

Dons Trust Board (DTB)

**Minutes of a board meeting held at 7.30pm on
5 January 2021**

Meeting was held virtually and recorded via Microsoft Teams

DTB members

Jane Lonsdale (Co Chair)
Xavier Wiggins (Co Chair)
Niall Couper
Tim Hillyer
Hannah Kitcher
Edward Leek
Luke Mackenzie
Graham Stacey
Charlie Talbot (Vice Chair)

In attendance

Joe Palmer (Club CEO)
David Gowns (DTB Secretary)
Michele Little (DTB Treasurer)
Roger Edmonds-Brown (Minutes)

1. Introduction and apologies

No apologies were received.

Jane welcomed everyone to this extra meeting, and explained that the purpose was primarily to decide the **Board's priorities for 2021**, using the DTB tasks spreadsheet. Since Jane's involvement on the Board from 2013 onwards, she believed that in every year there had been a tendency to overcommit, and that this Board needed to be critical of its capabilities, so that it did not overpromise. Jane was encouraged by the enthusiasm shown by the newly constituted Board, and thanked both new and existing members for their contribution since it had been formed.

2. Conflicts of interest

The purpose of identifying any conflicts of interest was to mitigate risk as much as possible, or to avoid opening the Board up to any proprietary issues. David said that all members of the new Board had returned their Conflicts of Interest form, and said that in particular members should flag up any dealings with WiSH and the Foundation, as and when they arose.

3. Skills matrix and co-option

Previous Boards had used the Skills Matrix. Although based on individual's subjective ratings on a scale of 0= no knowledge to 5= expert, Jane believed that it could be useful in showing where there were skills, and where they were lacking, i.e. with scores of 3 or below. Therefore, when looking at the priorities for 2021, Board members' strengths could be used in allocating priorities, and where there was a lack of skills, those areas could be added to through co-options (there were up to three

allowable by the Constitution), and working groups of volunteers. Tim suggested that 'skills' should be widened out to include ethnicity and gender, as well as consideration of the Board members' 'day jobs'. Jane agreed, and said the Constitution allowed the co-option of those representatives of, or for, the following: councils or local authorities, the young, disabled, local business, club supporter groups, club employees, national sporting bodies, and club players' associations.

Skills Matrix results

The results showed plenty of 4 and 5 scores, and the following areas of 3 or below where discussion should focus:

- Youth football 2
- Fundraising 4
- Football knowledge 3 (Agreed as 'knowledge of how to manage a football club')
- Legal and Contracts 3
- Major building contracts 2
- Stadium construction 2

Analysis of Skills Matrix ratings

With 'Major building contracts' and 'Stadium construction', Charlie felt that both Luke and Edward had been too modest on their level of skills here. Charlie also pointed out that the Board did have strengths in shop fitting out and merchandising which were currently required in the stadium. Jane agreed, but suggested these two areas should remain flagged, as they would be needed in the future expansion of the stadium. Xavier felt that legal and contracts could also be covered through the club's existing contacts. That left two skills lacking of 'football knowledge' and 'youth football'.

Football knowledge

Jane said that the agreed definition of 'football knowledge' should be the knowledge of how to manage a football club.

Xavier felt that for the club to address and implement footballing changes e.g. from 'a ten in and ten out' of players to fostering the academy, there was a strong case for someone with football knowledge to be brought into the DTB to effect such a change.

Luke asked if such a person should be on the FCB or the DTB.

Xavier said that to fulfil its oversight role, this football knowledge would have to be on the DTB.

Niall agreed, and believed that the DTB could indirectly benefit from such a co-option, by publicly stating its intentions to seek someone of the highest calibre.

Luke said that the messaging and communication around any football 0-option would need careful handling to ensure that the football manager understood the reasoning. Xavier agreed, but pointed out that the Board currently had such an arrangement as regards finance which worked well.

Charlie felt that past informal contacts with footballing people had taken place, and it would be less unsettling for the club management if it was a credible person with a recognized expertise and track record.

Jane said the person's profile, whether youth, first team management, senior management, or with a more rounded background, would also have to be considered.

It was agreed that football knowledge was an area of potential co-option onto the DTB, and with someone that would fit the club's strategy.

Youth Niall favoured the co-option of an 18 to 26 year old, perhaps a recent graduate, to connect with the young.

Jane said that the head of Junior Dons 12 – 16 working group was looking at the safeguarding feasibility of a Youth Board.

Luke said that co-option for someone to cover this area had been tried twice in the past, but both had become 'sidelined' from their top down influencing role on the Board. There was then some debate as to whether an influencing role or an operational role would be a more effective co-option.

Jane said that whatever the role, they should be mentored by the Board.

It was agreed to note that a youth perspective was an area of potential co-option onto the DTB

Michele joined the meeting.

Other skills and areas for possible co-option

It was agreed that there were wider **diversity** issues for the DTB itself to address, and that the Board should seek out best practice. Tim suggested there were national organisations that could be called upon, such as Level Playing Field and Kick It Out.

Bearing in mind the contribution Alistair Brown had made during his co-option it was agreed that '**commercial**' should be added to the list of skills.

The board will consider how to take these forward.

4. Priorities for the year

Introduction

Jane said there was much to do in 2021, and quite quickly, and as there were some priorities that were inter dependent, some sequencing would be required.

Jane suggested the following guidelines for the next part of the meeting:

- The meeting should first of all agree and commit to the priorities for 2021, but without going into 'operational' detail.

- The Board should recognise that its members were different individuals, each with different amounts of available time to give to the club, and with different ways of working.
- Members should be cautious not to overcommit.
- Some of the papers provided for the meeting not yet been discussed by the Board, and were not of agreed positions that had been taken by the Board. Joe had also provided his thoughts in a discussion document that would help inform the Board on the strategy, structure and governance debate.

Joe joined the meeting.

Jane asked Joe to introduce himself to the new Board members, and he provided the following **Joe Palmer pen picture**:

- 20 years in marketing, advertising and PR.
- Started in sport marketing with MUTV.
- Set up own sports marketing consultancy in 2005, working with the Football Foundation, Portsmouth FC, and ladies European golf tour.
- Then to Shakhtar Donetsk for 6 years to develop and implement a 4 year plan to make it one of the biggest Eastern European, and then European, clubs. This successful outcome attracted attention of UEFA.
- Then to Sheffield Wednesday, setting up a clothing brand, an energy drink and increased the stadium capacity.
- And now to AFC Wimbledon, his local club and the area in which his son was born, to be part of one of the greatest stories in football.

Jane asked Joe what would be most helpful for the DTB to do to support him, and Joe said the **Strategy Review**, and the **Structural and Governance Review** were the most important, after which everything else fitted into place. There was currently such a wide range of opinions about the club's future, such as the commercial versus community balance, and the club must decide democratically the way forward. Joe said he felt a sense of frustration, which he knew was shared by the Board, at there not being one consistent voice as to what the club should be doing, which prevented him proposing and implementing change in the football club organisation.

Joe added the need for good communications, and liked the recently mooted idea of one individual who would oversee this for all club activities.

Discussion Document by Joe Palmer

Hannah thought that Joe's frank and candid views highlighted the unique range of views and disagreements that our football club had. Hannah felt that it provided an excellent and objective analysis of the club, and could

be used in both a public and positive way to launch the strategy review process.

Although the strategy was crucial for the club's future direction, Charlie wanted to ensure that in the next 12-18 months the Board was supporting Joe in the shorter term need to get the stadium functioning appropriately and effectively. Joe said that it would be decided by the fans the balance between the club's commercial approach and community approach. Joe added that during the strategy review, there would still have to be club operations in place, and that some operations would then have to be altered or changed as a result of subsequent strategy decisions. Ultimately for him, it was most important to have the right team working around him.

Strategy Review

It was agreed unanimously that the Strategy Review was a key priority for 2021.

Jane said that preparations for this review were underway. Alistair Brown had already received some pro bono consultancy from Deloitte, Luke had started doing stakeholder surveys over the last year, some brand and purpose work had been done, and some member engagement had also taken place. However it was a massive task that would have to be properly resourced and done quickly.

Niall agreed with Jane. He did not think that there had to be a problem between balancing commercial with ethos (or commercial v community as Joe had earlier mentioned), as our strength was that we were not like other clubs. Joe understood Niall's point, but as CEO he needed to know where the 'red lines' were to be able to operate effectively.

Niall thought it would be helpful if Joe gave the DTB guidance as to what he needed, and build that guidance in as review objectives. Joe said he had started to address this in his discussion document - after the club had decided 'who are we and what is our business', the next step of 'how do we want to get there?' was crucial for him to know where the democratically agreed point on the scales of ambition, community and ownership the club were positioned.

Jane asked who would be willing to take on the strategy review. As this was a key priority, the whole Board would indirectly support those directly involved.

Xavier said the review had 7 or 8 key individual components, and that he could coordinate the project if the Board were in favour of this. He had checked with Alistair, and the four people he had brought in were still interested to be involved.

Niall was happy to support Xavier.

Hannah would also be pleased to support, ideally with a specific discrete area, preferably around surveys.

Graham was also prepared to support.

It was agreed unanimously that Xavier would lead the Strategy Review, with Niall, Hannah and Graham in support, along with a wider group of people.

Structural/Governance Review

Jane said that everyone seemed to agree that the organisation needed to change and improve, so as to address the inefficiencies caused in decision making. The Imperial College review had been received, a group of individuals including Charlie and Xavier had produced a paper around the time of the Plough Lane Bond launch, and some of the Vice Presidents have put forward their views on this matter. In addition, previous work by the constitution working group, and previous DTB members work could be drawn upon.

It was agreed that the Structural/Governance Review was a key priority for 2021.

Jane said this was a major piece of work, and it would define what the club boards looked like. Although her area of work was governance, due to her overall work schedule, she felt her expertise would be better used once the structure was agreed, and when the requirements of each of the Boards to operate would have to be established. The changes to the Constitution and the club's rules and regulations would then also have to be reviewed and updated.

Jane asked who would be willing to take on the Structural/Governance Review.

Edward said that he would be willing to support the project.

Charlie was happy to take this project on and lead it. He was in touch with people with further experience on how football clubs, community societies and voluntary sector organisations with Trustee boards were structured. Dave Boyle was also somebody who he had spoken to, and who was keen to be involved, and the Purpose Foundation had been looked at by Charlie and others as one potential route as a way to reduce or remove tensions between the club's different ownership model groups. Luke noted he had been interested to read the original proposal of a structure backed by the Purpose Foundation but that any decision around that kind of change had to rest with the Dons Trust members. Charlie readily concurred and agreed any proposed structural changes would be discussed with members and brought to them for debate and vote.

At previous DTB meetings there had been debate as to whether the strategy review had to be done first, followed by the structural/governance review, or if both could be done at the same time. Although Jane had tended towards the former approach, she felt some sequencing was now preferable due to the shorter timeframes and interactions between the two along with the influx of new members and a Board which felt more highly motivated and could progress both these reviews quicker

than previously envisaged. She therefore concluded that **these two reviews should be run in parallel**. Quick wins from the strategy review, such as fan ownership decisions, could straight away be translated into structural changes

Luke mentioned that Charlie had previously discussed the Purpose foundation and that whilst the idea needed investigating, ultimately it was for the membership to decide.

For the surveys and interviews, it would have to be agreed whether DT members, fans and/or stakeholders were the 'audience' in each case. Joe felt that when fans were being surveyed, the tone should be as neutral as possible, and Xavier thought an external person should be brought in to provide an objective stance. Jane said ultimately it would be the DT members that would make the decisions through their vote, whilst using the debate to encourage fans to join the Trust as members.

It was agreed unanimously that Charlie would lead the Structural/Governance Review, with Edward in support, plus a wider group of people.

Business Plan (Refinancing)

Jane said that with the arrangements to be made to refinance the stadium loan in a short space of time, it was clear that refinancing should be another major priority. Edward was chairing the Finance Committee, and she had understood that there was an early draft of a refinancing plan.

Edward concurred with Jane's introduction, saying there was a good group of volunteers – including himself and Michele as the DTB representatives. Edward noted that one volunteer with significant experience in the area was focusing on the writing of a new business plan aimed at investors and targets for refinancing had already spoken to Joe and Tom and the group's work was underway in this area.

It was agreed that the Business Plan (Refinancing) was a key priority for 2021, and should continue to be led by Edward, with Michele in support.

Operational resource for stadium fit out

Jane explained that this area had been identified to ensure the club maximised its stadium asset through a DTB oversight, so that the right resources to the right spec were in the right place.

Joe said that most of the specification for events, catering, ticketing, and retail had been done, and it was now the people and organisational structure that had to be put into place. Jane understood that Joe would outline his new organisation structure at the 20 January DTB, and it remained to be decided who on the Board would be responsible for the oversight. Joe said that the Business Plan would be aiming to show income generation in all areas, and suggested that this also should be talked through in detail with the Board. Joe pointed out that covid had put

a hold on the stadium recruitment drive early in 2020, and that therefore the organisational structure had not changed since.

Xavier said at a recent catch up with Joe and Jane, opportunities for improvement to the FCB report to the Board were sought. Joe would be happy to reflect Jane's wish for a forward looking risk report, and Hannah's wish to have more of Joe's narrative and less of the stats without context.

Xavier was also uncertain where the Board's involvement with the 2021 plan for delivery started and finished, so would welcome a chat with Joe to thoroughly understand the plan, and see where the Board could get involved to support Joe. Joe agreed that that would be a good conversation, as Plough Lane was on a different level to Kingsmeadow.

Action It was agreed that Xavier, and Jane, after a conversation with Joe largely about the Business Plan, would report back to the DTB. It would then be decided by the Board who would have the expertise to lead and support.

Other DTB Tasks/Priorities

Allocation of leads and supports were as follows (underlined):

Meetings:

Chairing DTB meetings

Jane to initially lead by chairing the first few meetings to embed the new protocols on meeting papers being received by the Friday before the meeting and being read in advance and then the Chair to be rotated.

Jane also suggested, due to the large workload from the four main priorities above, and others still to be identified, that there should be more meetings on single items in the future. To keep track, this would need reporting back, notes of meetings, etc. The DTB agreed.

Chairing SGMs

Jane to lead, but all Board members are expected to take an active role as Chair.

Setting agendas and planning

Jane, Xavier and the Secretariat to lead, with all suggesting agenda items.

Creating minutes

Secretariat to lead. David's draft paper included SLAs such as getting the minutes in the next meeting folder within 10 days.

Editing minutes

Board and Secretariat to lead. These should be actively edited by Board members, enabling a sign off at the next Board meeting.

Progress/papers chasing

Xavier and Secretariat to lead. There should be an action log that was regularly progressed.

There was a plan to increase the Secretariat. David was looking to get the Board meeting summaries out the day after, but without relying on Board members such as Hannah.

Calendar

The Secretariat would lead with the meetings calendar and the rota.

FCB:

Oversight

Xavier and Jane to lead, to attend FCB meetings.

Primary Liaison

All comms between Joe and Board to be channelled through Xavier and Jane.

Liaison:

FSA

Tim, who was an elected member of the national management board, said the club was held in high esteem by the FSA as the top ranked fan owned in England. As one of the best behaved footballing crowds home and away, our approach to safe standing, etc., the club had already met or exceeded many of the FSA campaigns for best practice. This meant the need was to deal with emails and meetings coming from the FSA.

Until there was a lead, Jane would monitor these downward FSA communications, and distribute them to the appropriate Board member.

Foundation

Xavier to lead. Through his DLAG involvement as head of the leadership group, he was considering an invitation from the Foundation to become a trustee.

Jane noted that the Secretary was checking there was no conflict of interest, and if there was for Xavier and David to work up appropriate mitigation (e.g. not being party to discussions or decisions).

DLAG

Xavier to lead.

WiSH

A three way Club/ DTB/WiSH SLA was considered the best way forward.

Niall to lead in this liaison role.

Ladies

The Board and Joe had agreed during autumn meetings that the Ladies should become a whole part of the club. The liaison role for a Board member would be to advertise and recruit a person to join the Ladies to help them make this transition, and act as the DTB representative on a Club/DTB/Ladies grouping.

Hannah to lead.

Academy

Joe said he felt the Academy was an integral part of the club, and should be invited to report quarterly at FCB meetings. Xavier agreed with Joe's approach, and said it should be reviewed if the DTB were to get a footballing cooptee, as had been discussed earlier in the meeting before Joe had joined.

Dons Draw

Michele was now the sponsor in place of Mark Davis. Elwyn Price still ran the Dons Draw, and the results were now being posted onto the website in a timely fashion. Michele said that Elwyn was arranging the process of applying to Merton for a licence.

Membership Secretary

Jane said that integrating the membership into the club database and direct debit administration were two areas that required liaison with John Stembridge and coordination between DTB and the club.

Hannah to lead. Michele to support.

NCVO

Reach

Merton Voluntary Services Council

Merton Council

National Football Museum

Merton Local Studies and Heritage Centre

Kick It Out

Niall and Tim to agree to lead and support in each of the above, and to advise Jane and Xavier accordingly.

"Internal Champions"

Diversity & Inclusion

Niall agreed to join Jane on the D&I working group.

Junior Dons

Jane noted the excellent working group who supported the Junior Dons membership offer. She would welcome a Board member to take on her lead role of the JD working group and requested volunteers. None were forthcoming at the meeting so Jane asked Board members to think about this and follow up with Jane direct.

Remaining items

It was agreed that some of these items, outside of the top four priorities, maybe already be covered by the latter. Depending on the progress of the top four priorities during the year, any of these remaining items could be reviewed, and it could then be seen which ones that the Board had the capability to add.

Mark Davis' handover notes

Jane said most of the points had been dealt with, but drew the Board's attention to three outstanding items:

Deceased benefactors

There was an outstanding action from Hannah and Tim to honour deceased benefactors, raised in a WiSH paper. Tim agreed to expand on that work and would report back to Joe.

Dons Draw

The Dons Draw website and the OS needed to be updated to ensure it remained compliant with the lotteries licence. Michele agreed to follow up with the Dons Draw administrator. The designer of the Dons Draw website had not been identified, and a new site may have to be produced, perhaps by a volunteer.

Golden Goals

A decision would have to be made as to whether Golden Goals was continued at Plough Lane, and this should be picked up as an issue in the Strategy Review.

Joe said that a more general 'Plough Lane gaming and competitions' discussion should take place, which should include both Dons Draw and Golden Goals.

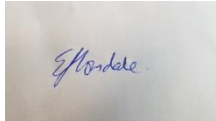
Joe left the meeting.

AOB

Dates for two SGMs and the AGM in 2021 had been agreed, and Jane said it would be preferable to also publish these dates to members early along with when resolutions were needed etc.

Jane thanked everyone who had contributed to the meeting, and the impressive range that it had covered. From the minutes, a document showing the meeting's agreed 2021 priorities and each Board member's responsibilities would be created and published, and include a general call for volunteers.

The meeting concluded at 10.36pm.

A small, rectangular image showing a handwritten signature in blue ink on a light-colored background. The signature is cursive and appears to read "E. H. ...".

Signed on behalf of the DT Board