

Dons Trust Board (DTB)

Minutes of board meeting held at 7.30pm on 16 December 2020

Meeting was held virtually and recorded via Microsoft Teams

DTB members

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

In attendance

Joe Palmer (Club CEO)
Tom Rawcliffe (Club Financial Mgr)
David Grows (Secretary)
Conor Daly (Minutes)
Michele Little (Treasurer)
Xavier Wiggins (Observer)
Charlie Talbot (Observer)
Niall Couper (Observer)

1. Introduction and apologies

No apologies were received.

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 emphasised the potential that possible contract renewals might increase playing squad spend but that the club were looking to balance this with some players being loaned out in January
- Tim asked whether Joe had concerns that our recent participation in the match versus Sunderland AFC might have infected one of our players and Joe confirmed that the club did not and had operated in line with EFL expectations
- Graham asked whether a decision had been taken on setting next year's playing budget and season ticket prices. Joe replied that season ticket prices would be unchanged for the 2021/22 season
- Joe announced that discussions with the EFL on the club's Covid-19 episode were continuing.

Tom provided an overview of the club's financial position and took questions from the board:

- Tom highlighted the most noteworthy change to cashflow as the guaranteed £375k from the recently negotiated Premier League grant. It was noted that this figure may increase with a further grant, pro-rated according to gate receipts, pending consideration of the club's assumed lost income operating Plough Lane
- Tom also explained that the club had spent less on matchdays with reduced stewarding and no further games held at the Kiyon Prince Stadium
- Mark underlined that in P&L terms, the financial year would still be loss-making.
- Tom announced that progress continued on having the club's auditors recognise income from the debentures this year as opposed to over the forthcoming decade
- Luke asked whether the club was considering drawing on the Premier League's loan scheme. Tom confirmed that it was not and that the loan, with stipulations, was only available if the club was in a position where it could not pay wages
- Luke followed up by asking for an update on the outstanding £100k of debenture sales to be collected. Tom replied that little progress had been made but now that the relevant staff member had returned from leave, follow-ups would resume. Joe asked for the DTB's views on how to handle the cases of some fans having committed to buy a debenture to secure an allocated seat in an earlier priority group before just buying the season ticket and not the associated debenture. Joe committed to providing the DTB with data on the number of fans who have been unable to pay. Luke, Jane and Alastair agreed that the club needed to understand the reasons that fans had not been able to pay but that any conversation needed to occur in a time-limited way. Tom noted that it had taken a long time to work through the data given the desire not to engage fans who had, correctly, paid

Conversation turned to the commercial update, including the sale of the club's stadium naming rights.

- Jane asked whether the club shop was closed between Christmas and New Year and Joe confirmed that it was
- Jane asked about the current operating capacity of the shop and when it would move to Plough Lane. Joe confirmed that 95% of sales had been received online and that footfall at the physical premises had been limited. However, it was noted that that space was being used to fulfil online orders instead. Joe expressed doubts about it reopening after Christmas and confirmed that the tenancy ran until mid-January. In terms of the relocation to Plough Lane, it

was noted that builders were arriving next Monday to fit the shop out and it would be open as soon as possible in the New Year

Joe then provided an update on the catering arrangements at Plough Lane. :

- Charlie asked for an update on how fitting out and progressing of the events space was proceeding.
- Tim asked whether there was scope for DT members to provide input on beer selection with the new deal. Joe confirmed that this was possible
- Luke asked how much pricing autonomy over drinks the club retained, and Joe confirmed that it would have the final say on the price of a pint in the pub

Jane Lonsdale left the meeting temporarily to deal with another DT/Clubmatter.

Actions: Joe to send DTB data on number of fans that have outstanding debenture-related payments to the club. Joe to request formal confirmation of the catering partner's financiers.

3. **Stadium Update**

- Mark noted that the Stadium Committee had a meeting tomorrow and underlined to the group that the practical completion date had been moved to the end of January, from this Friday. This was partly a result of delays to completion of a gas supply, not attributable to Buckingham. The club retains access to the stadium for match-days and to make use of relevant areas including the conference centre
- It was noted that Joe felt that the clean-up prior to completion was likely to take a fortnight ahead of testing and commissioning. This delay limits the possibility of any matches being hosted in front of crowds
- Joe said that work was continuing on getting protocols in place for COVID-conformance.
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Jane Lonsdale re-joined the meeting.

Discussion moved on to the potential ground-share agreement with London Broncos RLFC.

- Joe confirmed that he had explained the situation to Merton Council and it had been agreed that a S73 planning amendment would be required.
- Luke provided an update on the recent 'temperature check', with 1,507 responses: 1,179 had responded 'Yes'; 183 had responded 'No' and

145 had deferred to the DTB. Tom asked for a recommendation from the DTB on next steps

- Luke asserted that any agreement would have to go to a formal vote and passed on negative feedback by some members to either the idea of the groundshare or the way it had been initially presented. Luke believed that concerns were centred on three topics: 1. Branding in the stadium 2. Fear that Broncos fans would return to the stadium before club fans and 3. Perceived opacity on the commercial terms; Joe responded that all of these were addressable
- Tom asked whether approval required a simple majority or something else and Mark confirmed the former. Mark noted that constitutionally, the DTB was empowered to decide itself but that this did not mean that it did not want to consult members, albeit without the formal requirement for an SGM
- Graham agreed that a vote was required, and Luke stated his desire to have one prior to the S73. Joe replied that the process would commence in the first week of January ahead of a planning meeting and consultations on subjects like environmental health, transport and others. Joe noted that the club wanted the opportunity to play rugby at the stadium whether or not the Broncos deal was agreed
- Xavier asked whether a range of commercial projections could be published to improve transparency. Joe stressed the significance of the commercial upside regardless of how the engagement realised across the club's modelling
- Tim asked whether the planning permission authority in Merton was still meeting given broader disruption to other authorities. Joe confirmed that Merton Council was supportive and that he had been urged to send a letter to the new leader of the Council. Joe added that the Council would bear the insignificant costs of planning consultations
- Joe added his personal support for a formal vote
- Mark asked whether there was any reason not to add additional context for fans at the AGM on the original intentions of the consultation. Joe added that a document making this clear had been put to the Stadium Committee, but Luke noted that the relevant meetings were not in the public domain. It was agreed that further context could be provided at the AGM.
- Niall raised the subject of branding in the stadium. Joe confirmed that there was a spectrum of different groundshare deals ranging from high levels of upfront capital investment and as a result, high expectations on in-stadium branding, through to much more flexible ones. Joe added that the proposed deal featured no major capital investment; with no rights to permanent branding and only digital signage and reversible picture frames in applicable sections of the ground. Joe added that Broncos had explicitly said that their fans would not be allowed to return before ours and that if the closed doors policy extended into summer, AFCW season-ticket holders would be given

free entry and Broncos would wear a dedicated blue and yellow third kit

- Mark asked whether the DTB was comfortable with the proposals and all representatives were
- Luke noted his thanks to David in managing a large amount of e-mail traffic on Saturday
- Graham expressed his disappointment that the drafted formal vote and disclosure on the Broncos situation could not have been disclosed prior to this evening. Mark made clear that he felt that it was appropriate for the DTB to consider the issue first. It was agreed that the results of the 'temperature check' would be disclosed at the AGM and a statement included on the DTOS.

Actions: Graham to prepare update with results of 'temperature check' on Broncos ground-share.

4. **Diversity & Inclusion Update**

- Jane thanked the club for its engagement on the Rainbow Laces campaign, it was also noted how helpful Fans for Diversity had been in the run-up to the event and afterwards. Jane applauded the fact that the small amount of negativity that was exhibited online had been self-policed by positive fan support
- Jane noted that Mandy and David were reviewing whether a separate e-mail inbox needed to be setup to report abuse and help facilitate the requirements of the Merton Hate Crime Forum as the club reviews whether to register as a third-party reporter when the stadium was open
- Jane flagged the discussion of more rainbows around the ground to the Stadium Committee and noted that any response should be measured and informed by expert feedback
- It was noted that it was hoped that the t-shirts that the players wore would be auctioned and raffled off to raise funds for charitable causes
- Jane raised with Joe the fact that the FCB Report did not include any discussion of the FA Leadership Diversity Code. Joe replied that he was happy to circulate Michael Hamilton's e-mail on the subject. Following discussion on the merits and challenges, it was agreed that the club should create its own Diversity and Inclusion code following discussion within a new group including representatives of the Diversity and Inclusion working group, Joe, Jane and academy personnel.
- Tim asked whether the planned January review of skills and experience of board members might incorporate diversity and inclusion work. David added that no-one from AFCW Ladies had been included in the discussion

Actions: Joe to send the DTB e-mail from Michael on the subject of the FA Leadership Diversity Code and arrange a meeting between FCB, club staff running diversity and inclusion initiatives and three individuals from the Diversity & Inclusion Committee.

DTB to review whether January review of skills and experience of board members should include diversity and inclusion work. Jane to review inclusion of representatives from AFCW Ladies on the Diversity & Inclusion Working Group.

5. **AOB**

- Mark ran through the agenda and mechanics of the AGM
- Mark asked that a calendar of DTB meeting dates for 2021 be shared with Joe and Tom
- Graham thanked Joe and Ivor for their participation in the recent 'Meet the CEO' event and mooted the idea of a similar 'Meet the Player' event. Joe was very positive about this and agreed to raise the subject with Glyn Hodges. Charlie added that John Scales was keen to be involved again and may be a possible candidate to compere
- Jane asked whether Joe could remind and encourage the players to work with Klaudia Wieczorek to contribute to a Christmas video for the Junior Dons
- Joe raised the fact that planning and discussions were ongoing in relation to the logistics of delivering the Man of the Match awards at Plough Lane. Charlie believed that it may be better to film the event and stream it to satisfy being able to deliver an in-stadium and online hybrid fan experience. Charlie noted that the club's current digital touchpoints with fans were not good

Actions: David to send Joe and Tom, calendar of DTB meeting dates for 2021. Joe to raise possibility of a 'Meet the Player' event with Glyn.

Joe and Tom left the meeting.

PART 2 – DTB ONLY

6. **Minutes**

18 November minutes:

- Jane noted that the DTB had been asked to present how members voted on the motion to approve the reappointment of Iain Mcnay to the PLC board. All members were content to go on record regarding their voting decision and Conor was tasked with sending this information to David for paper inclusion

- Mark called on Tim to review Section 10 of the minutes (relating to WiSH) ahead of them being published tomorrow

Subject to Tim's review of Section 10, the minutes of 18 November were approved

24 November minutes:

- Mark proposed that a note was made in the minutes from this meeting that a meeting had been held to review pay structures and the decision had been taken not to publish minutes for said meeting.

Subject to minuting that a remuneration review meeting had occurred, the minutes of 24 November were approved

Mark turned to discuss outstanding action items from previous minutes:

- It was noted that the DTB was still waiting on an update from Joe regarding displaying the club's FA Cup Final victory on its shirts
- Luke offered to send the contact details of a volunteer to David who was willing to assist with the recovery of the heritage site
- Graham to send DTB draft media policy, it was agreed that this would go to the new board instead
- Mark asked for feedback, within a week, on Graham's circulation of the UN Climate Sports Initiative. Mark confirmed that this was also for the new board to review and encouraged Graham to share the documents with the incoming DTB members

Actions: Conor to send David individual-level breakdown of results on DTB vote to approve the reappointment of Iain to the PLC board. Luke to send David details of volunteer willing to assist with the recovery of the heritage site. Graham to send DTB draft media policy to new, incoming board.

7. **Foundation Trust Nominees**

- Mark noted that there were some technical reasons why the trustee nomination arrangements for the Foundation discussed at the October meeting wouldn't work. Alex Mitchell and Sophie Hoskings would therefore be co-optees rather than Trust nominees. The arrangements for the appointment of trustees would in any case be reviewed in early 2021.

8. **Approval of Capitalisation Agreement**

- It was noted that, in addition to the £30K of shares that the Dons Trust would be subscribing for in cash, a further £115k of inter-company balances owing from the Club to the Trust would be converted to share capital. A capitalisation agreement had been signed and the share subscription would occur on either Friday or Monday.
- Luke asked for an update of the share ownership percentages and Edward promised to circulate this once Round Two of this funding closed.

Actions: Edward to send updated ownership percentages following closure of funding round.

9. **Election Report**

- The DTB noted that it had received an initial report and that the Election Steering Group was to send a further report including recommendations for future elections following receipt of feedback
- It was agreed that David would contact Alex to publish what was available ahead of the AGM

Actions: David to speak to Alex and publish what content was available from the Election Steering Group's report.

Anne Williams left the meeting.

10. **New DTB Chair**

Mark emphasised to the DTB that, in its current form, the role of Chair was a very time-consuming one

A lengthy discussion ensued which presented a number of different board structures covering a chair, co-chairs and vice chairs.

- Charlie argued that a quicker decision could be taken than had historically been done and that this was attractive given the amount of business that the DTB needed to attend to. Jane agreed with this
- It was agreed that all individuals on the new DTB board would, by Saturday, send David a paragraph on which elements of Mark's current role that they felt they were appropriately experienced enough with to assist on and for which role(s), they wished to apply, ahead of a Teams call to discuss the matter
- Michele raised the fact that the votes also included the vice-chair and questioned whether the substance of that role should also be explored

- Mark suggested that the same exercise was run for anyone wishing to sit on the AFCW PLC board

Actions: All new DTB members to submit required information to David by Saturday on their relevant skill sets and role(s) applied for.

11. **DTB Chair's Handover**

Mark relayed that he had completed a handover note with a number of items, highlighted in red, requiring early attention from the DTB

Mark took the time to make a number of reflections on his time as DTB chair.

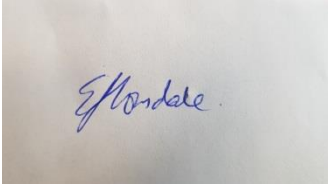
A short presentation was hosted by Jane at which thanks were offered to Mark for his contribution to the DTB. Mark expressed his gratitude for this and said what a privilege it had been to serve as board member and Chair. Subsequently, it was agreed that Jane would chair the DTB for the interregnum period.

12. **AOB**

- Mark noted that the Dons Local Action Group had been recognised by the Sports Journalists' Association, alongside Marcus Rashford, Lou Macari and Ebony Rainford-Brent, for the outstanding work it had accomplished in 2020. The DTB formally congratulated all involved on the work. Tim asked whether the DTB needed to do more to publicise these successes and Xavier said that more coverage was required for the Academy and Foundation
- Mark thanked Alastair, Anna and Anne for their contributions to the DTB over their time as representatives
- Graham flagged the forthcoming 'Meet the DTB' event that he and Luke were hosting on 30 December and suggested that one was held each month. All agreed with this
- Edward noted that the Finance Committee had kicked off its work and praised the quality of the volunteers. Edward committed to sending minutes from the meeting

Actions: Edward to send minutes from Finance Committee meeting.

The meeting concluded at 11.39pm.

A rectangular image showing a handwritten signature in blue ink on a light-colored background. The signature appears to be "E. Bondale" with a period at the end.

Signed on behalf of the DT Board