business (AOB)

Mark invited AOB items from around the table:

- Jane updated the board on the forthcoming Kick it Out Day of Action Diversity & Inclusion event, which included posters for fans to hold up and lots of press coverage;

- Hannah reminded colleagues that Webjam is closing at the end of the month and all documents will be downloaded for safekeeping.

Jane announced the passing at the weekend of Howard Meredith. Howard was a long standing fan and a volunteer in the Junior Dons Working Group. Jane intended to attend the funeral to pass on the respects of both the club and Trust.

The Board acknowledged Howard's work for us and sends condolences to his family.

The meeting concluded at 10.30.

Signed on behalf of the DT Board