

Dons Trust Board (DTB)
Minutes of a board meeting held at 7.30pm on
17 February 2021
Meeting was held virtually and recorded via MS 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)
Tom Rawcliffe (Financial Controller)
David Grows (DTB Secretary)
Michele Little (DTB Treasurer)
Roger Edmonds-Brown (Minutes)
Matt Stockbridge (Comms Assistant)
Alex Folkes (ESG Chair)
David Hall (ESG member)

DTB, Election Steering Group

1. ESG Report

The meeting's first item was the second report by the Election Steering Group (ESG) for the Dons Trust, following an initial report presented at the AGM on 17 December 2020. This report considered the various ways in which the election process could be improved in future in a series of proposals. Alex Folkes (Chair) and David Hall of the ESG had been invited to attend the Board to discuss and these proposals. Alex and David said that there were some fundamental changes being put forward, some of which were recommended now and others for a later time.

(Note: For reference the ESG Report's section names and the proposals have been reproduced, followed by any comments and outcomes from this meeting).

Introduction

Proposal 1:

That in the first instance the previous year's report be used as a starting point to inform the processes for the following year.

- Board outcome: **Agreed**

ESG Autonomy

Proposal 2:

That the election rules are subject to review every other year and considered fixed in between times and that the ESG be empowered to make such interpretations as are needed, within the scope of the written rules, subject to informing the existing Board and seeking their comments

before the proposals are fixed and the election commences. We would recommend that this paper form the basis of the first review.

- Board outcome: **The Structural Review, when looking at the Constitution, should link back with the ESG to consider how this proposal could work.**

Proposal 3:

That the ESG is considered to work on behalf of the DT membership rather than the Board. Formal reports, results etc. will be relayed to the membership via the DT Secretary. Where appropriate, the Board will consider recommendations and act accordingly.

- Board outcome: **When the Structural Review was addressing the Constitution, Charlie to link back with the ESG to consider how this proposal could work.**

Composition and individual roles of ESIG members

Proposal 4:

This year's arrangements were unusual in a number of respects, but were made to work with the goodwill and adaptability of the ESIG members but it would be helpful for a clearer set of roles (including that of the DT Secretary) to be defined for any newcomers to the ESG and for the team to be identified as soon as possible for the following year in the event of any changes in personnel. We set that out further in some of the other proposals.

- Board outcome: **To set a date when the ESG is assembled, ideally as early as May/June.**

Publicity

Proposal 5:

The ESG will continue to seek as much publicity as possible for the Board elections, making use of club resources (see below) and to ask external groups to host hustings and other events. Whilst we cannot control the editorial content of external groups, we will always ask that they give equal access to all candidates. We are happy for events to take place which are aimed at sections of the DT membership.

- Comments: Official hustings should form part the election timetable and be programmed in at the start. With the digital facilities at PL, election events could be easier. ESG favoured at least one hustings, and using Zoom meetings for hustings was also suggested.
- Board outcome: **Agreed, with dates arranged as soon as possible.**

Proposal 6:

The ESG should meet with the appropriate club staff before the start of the election to agree what resources will be at the disposal of the ESG for the election. This may include space in the programme, news and other

articles on the website, matchday announcements, space within the stadium and the use of staff time.

- Board outcome: **Agreed**

Proposal 7:

The ESG should consider how the results of the election are to be announced at least two weeks before the due date. A comms plan should be drawn up to take advantage of all club and DT owned assets in an appropriate manner. If additional publicity can be gained through external sources then this should also be considered.

- Comments: There had been no prior warning of the results being announced by 9yrspodcast, with the subsequent loss of a good engagement opportunity for the club/DT. The AGM date deferral was a contributory factor.
- Board outcome: **Agreed**

Proposal 8:

The DTB should include a survey of members on attitudes towards the election in its work programme. This survey should include questions on the information received and publicity seen as well as the level of interest in the process and what could be done to make it better.

- Comments. This was not essential, said Alex, as the turnout had been 11 points up from last year
- Board outcome: **Agreed. Graham to add into the engagement plan in conjunction with ESG.**

Election Timetable

Proposal 9:

That the nominations period be shortened to three weeks. Manifestos can be publicised and sent out by email at the start of the fourth week and then ballot packs (online and paper) sent out at the start of week five. Voting would then close at the end of week eight.

- Comments. The manifestos went out before the ballot papers, which meant some catch up was needed by the ESG, said Alex.
- Board outcome: **Agreed, with the timetable to be sent out well in advance.**

Proposal 10:

The ESG considers when and in what form to issue reminders but should bear in mind the positive response that reminders generate. At least four reminders to online voters who have not yet voted should be considered. A discussion with the Board should take place before the election to decide whether funding is available for a single reminder to all postal voters.

- Board outcome: **Agreed.**

Nominations

Proposal 11:

The nomination system should be retained, including rules on membership at the time of nomination although consideration should be given to removing the ability of candidates to nominate each other. Although not commonly used, this encourages the formation of 'slates' - formalised factions within the Board.

- Comment. Jane wondered if there should be more due diligence done on manifesto content.
- Board outcome: **Agreed.**

Proposal 12:

The rules are clarified to say that employees of the club, including those who have freelance contracts, may not stand, nominate candidates or campaign and that candidates should not campaign in such a way as to suggest the endorsement of club employees.

- Comment. This should include current and outgoing work relationship with the club said Alex. Niall said that there was a potential problem with the increase in professional volunteers who could be quite influential.
- Board outcome: **As part of the ongoing review, DTB to devise a set of rules on candidate suitability in the next few months.**

Proposal 13:

The requirement to list the number and type of shares held and to state whether or not the volunteer code has been signed are dropped from the nomination forms.

- Comment. Alex felt that any candidate revelations above DT membership were more a matter of opinion.
- Board outcome: **As part of the survey, it should ask what information would be wanted by fans.**

Campaigning

Proposal 14:

The DT considers whether or not to impose a spending limit for candidates in DT elections and, if so, what that limit should be. The figure of £500 has been suggested. If a limit is imposed, consideration be given to how to monitor such limits and what penalties to enact on those who breach them. At this time, the ESG is not inclined to support such limits but believes that the matter should be discussed as part of each biannual review.

- Comment. There were inclusivity issues raised.
- Board outcome: **Agreed, but with no expenditure limit shown**

Data Protection

Proposal 15:

Candidates are reminded of the requirement that they obey data protection laws and do not make use of data or other information that

they may have legitimately gained through other activities within the club.

- Comment. Jane said it would have to be within GDPR rules.
- Board outcome: **Agreed**

Method of voting – electronic and paper ballots

Proposal 16:

The DT considers whether it should move to an all-online voting system. This is not recommended by the ESG at this time.

- Comments: Ensuring inclusivity for members who do not have electronic accessibility
- Board outcome: **Recommendation not to proceed agreed**

Proposal 17:

The DT makes a concerted effort to move more of the remaining members who opt for paper based communications to electronic. The default option for new members should be electronic. In addition, the DT pushes members who share email addresses to move to different email addresses for each member and reminds all members that we use Survey Monkey for ballots and that they should not opt out of that system.

- Board outcome: **Agreed**

Proposal 18:

The DT undertakes further research and analysis of the other issues identified in this section ahead of the 2021 election to help address some of the administrative difficulties which arise and where appropriate to set a target for the number of bounced, optouts and duplicate emails.

- Comments: Jane suggested a datacleanse when going into the club's CRM.
- Board outcome: **Agreed**

Proposal 19:

Subject to the outcome of that research, the DT also considers as a matter of long term policy whether it wishes the ESG to expend time creating 'work arounds' for emails that bounce or for members who opt out of Survey Monkey. As a minimum, we recommend that publicity is given to the need for members to 'cure' any failing email addresses. Such publicity will need to be in analogue form.

- Comments: Alex and David H said it was in everyone's interest to sort out this wider DT problem.
- Board outcome: **Agreed**

Proposal 20:

That procedures and a deadline for resolving lost ballots be included in information and publicity at the start of the election process.

- Board outcome: **Agreed**

Voting system

Proposal 21:

The DT considers whether to move to a ranked choice system of voting for Board elections.

- Comments: the board discussed the option and sought further evidence for a move to ranked choices.
- Board outcome: **Alex to take this away to work up the proposal for future DTB consideration.**

Use of and addition to elections email address.

Proposal 22:

In order to spread the administrative load and avoid use of personal email addresses, it is proposed that we set up two elections email addresses if the more administrative online and related functions continue to be carried out by a member of the ESG (rather than the DT Secretary). This would nevertheless require the Chair to be able to access one of the DT addresses directly (currently via Outlook).

- Comments: several people could share an email account eg chair@ and juniordons@ as long as there was password protection.
- Board outcome: **Agreed**

Use of phone numbers

Proposal 23:

That the ESG determine each year whether they wish to provide personal phone contact details for members during the election.

- Board outcome: **Agreed**

Role of scrutineer and audit process

Proposal 24:

That additional scrutiny arrangements be put in place by the ESG in conjunction with the DT Secretary and the Independent Scrutineer for reviewing the online ballot processes.

- Comments: David H said there should be a clear audit procedure.
- Board outcome: **Agreed**

Eligibility and deadline for voting

Proposal 25:

Better coordination between the ESG and the Membership Secretary should take place each year to ensure that the date for eligibility to vote is understood by the membership. We would propose that a default date be fixed of 30 October each year unless circumstances surrounding the date of the election require alternative arrangements.

- Comments: David H said it was important to have a known publicized date.
- Board outcome: **Agreed**

Shared directory, record keeping and confidentiality

Proposal 26:

That suitable arrangements be confirmed with the DT Secretary for maintaining the confidentiality and storage of electronic and paper ballot files and associated records.

- Comments: David G saw this as getting rid of Google and using Sharepoint.
- Board outcome: **Agreed**

It was agreed that the ESG would make any necessary changes to the report to prepare for its publication on the DTOS, and the suggestion by Hannah that it also be published in the meeting's summary was agreed.

Jane asked that for the next election, ESG would inform the remaining DTB members before the election results were made public, so that the DTB could 'own' the announcement. Alex agreed.

Alex and David H left the meeting

DTB, Joe Palmer, Tom Rawcliffe

2. Introduction

Apologies

There were no apologies received.

Meeting protocols

Jane thanked Board members, and David and Conor of the Secretariat, for their suggestions and feedback which had been received for making the board meetings more efficient. The resulting guidelines included: to read all papers before meetings and this to be assumed during the meeting, raise and lower hands, chat used for voting only and not for making substantive points that wouldn't be captured by the minutes, keep succinct and not to repeat points, no need to say that you agree so the meeting concentrates on dissenters, and AOB to be a short roundtable update. The Secretariat would create a meeting etiquette document to go into the SharePoint guidance folder.

Jane emphasised the need for all Board members to stick to the priorities agreed at the 5 January meeting.

It appeared that the papers (financials and FCB report) to be sent to Iain and Mick had not happened this time, and Jane would talk to Xavier to resolve this.

Joe and Tom joined the meeting

3. FCB Update

Joe answered points raised by Board members on the 10 February FCB meeting report and the FCB report to the DTB dated 17 February.

- Joe **agreed** to provide more benchmarks for the statistics for the DTB to better judge the club's performance, including a **separate ifollow report**.
- Joe **agreed** to provide a timeline for the migration of the **Dons Trust membership into the club CRM**. He said its completion was not far off. It was agreed that the club should liaise with the membership secretary.
- Joe confirmed that the **database of supporters** had shown huge growth to about 30k, and if the club reached its target of 50k, optimising capacity of PL should be achievable.
- Sponsorship was discussed and the ethical survey referenced.
- Joe believed the stadium naming rights Heads Of Terms were due to be signed end of February, and the contract signed by early April.
- Joe said there would be a trial for the last 10 home games of a programme with a hard copy on demand through subscription.
- Joe agreed to check on the content of the club's Instagram account, following some concerns.

Media and interviews

The Board discussed the communications around the Head Coach appointment and were disappointed that the first interview with Mark Robinson wasn't on the Official Website. There was a discussion on the requirement for agreed protocols on who can approach the Head Coach and howt, noting that the 9yrs podcast had undertaken an interview with Mark Robinson between 8pm and 9pm after the announcement had been made.

Graham proposed that the club/DT should host a Meet the Manager with Mark, Joe agreed.

London Broncos

Joe then provided an update on the proposal for London Broncos to play home matches at Plough Lane. The Board discussed the upcoming members' survey and the level of financial information that should be provided to members. The Broncos knew that the deal would have to get the fans' approval.

Graham suggested that he would not feel he had represented the fans well unless he had at least asked the Broncos for their permission to share greater financial details, and that the fans would not otherwise know what they were voting on exactly. Board members noted that members were expecting a greater level of transparency from the DTB, and that a lack of trust in the Board's oversight role, particularly in the finance area, still remained from the events of 14 months ago.

A baseline figure with add-ons such as Bronco's promotion, and describing the deal's value in the club's own terms, such as twice the PLB repayments per year, were also suggested.

Xavier felt it was reasonable for the club's owners, the DTB, to speak directly to the Broncos, and to explain that the deal might not go through if the DTB was not as clear about the deal as it could be with its fans. Xavier was happy to have a conversation with the Broncos. Jane proposed a vote on Joe going back and putting the DTBs position, and if necessary Xavier to speak with the Broncos.

The result of the vote was:

Yes: Jane, Xavier, Niall, Hannah, Luke, Graham, Charlie

No: Tim, Edward

It was therefore agreed that Joe, and then Xavier if necessary, to speak to the Broncos as soon as possible on the matter of disclosure of the deal to fans.

In the meantime, the club's PLB liabilities to be calculated in case they were needed.

Luke was ready with the text of the member's survey, with versions dependent on the outcome of Joe and Xavier's talk with the Broncos. It would be sent out, with a 3-week voting window. David G confirmed the vote was not a restricted action.

Edward flagged up that there was a limited time scale to obtain the required S73 planning application.

4. **Accounts**

The DTB noted a discussion on the budgets planned for Friday.

Management accounts

Tom updated on the financial position noting an EFL payment based on lost gate receipts, additional Plough Lane book sales and management termination costs and a successful R&D project grant related to player performance.

Budget Meeting 19 February

Xavier said he felt the aim was to understand the key financial parameters, including around the main budget lines. Joe said that along with Tom an explanation would be given as to how the figures were arrived at, where cost savings were possible and areas for extra revenue, such as education.

Jane said that along with Tom, Joe, Xavier and herself, others invited on Friday included plc board members and finance committee colleagues. Jane invited other Board members to attend if they wished.

5. **Football Board Proposals**

Jane said the New Football Board proposal had been briefly discussed at the previous Friday 1:1 with Joe and Xavier. It was concluded that this New Board would be more tactical and football based, and Joe confirmed that it would do whatever the club strategy required. Timescales for implementation and costs were discussed.

Joe said this innovative approach would give the club a 'great competitive advantage'. Joe confirmed on a question from Xavier that there would be no lessening of the current oversight and ratification the DTB exercised over other existing boards.

On a vote the paper was endorsed, with a DTB review built in as it was a 'new' idea. Joe agreed that the DTB should utilise the New Football Board's expertise.

6. **LLW**

Jane said it would better first to have Friday's budget, so that an informed decision could be made on LLW. On a suggestion from Niall, it was agreed that Tom would put the financial impact into the budget.

The Board agreed therefore to defer this item to a later DTB meeting. Niall said the feedback from the strategic meetings with stakeholders highlighted the advantage of attracting new stakeholders if the club was LLW accredited.

7. **Ratify decision on interim Financial Controller**

This item was a formal ratification, as previously discussed and agreed by the DTB through emails.

The club has requested that Edward Leek cover the role of Tom Rawcliffe as interim Financial Controller for a three month period until a permanent replacement can be found.

In line with the Dons Trust constitution (rule 72, 5, i and ii) Edward would declare a conflict of interest in relation to accounts and contracts and the mitigation put in place that he would not, as a Dons Trust Board member, vote on issues relating to these. The Constitution notes that a society Board member who declares an interest should not be present (at DTB meetings) except with the permission of the Society Board. The DTB has agreed unanimously to treat this as a conflict of interest and to give

permission for Edward to be at the DTB meetings during the period he is Financial Controller but not vote on any issues that are noted as a conflict.

Edward would continue to attend meetings of the AFCW PLC as the Financial Controller attends those but not as a DTB board member (Director). Edward also currently chairs the Finance Committee. The Terms of Reference for the Committee doesn't state a specific chair for its meetings so it would be possible for Edward to continue to chair those meetings as he would attend them in the role of Financial Controller.

Once the new Financial Controller is recruited and in post Edward would relinquish the Financial Controller post, remove the conflict of interest and regain voting rights of the DTB.

The item was ratified unanimously.

Edward was thanked by Jane for stepping up to assist in this matter.

8. **Stadium committee handover**

Joe updated on the latest regarding the stadium including vaccination centre and the 5 a side pitch.

9. **Volunteering survey**

Hannah said the results of the survey showed how the club could improve its volunteering offer, and there had been a promise to publish it, as she felt this was owed to the 1,000+ respondees of the second volunteering and skills audit survey.

It was agreed the April SGM would be a good opportunity to publish. Xavier agreed to pick up this item with the volunteer working group to address the feedback, with a view to making changes to the club's volunteering set up.

It was agreed to accentuate the positives, followed with the negatives as improvement opportunities, and to present at the April SGM.

Tom Rawcliffe

Jane thanked Tom for all his recent work to ensure there was a smooth handover, and wished him the very best in his future career. Tom said he left as a friend, as well as a debenture holder.

Joe and Tom left the meeting

DTB only

10. **Apologies**

(See Item 2)

11. **Minutes**

Due to the increased number of DTB meetings recently, and awaiting the outcome of recent adverts for more Secretariat support, there was a backlog of DTB minutes covering the last few meetings. It was agreed these would be reviewed and published via correspondence, rather than waiting for the next DTB meeting.

12. **Secretariat Comms support- Roles and Responsibilities**

This item was taken forward to the next meeting on 17 March.

13. **WiSH update**

Tim pointed out that the meeting's WiSH update paper indicated him incorrectly as the DTBs appointed Trustee. Niall agreed to consider others for this role and then put forward to the Board.

Luke agreed to be the DTB representative on the Stadium Heritage Working Group, and this would also mitigate the conflict of interest of Niall's brother Matt's involvement in WiSH.

It was agreed that Niall would ask the Volunteer's Group for a social media person to help with its social media policy.

David G was content that Dennis Lowndes had agreed to head up the Women's history section.

14. **Minuting votes**

To enable to record how Board Members were positioned on issues raised at Board meetings, it was agreed that the minutes would show the outcome of votes, with the names of those for and against when a vote was not unanimous.

15. **Update on Zoom costs discussion**

This item would be dealt with either at the next meeting or by correspondence.

AOB

FSA Awards

DLAG were congratulated for their successful shortlisting for an FSA Community Award, and Jane said there should be some publicity. This

award would be judged by a FA panel. Other nominations for Diversity and Inclusion and the Back to Plough Lane initiative had not successful.

Next DTB

This would be on 25 February, which would be the single agenda item on the Purpose Foundation.

The meeting concluded at 11.49 pm.

