

Dons Trust Board (DTB)

Minutes of board meeting held at 7.30pm on 18 November, 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
Alastair Brown
Edward Leek

In attendance

Joe Palmer (Club CEO)
Ivor Heller (Club Commercial
Director)
Tom Rawcliffe (Club FM)
Michele Little (DT Treasurer)
David Grows (Secretary)
Conor Daly (Minutes)

1. Introduction and apologies

No apologies were noted.

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:

- Joe announced that following further Covid-19 testing across the club and some positive results, we have decided to implement a circuit breaker, and all staff and players will now isolate for two weeks for health protection reasons.
- Jane asked what had come of Glyn Hodge's desire to retest the squad for COVID-19 prior to playing and Joe confirmed that medical advice had confirmed that this was not necessary in line with UK Government and EFL requirements.
- Mark asked about the possibility of the club being able to readmit fans in December. Joe believed this to be unlikely given only three clubs in the country have a licence to host limited capacity games. Joe added that work was ongoing with the Sports Grounds Safety Authority on meeting closed doors protocol, with the intention to have completed a test event before Christmas. Discussions have focused on a return to full crowds in March or April if progress on a vaccine is quick. The club

will play its part by registering as a vaccination hub. Graham declared an interest and praised this idea.

- Mark wished to pass on the DTB's congratulations to all of the U18 Management Team for winning the EFL Youth Alliance Cup Final.

Ivor presented a commercial update and took questions from the DTB:

- Jane asked about the then kit sponsors that have not renewed and Ivor confirmed that they had put money into Seedrs and the PLB instead. Jane urged the club to develop a back-up plan if a dinner for this years sponsors is not possible.
- Luke raised the subject of the stadium naming rights draw. Joe questioned whether fans would be cheated by having these behind closed doors.
- Tim noted the excellent community engagement from one of our sponsors, via the Nextdoor platform. Ivor noted that some sponsors had assisted DLAG with premises and equipment. Hannah raised the experience of her partner who was not upsold sponsorship having bought socks sponsorship. Ivor acknowledged more could be done here. Graham added that Pietro Palladino had upsold him on a similar package.
- Alastair asked whether advertising of other sponsorship packages would be done alongside available kit sponsorships. Ivor believed these target audiences to be distinct.

Discussion moved on to the proposals for catering:

- Joe provided an update on the status of the catering procurement.
- Mark asked about the status of negotiations on beverage supplies. Joe highlighted this as an attractive proposition for providers.
- Joe confirmed that the pub won't be available till 7th December and then further work will be required to kit out the infrastructure and decorations.
- Tim asked regarding the status of the licence for the pub. Joe replied that this covered seven days a week, with a separate licence to host live music; a late licence for Friday and Saturday and a wedding licence.
- Jane asked about the nature of the line-item, 'SEO'. Joe explained that this related to search engine optimisation in order to ensure that the club's website was organised in a such a way to improve its page rank among popular search engines.
- Jane asked about the lower August retail figures noting that the kit sales had started in September. Joe noted that £40k was still a good performance and that the bounce in September (with kit launches) had been significant. Jane recorded the DTB's thanks to all those who had contributed to this success.

- Alastair asked about the outstanding money for tickets and Tom noted that Mandy Bynon would begin calling to recoup the money shortly although less than 100% of it was expected to be paid.
- Mark noted from the FCB's update that an SW19 postcode for the club was not possible unless an office was situated in that postcode. Mark noted the DTB's thanks for all of those at London Borough of Merton (in particular Stephen Alambritis), the Post Office and WiSH that had attempted to deliver this for the club.

3. **Milton Keynes**

Joe provided an update, ahead of the match on 30 January.

4. **Cashflow and Management Accounts**

- Tom flagged the £500k inbound payment from PayPal. This had been released following the completion of a series of administrative requests from PayPal.
- The club has drawn down the first £1m of its loan from MSP Capital.
- The club's audit is on track to be finalised next week. Tom added that a note will explain that confidence of future trading next year is linked to crowds returning to match days.

5. **Stadium Update**

- Mark updated the group on various issues, including the design of the east wall and insurance.
- Mark formally noted the DTB's congratulations to everyone involved in ensuring that the club could play its first game at the new stadium and applauded the management of the Doncaster match.

6. **AOB**

- Jane noted that the club's heritage site was still down. Chris Mappley had agreed to look at it but it was thought the data was still available
- Jane asked whether the club was doing anything to help fans who were experiencing problems with iFollow. Joe confirmed that this had been raised at the EFL board meeting but that analysis by the company had highlighted per 1,000 users that had an issue, only 1% had experienced a loss of service due to iFollow.
- Jane raised the FA's Football Leadership Diversity Code and asked whether Joe had spoken to the FA about it. Joe noted that a recent meeting of clubs had produced a range of views on the Code. Joe had concerns about missing targets and what happened if they were missed and would follow up with the FA.
- Tim noted that the FSA would be putting out a questionnaire on iFollow and suggested sending it to DTB members. This was approved by all.

- Mark noted that at least one of the AFCW PLC directors would be required to be physically at Kingsmeadow for the upcoming AGM of AFCW PLC. Following the meeting, the registered office should be changed.
- Graham proposed hosting a 'Meet the CEO' event as a one off to replace the usual 'Meet the DTB' event given conflicts with the election cycle: Joe and Ivor agreed to do this.
- Graham highlighted that Arsenal F.C. had signed up for the 'UN Sport for Climate Action' which aimed to educate communities about climate action and promote sustainable consumption and asked whether the club was looking at this and for the club's strategy on the environmental agenda. Mark noted that the stadium had passed the BREEAM for sustainability at 'Good' or 'Very Good' and undertook to forward the BREEAM report to Graham.
- Hannah noted that she felt that Joe and the management team needed greater direction from the DTB on where expectations currently sat in responding to these initiatives. Joe agreed and added that managing the operational impact to the business had to be the priority. Tim raised the subject of whether the original plans for water recycling at the new stadium had gone ahead and Mark confirmed that it had not, due to cost concerns.

Joe, Ivor and Tom left the meeting.

Actions: Tom to investigate possibility of adding FA guarantee to audit. Joe to speak to Chris Mappley on the status of the club's heritage site, David to help accessing the archive of this website. Jane and Joe to arrange dedicated discussion on the FA's Football Leadership Diversity Code. David to send Joe a recording of this part of the meeting.

PART 2 – DTB & SECRETARIAT ONLY

7. Minutes

Mark asked for the DTB to approve the minutes from the October DTB meeting:

- Jane highlighted that she had some outstanding questions.
- Mark noted a series of corrections and suggestions for less redaction in areas including those related to attempts to sign a new player and a second round of equity raising.
- Mark questioned whether the foundation stone had been donated to the DT. Luke wasn't sure but understood it had been agreed that it would be displayed at the stadium.

Subject to the agreed changes, the minutes were approved.

Actions: David to finalise and publish October minutes.

8. Process for Appointment of PLC Directors

David asked the DTB to reconsider its approach to the issue of DTB nominees and a discussion ensued:

- David argued that the process would be less messy and awkward if incumbents were to stay on until such time that the newly formed DTB could meet to select AFCW PLC board members.
- Mark noted that this would not work because he and Anna were standing down, with the effect that the DTB would thereby cease to have a majority on the AFCW PLC board anyway.
- Mark noted that Iain McNay is up for re-election this year and has provided some text to be presented at the DT AGM, at which his re-election may be approved by a vote. Mark added that it may be better to leave the status quo intact until the outcome of the governance review.
- Mark asked the DTB whether it was content in terms of who the DTB nominees were on the AFCW PLC board and whether it was content with Mark drafting the DTB AGM papers and lawyers drafting some of the AFCW PLC AGM papers.
- Jane suggested that newly elected DTB board members should be invited to the DTB meeting on 16 December and these could then be submitted at the AGM on 17 December. However, Mark confirmed that there was no way of formalising that via a vote and that he felt that it was somewhat invidious to put new DTB members on the spot so soon after their election.
- Graham asked what the downside of having new board members appointed and then stand down in favour of others would be. Mark replied that this shuffling of board members presented a negative view of the organisation to potential financial lenders.
- David noted that DT members would not get an opportunity to acknowledge who the AFCW PLC board members are until the 2021 AGM, nearly a year after they have been elected. Mark suggested a confirmatory vote could be held at the 2021 SGM, in the same way as had taken place at the September SGM. This was agreed.
- Mark reassured the DTB that the interval during which the DTB would not have a majority on the AFCW PLC board was about a month long and that no AFCW PLC board meetings were diarised for that period. Hannah asked whether there was a way of formalising this or agreeing that no significant decisions or votes would occur in the period. Mark felt it was not the DTB's largest existential risk and that the commitment could not be open-ended in case urgent business arose.
- Turning to the issue of the re-election of directors to be voted on at the AGM, Graham asked whether, if DT members voted against Iain

being reappointed to the board, he would need to be returned as a director anyway. Mark confirmed that the seat did not have to be filled.

A vote was held and the DTB voted five to four in favour of the DTB formally recommending the re-election of Iain to members.

For: Tim, Ed, Anna, Mark, Anne
Against: Graham, Jane, Hannah, Luke

9. **Approval of AGM Resolutions/Papers**

Mark asked how progress on the DT's accounts was proceeding and Michele confirmed that everything was on track to sign them off on Friday.

Mark noted that BDO also needed to be proposed for reappointment as the organisation's auditor, the same as the club, and that a fee split had been agreed for their services.

Mark went on to add that the next item would be discussion of the issue of shares by AFCWPLC and hoped that the paper achieved what Jane had previously asked for, i.e. an explanation of the structure and impact.

Ed noted that there would be some announcements from Seedrs related to the issuing of shares. It was noted that Seedrs investors will receive the opportunity to follow-on by buying shares, alongside original 2003 shareholders and Nick Robertson.

Wimbledon in Sporting History (WiSH). Noting Tim's interest as a trustee of WiSH, Mark noted that the issues previously outstanding on reaching agreement with WiSH had been the terms of the lease agreement – which had subsequently been agreed as a rolling five years – as well as the make-up of the trustee board. It has been proposed that this should be two independent WiSH nominees, one DTB member (Tim) and one FCB employee (Mat Haylock). WiSH representatives had pushed back on the foundation approach because the monetary value of the collection needs to be ringfenced from the DT and the club. WiSH is in the process of incorporating as a different form of corporate charitable vehicle. It was suggested that the current way forward was to recommend this plan at the AGM and John Lynch is speaking to Lou Carton-Kelly on this. Tim added that Lou had come up with this suggestion on structure and that, having spoken to Philip Rudling, there was agreement on WiSH not encroaching on the same work currently completed by the AFCW Foundation.

Mark invited questions, comments and concerns on the draft paper.

- Jane noted the importance of recognising that Junior Dons stadium tours will continue to be done differently to the offer of stadium tours from WiSH as the JDs ones are done in a working environment after games. Jane also noted the remaining outstanding question on insurance. Mark replied that insurance would be dealt with as part of the formal contract.
- Jane asked whether someone from WiSH would present the paper at the SGM and Tim said that he was happy to.
- Jane asked whether the data from the relevant question in the matchday survey could be added and Luke committed to sending these to Mark for addition.

Mark asked Tim whether he had put together information on the restricted action relating to the disposal of the stadium. Tim promised to do this and send it to Mark by tomorrow morning.

David asked whether the date of the AGM had been announced. Mark noted that it had been announced at the SGM and Hannah said that it was to be posted across DT online channels tonight.

Graham recorded the DTB's thanks to George Jones for having volunteered his technological assistance and time at the forthcoming AGM.

Actions: It was noted that further refinements to the WiSH paper were required. Luke to send findings from matchday survey for inclusion on AGM paper. Tim to send Mark content on restricted action relating to disposal of old stadium by tomorrow morning.

10. **Diversity & Inclusion**

- Jane noted that she was working on a number of initiatives.

Alastair Brown left the meeting due to an early morning engagement.

- Jane noted the launch of the Dons for Diversity to coincide with the Rainbow Laces game (on 5 December) .
- Hannah said that Joe's previous responses always dwelt on a lack of applications from diverse candidates but that a minimum expectation from the DTB should be a commitment to try and improve things.
- Mark reflected on the fact that it was easy for Supporters Trusts that don't actually own a football club to attach their names to initiatives but it was incumbent on us to think through how workable they are in practice.
- Jane urged the topic to be thought of as what the bonus could be from doing it rather than how difficult it might be. Graham agreed but also

recognised that it added yet further to Joe's workload. Mark suggested that Joe could champion the efforts but delegate the work required.

11. **AOB**

- Mark congratulated the club's lawyers, Browne Jacobson on achieving 5th place in the Employers Social Mobility Survey.
- Mark noted that the club had voted for League One and League two representatives to the FSA. (Following an email vote conducted by Mark, Jane and Mark both voted for James Young & Heather Alderson; Hannah voted for Heather and Ian Bridge; Anna voted for James; no one else voted. The Trust's votes had therefore been cast for James and Heather.)
- It was noted that Conor would review, summarise and present members' resolutions from the previous 18 years of meetings. The DTB thanked Conor for taking this on.
- Jane highlighted an article she was coordinating that highlighted and promoted the work of and thanked young volunteers.
- Jane announced that Junior Dons Christmas cards and newsletters would be sent later this week but that a Christmas party had been ruled out. Instead, the JDs working group and club were working on a video for JDs.
- Hannah recorded the DTB's thanks to John Stenbridge and other volunteers (including Mat Haylock and George Jones) who supported the work of distributing the new DT membership cards.
- Graham noted that he had drafted a media policy following the reaction to the Big Picture announcement and feedback on making statements.
- Graham flagged that he had not received an e-mail from the DT encouraging him to vote in the current elections but it seemed that others had.
- Mark updated the DTB on feedback from DTB members and candidates on timings of future meetings. It was noted that Wednesday remained the most popular day, although there had been one suggestion to start at an earlier time. It would be for the new board to decide on timing but the third Wednesday of the month looked to be the right day.
- Mark noted that a DTB member was required to write a programme article for the 29 December, and possibly one for 29 November depending on whether or not the DT manifestos are included instead of or alongside other DT content.
- Graham recorded the DTB's thanks to the club on the creation of the commemorative BTPL programme for the Doncaster match.

Actions: Graham to send draft media policy for DTB. DTB members to add their availability to the programme writing spreadsheet. Graham to circulate details of UN Sport for Climate Action scheme.

The meeting concluded at 11.39pm.

On behalf of the board.

A handwritten signature in black ink, appearing to read "Mark Davis". The signature is written in a cursive style with a large, stylized initial "M" and "D".