

Dons Trust Board (DTB)
Minutes of a board meeting held virtually
at 7.30pm on 21 July 2021

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

David Gowns (DTB Secretary)
Michele Little (DTB Treasurer)
Roger Edmonds-Brown (Minutes)
Matt Stockbridge (Summariser)

1. **Introduction**

Apologies

There were no apologies received.

Protocols

Jane made the following points:

- During the meeting, comments should be made using the Teams raised-hand feature, as the chat bar would not be picked up in the minutes.
- Jane thanked everyone who had attended the Staff/DTB kick-off event on 19 July and said there would be a follow-up meeting on the coming Friday with Jane, Xavier, Anita and Joe to pick up on personnel issues that had been raised. A post event email, with the outcome of the collated responses that had resulted in five core values, would be sent shortly, followed by a further email about the virtual group meetings that would then discuss objectives. Although there had been uncomfortable phases during the meeting, it was hoped that the event would help with the ongoing collaborative relationship between DTB and staff and had been beneficial for all involved.

2. **Plan Wimbledon**

Tim explained that Plan Wimbledon wished to be regarded as an official neighbourhood forum for the borough of Merton, and he had joined as an interested local resident. He now realised that it was quite a small group and in its infancy. On a suggestion from Xavier, Tim had spoken to Roger Hobkinson and Chris Brodie, who were knowledgeable on planning issues, and gained the view that it was too early for the club to be involved in Plan Wimbledon, particularly as its remit was geographically too wide for the club. It may now be that the club itself could take a similar lead in our part of the borough, and Tim's suggestion that he keep a watching brief on Plan Wimbledon was **agreed**.

Development Group

Jane said that the Development Group was more pertinent for the club and trust at this time and suggested that Roger and Chris should be invited to give a presentation to the DTB.

Tim agreed as he understood that the two had presented to the Development Group, and that they had obtained pro bono support from Buro Happold and AECOM.

Xavier had attended these meetings and said bold and exciting residential and hotel developments in the stadium precinct area had been outlined. These would be large and long-term developments, with major considerations of partnerships and land ownership that would have to be considered by the club.

More imminently, it was expected that next week the club would hear if it had been successful in its bid for the proposed training ground in Tudor Avenue, one of three potential sites mentioned by Xavier at previous meetings.

On a question from Graham, Xavier said that a hotel was proposed for the precinct plan.

Jane felt the PLC would also want to be updated on this influential piece of work and suggested that a combined event of the two Boards should take place with a Development Group presentation.

It was **agreed** to suggest to the PLC Board the following day a DTB/PLC combined event with a Development Group presentation to include the stadium precinct area.

3. **Minutes**

June 2021

The minutes were approved.

May 2021

There had been a further process delay for these minutes, and David would seek to plan to get them completed in an alternative way, and following DTB review, be published in advance of the June minutes being released.

4. PLC Update

CEO Report

Jane noted the report had only been received earlier that afternoon and had forwarded it immediately to Board members. The report consisted of an overview, and then separate departmental reports. It was in a new format and Jane expected the PLC Board would have its views on its style. Jane asked the meeting for its comments, etc. on the style and content, as well as the Jane/Xavier/ Joe 1:1 weekly reports. DTB positions should then be established, so that they could be raised at tomorrow's PLC Board or at the next weekly 1:1. It was to be noted that a consensus view of the DTB would be taken to the PLC Board.

(During the meeting, Xavier collated all suggestions and issues, and the resulting DTB position, and would email them to Joe in advance of the next day's PLC Board).

Format and layout

It was agreed that it was very comprehensive, with plenty of good work worthy of praise as well as critique, but far too long. It was wondered how much of Joe's time had been spent on it compared the time of the departmental heads, and it was agreed that this would be raised at tomorrow's PLC Board. It was thought that clear author signposting would assist the Board in directing praise and raising issues. Eventually it should become RAG rated as with the Foundation report. Highlights could be put into the internal newsletter that had been suggested at the kick-off event.

25 year ST sales and the Scunthorpe test event

There was concern about the level of sales of 25-year STs, which then prompted comments about the low numbers confirmed to date for the Scunthorpe test event. The success of the latter was essential for the club to be able to move on to the final test event, and it was recognised that

the DTB itself had a direct responsibility to ensure its success. To address this problem, Xavier suggested a shared DTB document containing ideas to get more people into the Scunthorpe game, and then to collaborate with the club on a joint plan. Xavier **agreed** to set up this shared document, and the idea would be raised at the PLC Board tomorrow.

Alcohol Licence for test game

Similarly to the Euros, the club still had no alcohol licence, and so no opportunity to sell alcohol at the next test game. It was **agreed** to ask Joe at the PLC Board tomorrow to investigate this situation.

The suggestion had been mooted between Xavier and Joe that with no licence, alcohol could at least be served rather than sold, and as a PR gesture of thanks to the fans for their patience a free drink be given out at the test event.

Stadium IT media project - IT in the test events space.

Luke said the report's stated need for a 3 month programme to set up the required stadium IT media infrastructure was an issue that Charlie had raised as a matter of concern over a year ago. The DTB had been repeatedly assured that the matter was in hand. David (wearing his IT project manager hat) noted he had recently pointed out at a meeting with the club's Operations Manager the need to consider all the user requirements and then develop a prioritised programme. The Operations Manager was surprised to learn this would likely take 3 months to expedite. It was **agreed** to ask Joe tomorrow about this matter.

Epicurean contract

An update on the epicurean contract was discussed.

Stadium cleanliness

A fan at the game the previous Saturday had reported to the club that the stadium was generally dirty, there were building materials on the ground and no paper in the toilets. Jane said Joe was aware, and that cleaning should take place just before games and that process procedures had to be in place to avoid further occurrences. Jane said although a mitigating factor was that the stadium was still a building site, she suggested that any such problems in future needed to be raised immediately with the club.

Staff resource

Additional resource was discussed noting need for an experienced administrator (including ticketing support/receptionist/PA that would incorporate some of the work from last year's redundant role. Noted that with Klaudia leaving, additional resource was being provided (part-time contract basis) following a contact Xavier had passed to Joe.

An experienced part time person, who could do the routine reception, handle phone calls and emails while Mandy dealt with more complicated tasks, was suggested by Tim.

It was **agreed** to raise at tomorrow's meeting the DTBs preference for a more experienced office support person.

A decision had to be made quickly on the ticketing role as there was a consultant in place, and Klaudia was leaving the club on 6 August.

Jane was concerned that there would be increased costs by splitting out roles at senior levels.

Graham wanted to check that **Meet the Manager** was still going ahead on 5 August. Graham also raised the **Super9s** scheme tee shirts. These had been bought by the club, and it was agreed that they should be distributed to those children in the community that engaged with the project.

Third Kit Launch

Xavier said there was a meeting the next day with an external agency to plan the third kit launch campaign. There was concern from Tim and others that this was paid-for outside help for a modest launch compared to the first kit, and for which there surely would be volunteer and staff marketing resource that could deal with it. Mark Robinson had also showed concern and would be at the external agency meeting the next day, too. Hannah asked how much was being paid and was it value for money, and Graham asked what skills the club would be paying for that were not already within the fan base and indeed the marketing department.

Regarding **kit sponsorship**, it was **agreed** with Xavier that to ensure an ethical contract that met club standards and included Ladies and Foundation with the First Team, a DT sponsor should be involved in the decision of the new kit supplier. It was agreed to be raised at tomorrow's PLC Board. Tim, as a previous club shop manager, offered his experience to look at future shirt contracts, adding that a decision was urgent as orders would have to go in in autumn.

5. Club/Trust Governance

This item was to discuss club/trust governance, with particular reference to the draft Board Operating Framework document, and to agree on the outstanding issues flagged up by members of the DTB. The document had been produced to reflect the change of Governance structure from three to two Boards within the club. Jane said that as with the previous item, the consensus view of the DTB about the contents of the document should be taken to the PLC Board as the ratified stance by the five DT appointed Directors. After tomorrow's meeting, the outcomes would then be fed back to the DTB.

Board Operating Framework

Jane said that decisions taken about the content within this document, which involved defining the Terms of Reference of all the club's entities, were within the DTBs remit as the football club owners.

Outstanding Issues to be discussed:

Quoracy of the PLC

Jane said it was good practice for Board decisions to be made with a majority of attendees. The PLC currently had 9 members, and the Articles of Association said quoracy was two people. Edward thought quoracy could be considered as an operating procedure, because to change Articles would require a shareholder vote. David said it would be sensible that in due course the DT Constitution review and all changes to club Articles go out as a package to the membership for its views.

Members were clear that a DT majority within the PLC was crucial as an agreed principle, and it was therefore agreed that quoracy should be 5 members of which a majority had to be DTB members.

How DTB members are voted onto the PLC

Jane said this was not referred to in the Articles, but with the upcoming elections, it needed to be discussed.

David and Niall suggested variations on a two vote DTB and PLC election, which would help towards identifying the skills needed for each Board, with the former seen as more generalist and the latter more specialist. Luke wondered if the DT membership generally knew what the PLC did, but Jane pointed out its minutes had been on the club OS since the previous year. It was pointed out that under a two-vote system, there could be a variety of scenarios of members stepping down and the DTB losing its PLC majority.

Graham said that it was worrying there had been a vote on the pub name but not on a fundamental governance change. He did have trust in the current DTB Directors of the PLC 'to do the right thing' but was concerned that the DTB could no longer follow up with Joe directly. Niall agreed with Graham and said the issue of having DTB members and 'DTB plus' members would have to be addressed at some point. David added that the information coming back from Joe was far less than before. Luke thought the current DTB/PLC arrangement was not working. Edward thought that the PLC Board would be helped with more outside expertise drafted in.

Returning to the PLC vote, Xavier felt that 9 DTB had enough knowledge to make the right choice.

As there were no apparent risks in keeping the status quo for this year, and no dissenting voices, it was agreed to tell the PLC Board tomorrow that no change had been made for this year. This would mean there was no pressure on the ESG and its supporting IT system this year, and would give the new DTB/PLC arrangement more time to hopefully bed in. If DTB members continued to feel that they were not getting enough information, they should let Xavier and Jane know, as it had to work for the whole Board.

Who sets KPIs for the club

KPIs would be derived from the 5-year Business Plan worked up by the Senior Leadership Team (SLT).

Status and ToR for Constitution working group

Noted on hold but would need ToR in due course.

One Club entities

Discussed in Item 6.

Taking breaks

The constitution was quite strict on meeting attendance, and Hannah had wondered if it was possible to indicate to fans and potential DTB members, that breaks could be taken for such as personal or family reasons. Jane noted examples where previous board members had taken breaks for personal reasons that had been agreed with the DTB at the time.

DTB budget setting / approval

It was **agreed** the DTB sets its own budget, and the PLC sets the club budget with DTB giving final approval, which was the current arrangement

As regards the PLC budget, Edward endorsed this year's two joint DTB/PLC Board budget approval sessions.

CEO relationship – how is the working oversight going

It was noted it was a new arrangement. All DTB members should feel free to raise comments and concerns about it. Jane pointed out that the Board operating Framework was an operating manual, and it should be flexible enough to reflect the relationship.

Appointment of the PLC Chair

Hannah had raised the issue as to how the PLC Chair was nominated and appointed. Edward said that this should be thought through as it was an influential position. It was noted that following his re-election last year, the PLC had internally decided to re-appoint Iain as Chair. Edward felt Iain had done a good job as Chair.

Jane said it was regarded as good practice for plc boards to have independent chairs, as was the recently appointed Chair of the Foundation. Edward suggested that the PLC Chair should come from one of the three PLC NEDs (currently Nick Robertson, Mick Buckley and Iain McNay).

Jane pointed out that as the PLC Board was now an active, operational decision making body, this document would need to show how its Chair was appointed. From a governance point of view NEDs should be externally advertised showing the skills needed and whether it was a chair role, and selected with a panel, in this case, the CEO, a DTB member and an independent director.

Tim said that talented people could be attracted to the club, giving Dame Heather Rabbats as an example of an independent person who early in an illustrious career was a director of Millwall FC.

The open recruitment for NEDs, with the Chair coming from one of the independents, was **agreed**. Edward pointed out Iain had a year or two left to see out his term, so there was time to decide on the Chair selection procedure.

Club Secretary / Company Secretary

The recent advert for Club Secretary had included a qualified Company Secretary role to support the PLC who would also become the new secretary to the PLC. However, the successful candidate from this recent

recruitment did not have Company Secretary qualifications, and Jane asked for views.

Tim said that one person should not be overburdened with both club matters and statutory compliance, and in this case would advocate outsourcing a company secretarial company- as Jane noted the club had done in its first few years. Edward said as the club now had a long shareholders list and was quite public facing, these services would be appropriate and estimated they would cost around £2k pa.

Jane's view as a PLC Director was that the club needed a qualified Company Secretary, and as the club was £11m in debt and each Director was accountable, wanted that level of assurance that would be provided. Edward added that this assurance was also needed for shareholder resolutions and formal board minutes etc.

It was agreed that the document would state the need for a fully qualified Company Secretary as Club Secretary. It was agreed to raise this at the PLC meeting.

6. Defining "One Club"

Composition of 'One Club'

There was discussion about which of the entities shown on the Board Operating Framework's first page slide should be 'on the list' of One Club. An important factor was that there had been historical DTB decisions regarding inclusion of some of the entities into the club through, for example, formal terms of reference. Coupled with the desire to embrace the concept of an inclusive club, it was **agreed** that all the entities shown on the slide, with the addition of WiSH, should be part of One Club.

What it means to be part of 'One Club'

Xavier said there were budgetary considerations and a 'stronger as one' marketing ethos associated with the concept of One Club, both probably needing someone to make sure there was a fair distribution of resources. Several members stressed the importance of fairness, and that resources were financial and human, as in the sharing out of volunteers.

Charlie asked if the One Club was now agreed as a concept, and Jane said it was, as the Board were now discussing its composition and its ways of working.

Jane suggested that the club membership should have the opportunity to decide what One Club meant to them in terms of branding, costing, sharing resources, etc and Hannah's suggestion of a focus group was endorsed.

It was **agreed** a One Club focus group was set up with an open invite, and to include the heads of the entities.

7. Directors and officers Insurance

Edward confirmed that directors and officer's insurance had been taken out for £2m.

DTB Co-operative Bank Credit Card

Through email correspondence, the DTB had signed to indicate the resolutions had been passed in connection with the application for a Co-operative Bank Business Card.

8. Smart Survey

David described some of the drawbacks of the current survey tool and provided a proposal to replace the existing Survey Monkey service with a UK-based alternative called Smart Survey. There would be a main account with separate sub accounts for the DTB such as elections, club surveys etc, and perhaps the club as well in the future. The new platform would improve GDPR compliance, was safer, was good value for the cost, and provided a real human help line. Lars, a Dons Maker working remotely from Holland, had been valuable in the setup. The proposal was **agreed** to move to Smart Survey.

9. Ladies Update

David said that as Joe had been so busy, the process of integrating with the Club was being driven by the Ladies. The estimated costs of playing at Plough Lane and the cost of a Women's General Manager were discussed. (Edward suggested later that the PLC had seemed to be in favour of the Ladies General manager appointment and that David should proceed immediately with the recruitment). The increase in budget was discussed and it would be presented to the PLC.

Xavier said the Ladies added a significant value to the football club, pointing out the strategic impact a comparatively small amount of money would have. Jane noted the wider interest in ladies football, which was separate to that of men's football and the upcoming opportunities for

ladies football. The commercial side was improving and was looking to take advantage of the increasing appeal of Ladies football both nationally and internationally in coming years, starting with the Olympics. Xavier suggested a money-raising brainstorming group to defray all or some of this extra budget.

David was pleased to say that the first home league game on 15 August against Kent Football United at Carshalton was a special Sponsors Day and extended an invitation to all DTB members in recognition of the DT's sponsorship.

10. **WiSH and Fair Game verbal update**

Niall said Tracey Crouch, the MP appointed to chair the Fan Led review of English football in the wake of the proposed European Super League was due to set out her preliminary findings the next day. Jane questioned whether it was a consultative review noting the Government did not have to accept recommendations.

Niall added that 15 clubs had now signed up to Fair Game and many MPs were now behind the initiative, as well as Ashley Brown FSA Head of Supporter Engagement and Governance.

AOB

Election Steering Group (ESG)

On a question from Alex Folkes, ESG Chair, Niall agreed to complete the outstanding DTB actions from the 17 February relating to the ESG recommendations.

London Living Wage

Tom Mak was calculating the cost to uplift Elinor, and this would be used by the DTB to inform a decision on this issue across the club. The issue around academy players and LLW was also noted.

Supporter Liaison Officer (SLO)

This job had been taken out of the Company Secretary role. Jane confirmed that the EFL did not have an SLO role profile, and Kevin Rye (fan engagement expert) had agreed to assist in drawing up a profile for an advert.

Matchday volunteers

It was noted there were still matchday vacancies. Xavier would initially canvas the Dons Makers for volunteers (as he already was doing for ST leafleting), and then an article would be placed on the website.

Junior Dons

The newsletter had recently been sent out. Jane noted the Kids Zone at the stadium and readout from a recent meeting on the kidszone that would be overseen by the foundation. Jane thanked all who were involved operationally.

DT Membership Renewals

Jane thanked Hannah and Charlie for stepping in to help John Stembridge (membership secretary).

DTB stadium box

Luke provided an update noting that depending on the sales if there was a vacant box he had discussed with Ivor whether the DT would be able to use it.

Business Continuity

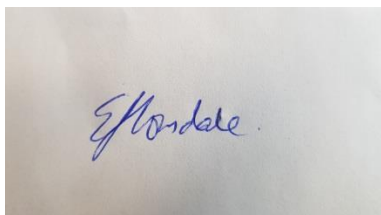
Recent events stressed the need for the Trust to have extra volunteer cover in DT membership and website input.

Further thoughts on 19 July

An example of unacceptable behaviour by a fan towards a member of staff was cited, and Jane said there would be future articles profiling club staff so that fans better understood the valuable and challenging work they did.

The need for good working relationships between members of staff was also mentioned.

The meeting concluded at 11.05 pm.



Signed on behalf of the DT Board