

Dons Trust Board (DTB)

**Minutes of board meeting held at 7.30pm on 21 July, 2020
Meeting was held virtually and recorded via Microsoft Teams**

DTB members

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

In attendance

Joe Palmer (Club CEO)
Tom Rawcliffe (Club FM)
Conor Daly (Minutes)
Michele Little (DT Treasurer)

1. Introduction and apologies

Apologies have been received from David Grouns.
Michele Little was introduced and welcomed as the new DT Treasurer.

PART 1 – WITH FCB REPRESENTATIVES

2. FCB Report

Joe presented the FCB report.

Questions and comments were invited and during a lengthy discussion, the key points that were raised were:

- Alastair enquired as to how realistic achieving the targets on the advertising sponsorship pipeline were. Joe confirmed that three deals had already been signed and a couple of others will be signed shortly; he expected that the 'budgeted amount is 100% done'
- Alastair asked for an update on the stadium naming rights. Joe replied that some discussions are ongoing
- Alastair asked whether a third-party had been included in the process and Joe confirmed that one had been historically but that this route had not been successful.
- Mark asked for an update on what had been communicated to Glyn on his playing budget. Mark hinted at the possibility of further funds being made available if the situation regarding COVID-19 were to change but

that equally there were risks attached with no certainty around income from STs and debentures

- Joe commented on the status of player signings
- Luke said that a few dates for the data migration project had been missed and asked for an update. Joe highlighted the complexities involved and emphasised the extent to which the Football Club has tried to accommodate fans' preferences. Joe noted that he expected at least a couple of hundred inbound calls and stressed the need to have volunteers available to respond to each one
- Hannah mentioned that two of the cash office and turnstile volunteers had contacted the DTB regarding their activation for the new season. Joe confirmed that he had discussed this topic earlier in the afternoon and that he would speak to Rick Thomas (Volunteer Liaison Officer) to add volunteers to the pre-priority group as well as to ask for additional volunteers who can help in August
- Jane asked regarding the Football Club's efforts to secure an SW19 postcode and it was understood that our application to change it had been submitted
- Jane asked, in response to a question on ProBoards, as to the feasibility of opening the pub earlier to increase revenue; Joe felt that this was unlikely, as with the shop, but assured the DTB that efforts were ongoing to review this
- Alastair wanted to confirm what was meant by the comment that the Football Club was 'waiting for MID (Merchant Identification) to set-up online payments'; Tom confirmed that the Football Club had reverted to using WorldPay to take payments as implementation could not be agreed with Barclaycard in time

Discussion moved to financial controls and a few items were discussed:

- Tim asked Tom on the timetable of auditors. Tom confirmed that he preferred to retain the previous team to complete this in early October; it was noted that work had already begun to get set-up with a target completion date of Christmas
- Alastair asked whether there were any lessons that had been learned from this year's budget, particularly on cost control. Tom emphasised the difficulty of going into the unknown (at PL) and that he expected costs would jump. In particular, it was felt that stewarding costs may be quite variable over the season. Joe added that the costs associated with cleaning requirements were significant but that these would subside with a change in protocols.
- Luke asked regarding the additional payment from Chelsea F.C. and Tom confirmed that he expected the remaining money very shortly [post-meeting note – this has now been received].
- Jane asked for an update on the situation regarding FansBet. Hannah confirmed that the advertising banner had been removed from the

website. Tom said that all other relationships were good and that Ivor Heller and Françoise Desroches had done well to follow-up on invoices

- Tim asked Tom for an update on the water leak at Kingsmeadow. Tom confirmed that the leak had been fixed and that the Football Club was waiting on Thames Water to take a reading to confirm this. Tom suggested that the Football Club could claim twice up to a maximum of £25k on each with its insurance; he stated his belief that only a minority of the overall costs would have to be paid by the Football Club

Discussion moved on to resourcing and staffing matters, the substantive elements of which were:

- In regards to the furlough scheme, Tom explained that all back office staff and first team staff would return from Thursday with academy staff to return 3rd August.
- Edward highlighted that the material change in the Football Club's income would come from the return of fans to matches rather than merely entering PL. Edward went on to ask if we knew how other League One clubs had navigated this subject. Joe added that some clubs had taken the option of wage deferrals that would soon have to be repaid

Actions: Joe to ensure volunteers are added to the pre-priority group and to identify additional volunteers to assist in August.

3. **Stadium Update**

It was noted that the MSP loan had been signed and the DTB congratulated all those who had taken part. Discussion turned to a number of additional, related items:

- Mark thanked Michele for getting stuck into the Plough Lane Bond (PLB) so quickly before he stressed that the Refinancing Committee should be set-up sooner rather than later and that it was hoped that the DTB might raise some money via further equity sales instead of using all of the MSP loan. Luke and Tim asked whether the decision on refinancing would come to the DTB
- Mark highlighted the release of the catering paper, which would provide greater certainty to the Football Club. Joe agreed that the potential profit foregone from outsourcing was justified by mitigating the risk of service failure if the work was kept in-house. Joe went on to underline that the Football Club had one chance to pitch itself as an events venue correctly and that the potential partner could help do that with their experience and additional resources. Joe noted that he hoped that delivering a super product may enable the Football Club to unlock previously unaddressed demand for a higher quality match-day experience

- Alastair enquired regarding the estimates of income from events and noted that he felt the first-year target (as well as subsequent years) was very conservative and suggested only very weak margins were available. Tom acknowledged this conservatism and declared that he expected the final figure to be north of the estimate, Joe agreed with concerns on margin and expected to utilise other relationships with events providers; additional revenue streams such as hosting exams were also being considered.
- Tim asked Tom to clarify the purchasing income line item on p.7 of the catering proposal, Tom confirmed that this pertained to achieving 5% cost savings through economies of scale.
- Luke asked on the terms of the break-clause and Joe confirmed that these were two-way.
- Alastair raised the recent match day experience survey. Luke flagged that respondents were positive on a narrower range of options such as gourmet burgers; hot dogs, pies and potentially fish and chips. Luke also confirmed that, the survey identified a market of 20-25% expressing purchasing intent for vegetarian or vegan options. Joe confirmed that this was in line with his expectations and explained the complexities with offering chips as a standalone item, it was noted that these should be served by a dedicated utility off-site instead. Jane noted the issues Tottenham Hotspur had had when they didn't offer chips at their new stadium – a decision that had now been reversed
- Mark reminded the group that a healthy catering plan needed to be submitted to the Merton Council, Joe added that a waste management plan was also required but that the catering partner would own this and could use their extensive experience with such reporting

4. **Vice Presidents Code of Conduct**

- Jane asked Joe to read the code and confirm his agreement, Jane went on to outline that the DTB would need to formally adopt this
- Tim asked what the expected response from existing Vice Presidents would be. Mark confirmed that Erik had provided some technical comments and Ian Cooke would be next. Mark made clear that he disagreed with adding a restriction on gambling, citing overreach and Joe agreed. Edward praised the paper and encouraged the DTB to adopt it
- A discussion proceeded between Joe and the group regarding whether the document addressed the risk of individuals bringing the club into disrepute. Mark made a small amendment to the document and Jane confirmed that the DTB would adopt it, before thanking Hannah and others for contributing

Actions: Mark to send final version

5. **Next Steps with WiSH/History**

- Tim registered his involvement as a Trustee of WiSH
- Jane requested that detailed comments on the proposed heads of terms should be sent to Tim in the forthcoming fortnight
- Jane highlighted that she had expected the addition of language to appoint individuals as Trustees in the same way the Foundation (as an independent charity) has. Tim acknowledged this but flagged his concerns around the application of charity law and outside control considerations before agreeing to follow-up this point
- Mark confirmed that the working group had agreed to be a part of a meeting that would occur in the next fortnight. Mark stressed that Joe's input would be critical with regards to cost ownership as well as to review the suitability of proposed merchandise
- Jane noted that the subject had implications for the Junior Dons where the events focused on stadium tours that incorporated meeting the players as well and that there were two different types of stadium tour – those for JDs on a matchday and those for others on non-matchdays.

Actions: Tim to revert on Jane's question regarding amendment to appoint individuals as trustees

6. **AOB**

- Graham urged the group to review the questions he had sent to the DTB for comment ahead of the first of the online surgeries on Friday
- Jane flagged the delivery of an unempathetic e-mail from the Football Club to kit sponsors from last season. Joe to follow-up on a response

Actions: DTB to reply to Graham and Luke with input on suggested questions by Friday. Joe to review situation with kit sponsors

Joe and Tom left the meeting

PART 2 – DTB ONLY

7. **Minutes**

The DTB reviewed and unanimously voted to approve the minutes of 17th June

- Jane suggested the board review the actions from those minutes for updates. Jane noted that all actions from meeting of 23rd June were in-progress or completed. An engagement with 9YrsPodcast on the fan engagement calendar would not proceed given the group's stipulations on engagement. Jane added and thanked Hannah who had set up technology and an invite had gone out for the first DTB surgery before adding that a rota would follow for the rest of the DTB to sign up to

- Tim stressed that those standing for re-election would need to be scheduled for August and September before the election period
- Mark added that he has was not on the rota. Mark went on to confirm a point of order that Jane's signature should be on the minutes as she was chairing

The DTB reviewed and unanimously voted to approve the minutes of 23rd June

8. Aims & Objectives (Strategy)

- Jane asked that the DTB consider the recent Imperial College study and provide comments on Alastair's paper
- Anna noted that she felt that the paper was very thorough but asked how long the piece of work would take to implement. Mark felt as if it would likely be a 2021 delivery though Tim noted that the December AGM date would be a good target for completion
- Mark praised the paper and asked for a plan with accompanying governance. Alastair responded by saying he felt that Joe could do this fairly easily to provide guidance and that he did not want the governance and strategy sections confused
- Edward praised the paper before asking whether alternative tools to increase member engagement and involvement had been considered. Alastair agreed that this needed to be done. Jane highlighted that member engagement would be a major part of the paper's contribution succeeding before she flagged that access and social distancing measures needed to be considered thoroughly and so on-line engagement should be considered as well as face to face meetings
- Jane noted that 'The Yellow and Blue 10-point Plan' (www.donstrustmanifesto.com) may provide a good framework for subjects of discussion.
- Hannah noted that Niall Couper intended to hold a series of ten meetings on the points and asked for the DTB to consider a response. Graham responded that the DTB should consider engaging Niall et al with Alastair's strategy document
- Jane requested that the DTB consider this point further with an emphasis on encouraging positive participation and asked that Alastair review his document. Luke highlighted that Matt Breach had previously completed work on the subject that should be incorporated and Jane noted the Strategy Working Group who could be engaged

Actions: Alastair to review comments on document and DTB to consider next steps on engagement with Niall Couper et al

9. Roles for Unsuccessful Treasurer Applicants

- Michele explained that a process for issuing statements and paying interest on the PLB needed to be set-up.

- Michele confirmed that she had then spoken to a volunteer and discussed next steps with Steve Rowlands on progressing the volunteer's involvement
- It was noted that Tim is continuing to work through incomplete orders, the value of which is £150k
- Michele went on to add that work needed to be done in relation to the administration of old DT bonds, the first step of which is to identify individuals and update contact details
- Michele noted that one good candidate would be worth getting involved but that no natural role currently existed. Mark suggested that he could be included in the Finance Committee
- Jane emphasised that any volunteers that could not be deployed immediately still needed to be thanked and have their contact details and interest areas retained

10. **DTB/AFCW PLC Directors' Interests**

- Jane announced that this would be posted on ProBoards, the DT website and likely another public venue

Actions: Conor (Minutes) to annex Directors' Interests document to minutes of this meeting

11. **AOB**

- It was agreed to take Anna's paper on extending DT membership automatically to season ticket holders at the next full DTB meeting
- Election Steering Group (ESG): Jane formally thanked John Dolan (Chair, ESG) for his long service as the ESG Chair, it was noted that a job advert had been put with applications due by 2nd August
- Jane added that an additional meeting would be held at the start of the August to address governance and ladies strategy. Alastair noted that he felt it would be useful to include Graeme Price and the 11th was agreed, it was also agreed that AFCW Plc directors would be invited
- Jane noted that the **8th September** would be a formal SGM. Mark added that this would include addressing comments from the auditors relating to COVID-19; to have members ratify DTB appointees to AFCW Plc and to review the open member's resolution concerning Milton Keynes
- Mark noted that the Secretary should propose how best to conduct the SGM
- Edward requested an additional meeting to confirm the DTB's response to the Imperial presentation, an in-person meeting would be preferred but may be against Government advice or difficult to hold
- Graham noted his concern over the fact that there was no launch date for the sale of STs, DT membership or debentures and that he was getting a lot of questions on it

- Graham raised the issue of one DT member who would have to pay to renew their membership after only seven months due to recent changes to align membership renewal dates. Mark confirmed that this was consistent with current policy and Luke highlighted that the new ticketing platforms could facilitate 'point to point' memberships (i.e. 12 months from the date of joining). Mark reminded the group that the change to point to point had not been decided, having previously been done to improve administrative efficiency, and Jane encouraged a conversation with John Stembridge, Klaudia Wieczorek et al
- Luke confirmed he had sent the Player of the Year voting communication with another planned on WiSH. Luke added that he would work with Tim to ensure that accessibility considerations had been met and Jane suggested the names of two people that they should speak to
- Mark raised a series of points, including that the DTB needed to consider whether it wanted a Fundraising Working Group to be reinvigorated. This could be led by an individual outside the DTB; however, they would need a DTB member by their side, at least initially, and DTB members should let Mark know if they were willing to take this on. Finally, that he wanted to congratulate Jane on chairing her first DTB meeting
- Tim wished to communicate that the landlord of The Corner Pin had confirmed that it will now be designated a home pub and also that the Wimbledon Times had included an article with positive comments on the work of the Dons Local Action Group
- Reflecting on chairing, Jane concluded that she felt that more detail was required to be received in the FCB report ahead of DTB meetings and that a revised format of one hour for the FCB report with a shortened DT agenda would be welcome; feedback was encouraged on this proposal

Actions: Additional August 11th DTB meeting to be arranged with agenda focused on governance and ladies strategy. Secretary to confirm format of SGM and additional DTB meeting regarding the Imperial paper's findings. DTB to agree next steps on reviewing change to point to point membership. DTB members to advise Mark if they would be interested in supporting a Fundraising Working Group. DTB to provide feedback on proposed change to time allocation of meetings per Jane's suggestion.

The meeting concluded at 10.56pm.

Signed on behalf of the DT Board

Effondate.

Annex

BOARD MEMBERS' AND DIRECTORS SHAREHOLDINGS AND BONDS AS AT 4 JULY 2020

Name	Dons Trust Board	AFCW PLC board	2003 issue	2020 Seedrs	2020 direct	Total	Dons Trust Bond*	Plough Lane Bond	Total
Alastair Browne**	✓					-		£5,000	£5,000
Mick Buckley***		✓	15,000			15,000	£20,000		£20,000
Mark Davis	✓	✓	4,200	60	60,240	64,500	£3,116	£1,000	£4,116
Tim Hillyer	✓		21,675			21,675		£10,000	£10,000
Anna Kingsley	✓	✓		1,205		1,205			£0
Hannah Kitcher	✓			120		120			£0
Edward Leek	✓	✓		6,084		6,084	£1,000		£1,000
Jane Lonsdale	✓	✓	2,650	1,386		4,036	£5,000		£5,000
Luke Mackenzie	✓			361		361			£0
Iain McNay		✓	850			850	£5,000		£5,000
Joe Palmer		✓				-			£0
Graham Stacey	✓			12		12			£0
Anne Williams	✓			120		120			£0

*Includes accrued interest as of 30 June 2019

** Money invested on behalf of children

*** Mick Buckley's shares are jointly held

