

Dons Trust Board (DTB)

Minutes of board meeting held at 7.30pm on 19 August, 2020

Meeting was held virtually and recorded via Microsoft Teams

DTB members

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

In attendance

Joe Palmer (Club CEO)
Tom Rawcliffe (Club Fin Controller)
Michele Little (DT Treasurer)
David Grows (Secretary)
Conor Daly (Minutes)

1. **Introduction and apologies**

Apologies were noted from Edward Leek.

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:

- Mark asked for an update on the size of the club's playing squad under the planned playing budget. Joe confirmed that further signings were likely and that the budget does not include some more junior players.
- Graham asked about the new kit launch in light of pre-release videos getting thousands of views. Joe confirmed that the launch was on track for tomorrow but that the club was dependent on the suppliers for inventory.
- Mark raised the question of how the ladies' team is run in relation to the broader football club. Joe confirmed that his preference, as well as Ivor's, was for a closer strategic realignment with the club; this would likely include items such as how the team was presented; how the brand and kit looks; ticketing; social media and other commercial arrangements. David confirmed that the ladies would open to reviewing any such proposal and it was agreed that Joe would sit down with David and others to discuss this further. Mark noted that it was his personal view that this was the right way forward but that working with the ladies committee and associated board of directors would

likely add to the workload for Joe and the rest of the FCB. Joe agreed with this and hoped that a full-time coordinator could be hired to help run this programme. David noted that further conversations needed to be had to understand where the ladies committee could help with the workload. Jane asked how this fitted in with the recent strategy paper and it was felt that this should not create any significant challenges

- Luke asked for progress with the catering contract. Joe confirmed that he had seen kitchen plan designs and needed to complete a distribution strategy review with AB InBev. It was noted that the club has received a quote from commercial lawyers to review this contract. Joe asked whether the DT had any members with expertise to review this. Mark also suggested getting an additional quote from Browne Jacobson LLP.
- Luke asked for how the distribution of commercial sponsorship is divided between new and existing sponsors. Joe confirmed that there was one large new sponsor and that around 20% is brand new. Tom noted that one existing sponsor had made a material new commitment.
- Hannah requested the report that had been promised on how the club's redundancy programme had been run. Tom confirmed that an additional communication was due to the pool of bar staff, once this had been completed then a report would be drawn up
- Tim asked Tom whether existing 'casual staff' would have their contact details passed to the catering contractor. Tom confirmed that he was not opposed to this

Discussion moved on to the stadium update:

- Mark confirmed that there had been a meeting with Galliard Homes concerning the East Wall.
- Joe announced that the contract to ground-share with QPR would be executed ahead of the weekend and asked for input regarding the announcement to fans. Mark encouraged Joe to emphasise the temporary nature of the arrangement. As a follow-up, Graham asked for what the club's line was on the arrangement. Joe confirmed that it was that the new stadium would not realistically be playable for the first few matches of the season and that the club did not want to entertain the possibility of additional delays by accounting for further temporary measures.
- Tim said that he felt there had been various well-informed leaks concerning the arrangement with QPR and asked how these could be prevented. Joe replied that QPR had said that they were unconcerned by this even though the club had asked their representatives to speed up the process. Noting the possibility that the leak may not have come from AFC Wimbledon, Mark said that he felt that DTB confidentiality had been very good recently.

Discussion progressed to the topic of debentures and season tickets.

- Jane noted that she and Hannah had received a lot of questions related to debentures ahead of their 'Meet the DTB' event on Friday. Mark highlighted that the DTB's role was on making decisions related to the wider plan and implementation and that the club was the point of contact for queries on specific issues. Joe said that a refresher session had been completed to address the major items that had arisen and that calls to five-year season ticket holders to discuss their options on credit would begin shortly.
- Joe provided some thoughts on how the launch had gone. He flagged that there were some technical issues, one which had been solved quickly and another that had been solved overnight. Phone call volume had exceeded expectations to the point where additional staff had needed to be trained to respond to outstanding enquiries.
- Mark raised the subject of whether to communicate more precise progress updates around sales given the public target of raising £1m. Joe expressed his confidence in hitting this target at minimum. Jane noted the complexities of announcing 'commitments' which had not yet been paid for. Joe offered to announce a joint sales and commitments update figure of 1000. Graham noted that an initial update of 500 had been announced and that he had received additional enquiries on further progress. He raised the possibility of a totaliser being created to replicate what had been done with the PLB. Joe agreed to consider this further and discuss with the DTB again.

At this point, the discussion broadened again to other club matters:

- Graham asked whether the early positive momentum around the club's finances this season meant that the FCB would review increasing the playing budget. Joe said that he felt it more prudent to spend this initial budget and review the club's relative competitiveness later in the season. Joe added that he felt that transfer activity had delivered the club's best ever midfield squad. Mark noted that there would be a winter transfer window at which point the playing budget revisions could be revisited.
- Tim asked Joe how he was motivating the sales team and whether or not a process had been put in place to contact lapsed purchasers. Joe acknowledged that he would like to have a dedicated team to follow up on lapsed purchasers but that the initial focus would be on historic ST holders. Joe noted that he felt as though the stadium card membership would offer a good way of driving engagement.
- Jane asked whether there would be any negative impact on providing fans with access to iFollow as the sales campaign would overrun the beginning of the season. Joe responded that all existing

ST holders would receive access ahead of the start of the season but that Priority Groups 4 and 5 may miss up to a fortnight of iFollow. Joe added that it was very unlikely that there would be any crowds at games before mid-October.

- Mark noted that the club would play Oxford United on 12 September and asked who would be attending outside of the playing staff. Joe confirmed that it would likely be two or three individuals at maximum.

The discussion moved on to any other business:

- Mark raised the subject of recent DTB benefactors and asked the group how the contributions of these individuals should be recognised. Anticipating further occurrences, Joe asked for someone on the DTB to consider some proposals and report back.
- Mark noted that the new Puma shirt design was ready.
- Joe asked for the group's input on whether the club would be happy to present a mosaic of 'Mick the Miller', a famous greyhound previously on display at the greyhound stadium. Joe provided his support noting that it would be an attraction for people to come to see and may go some way to placating any ill-feeling around the track closing among the greyhound racing community. Joe described the mosaic as around 4ft by 3ft. Mark and Jane asked whether it could be displayed in the museum. Luke noted that a question on the survey to fans around other sports being celebrated at the stadium could provide a lead on support for the mosaic. Hannah and Tim noted that they were opposed to erasing history by not displaying it. Luke noted that he felt it was an eyesore. Joe noted his concern at the risk of vandalism if it was placed on public ground. Mark concluded the discussion by summarising that the group felt that it would be remiss not to include it somewhere.
- Mark noted a follow-up action to provide questions on heads of terms with WiSH. Joe announced that he had had a call with John Lynch and wanted another conversation with him.

Joe and Tom left the meeting.

Actions: David, Mark and others to discuss strategic alignment of ladies team oversight with Joe. DTB to provide feedback to Mark on the East Wall. DTB to provide input to Mark on the finance committee. Joe to revisit potential to publicly update sales and/or commitments progress with debentures and/or season tickets. DTB to produce proposals for memorialising contributions to the DTB and/or FCB at PL and discuss with Joe.

PART 2 – DTB & SECRETARIAT ONLY

3. Minutes

- Mark asked for the DTB to retrospectively pass the budget as approved and no concerns were raised.
- Mark requested approval for the July minutes and this was provided.

At this point, attention turned to actions arising from recent minutes:

- Mark noted that the FCB had acknowledged the need to produce a report on the redundancy process.
- Jane noted that the FCB had not provided the monthly commercial report it had promised.
- Tim noted the WiSH trustees were happy to accept the proposed emergency clause amendment. Tim added that he had sent Sean Fox a copy of the WiSH constitution for further comments.
- Mark raised the subject of engagement with the group that had produced the yellow and blue 11 point plan. Tim noted that he had watched the latest public discussion forum event: there had been 14 participants in total and the discussion was illuminating and sensible. Hannah added that the recordings of the sessions were available online.
- Mark noted that the action to add the annex of DTB holdings had been completed.
- Mark announced that he had recently had a call with Tim and with representatives of WiSH and the DT members who had submitted a resolution about the museum to the April 2019 SGM. Mark is to put together a short paper to update the SGM. Tim declared an interest as a trustee of WiSH. Tim added that John Lynch of WiSH had approached Joe on the subject of a three-way agreement to include other collectors but if this does not materialise then John's collection is sufficient for a display regardless.

4. **Dons Trust Treasurer Update**

- Mark began by thanking Michele for the Treasurer's report which the DTB had not had in a long time.
- Michele confirmed that a first draft of year-end accounts had been completed and that, working with Tom, inter-company sign-off was being approached. The key item from these was an inter-company balance of £80k that the club owed the DT, over time this amount had increased to £115k. It was noted that the DT planned to capitalise this which would increase the DT's equity stake and helped with outside investor percentages.
- On the subject of DT bonds, it was noted that there remained £0.5m outstanding across around 70 different bonds; all holders, bar five, have been contacted and either redeemed or rolled out their investments - some for as long as five years.

- Tim noted that there were 43 outstanding payments for the Plough Land Bonds, 13 of which were from international investors and that the current conversion rate on outstanding debtors was around 50%. Michele added that feedback from Charlie Talbot on the international investors had been limited. Mark noted that the stadium budget specified £5.3m to be raised and that the campaign was currently £20k short of this but also acknowledged that any additional finance raised would reduce the club's dependency on the MSP loan.
- Mark asked Michele how the bond rollovers were distributed. Michele confirmed that £150k was for one year; £175k between one and two years; £100k between two and five years and £40k beyond five years. It was confirmed that Tom had been made aware of this and that a quarterly update had been diarised so that this would be managed appropriately.
- Jane noted her thanks to Michele for this work and asked whether the launch of the Dons Trust Plus scheme had seen much uptake.

Actions: Mark to remind Joe to provide monthly commercial report to DTB in advance of meetings. Mark and Luke to consider next steps including potentially speaking to Anita and/or Joe on performance management framework. Mark and Tim to discuss engagement with WiSH further.

5. **Membership Paper**

- Luke asked whether this was Anna's idea or whether it stemmed from the FCB or the Operations Committee. Anna confirmed it was her own suggestion. Mark noted that there was a related issue of whether, if the DT provides benefits, membership fees could be deemed VAT-applicable or not. Tim agreed with this.

In light of the time taken on other agenda items (the DTB discussed the London Living Wage), it was agreed that the paper be moved to next month's DTB meeting, with comments invited via e-mail in the interim.

Actions: Anna to present membership paper at September DTB meeting.

6. **AOB**

- Mark asked the DTB to approve paying the AFCW Ladies £40k for the forthcoming year. All DTB members approved.
- Mark thanked Hannah and David for confirming the 30 September date for the SGM. Hannah confirmed this had been communicated via ProBoards and the DT website and that an e-mail would follow. Mark asked whether there was a mechanism to complete votes via

Zoom and Hannah confirmed that there was one. Mark noted that, constitutionally, votes could either be accepted as shows of hands or as a poll. If digital votes were to be held as a poll, then paper proxies received in advance could be added to the votes.

- In terms of subject matter for the SGM, Mark noted formal outstanding business related to passing the DTB accounts with added Covid-19 language; the appointment of AFCW PLC directors; Milton Keynes resolution. Further items could include an update on the Ladies team; a general stadium update and the opportunity to respond to questions on the debentures programme.
- David noted that notice needed to be provided in order for resolutions and votes to be gathered. Mark requested that Hannah send the communication as soon as possible to diarise 30 September. David questioned whether the papers needed to be posted to all 200 DT members not using e-mail. Mark suggested a one-page paper notification of the online event with an option to have papers sent at the member's request. Jane noted that this raised an inclusivity issue with several of these 200 members being elderly, non-digital citizens and that the DT had a responsibility to meet them via whichever channel they preferred. David noted that the issue was an environmental one as well as one of cost and that utilities companies had charged a premium for non-digital communication for years. Mark suggested that a communication could specify that papers would be available on the website and that if any members had issues accessing them that they could telephone or write to the Secretary. David responded that he was unsure whether it would be possible to respond to all inbound enquiries in time. Mark suggested following David's proposal but to review this in the event of much broader demand for the papers. Mark noted that previous efforts to encourage migration had failed. Luke added that it was a time issue as much as a cost issue. David estimated the cost as upwards of £500 with 230 individuals in-scope living in areas such as Spain, US and Australia. Mark proposed that one paper mail would go out with the online details provided and Jane offered her contact details alongside the Secretary's e-mail (to ensure it was inclusive) in the event that paper copies were demanded. Jane made the point that for DT members who are currently paper-only, little to no communication is sent by either the DT or the club. Hannah noted some recent examples of communications going out with the club logo via the DT and from the DT without the DT's logo. David underlined the challenges of GDPR in communicating to members across different databases but hoped that the work with ExtremePush and AlphaMetrics may help to address this.
- (Secretary footnote : 2 requests for papers were received)

- Jane noted that the club has received the Family Excellence Award.
- Jane added that there remained issues around coordinating communications with the club around Junior Dons and cross-team topics. Mark raised the question of whether there was a communications group.
- Tim said that some non-league football grounds had opened with attendance restricted to 15% of the league's lowest attendance figure. However, he went on to say, FA and FSA suggested that the highest capacity figures for league games that could be achieved is 31%.
- Mark asked what should be communicated from the DTB regarding the roles on the Election Steering Group.
- Jane requested the draft communication of Mark stepping down from the DTB should include some comments praising his efforts, and she would add her personal thanks to it.
- David observed that one communication thanking John Dolan, announcing Mark stepping down and other items may be too long and that separate announcements would be required.

Actions: Mark to confirm with Xavier Wiggins ahead of the SGM whether he wanted to add his Milton Keynes resolution. Mark to write draft papers for members' approvals. Mark and DTB to consider requirement for a communications group. David to put together timeline for announcements related to Mark stepping down and other elections and work with Mark on this.

The meeting concluded at 10.53pm.