

Dons Trust Board (DTB)

Minutes of board meeting held at 7.30pm on 18th August, 2021

Meeting was held virtually and recorded via Microsoft Teams

DTB members

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

In attendance

Michele Little (DT Treasurer)
David Grows (Secretary)
Conor Daly (Assistant Secretary)
Matt Stockbridge (Communications Assistant)

1. Introduction and apologies

Apologies were noted from Ed Leek and it was noted that Graham Stacey would join the meeting late.

2. Standing Items

Jane reminded all attendees of protocols regarding the meetings being minuted and to communicate succinctly.

- Attendees did not note any conflicts of interest
- It was noted that the DT Kiosk required two volunteers on matchdays in order to be effective and that a new laptop would improve productivity
- The DTB congratulated the club on the three recent successful test events
- The DTB noted its thanks to volunteers and club staff that had gone above and beyond recently in the face of significant disruption to the ticketing system. It was noted that a review would need to be held into what went wrong
- It was noted that five values had been agreed at the July 'Kick-Off' session and that Head of HR was bringing this together with work on eight pillars of action. The DTB thanked Graham and Chris Slavin and other volunteers for their work on the Social Media Working Group
- Jane noted that there would be two separate joint DTB-PLC meetings diarised for September, one with the football panel and another with the development group. Xavier noted that for the session with the development group that the DTB would be asking questions and that on the meeting with the football panel that it would be helpful to have the panel and Joe Palmer update

- Xavier added that he was now unlikely to be able to represent the club in the matchday boardroom against Sunderland A.F.C.
- David asked for comments on the minutes on the meeting from 21st July, Tim asked about the 'process delay for these minutes' and it was noted that minutes were overdue as a result of technical issues but that the Secretariat was working to complete them. Jane added that Conor was to become the DTB's new Assistant Secretary

3. **PLC Update**

- Xavier noted that he had sent a shortlist of comments to Joe last month and had asked that the DTB received the CEO report a day or two earlier to make it easier to provide comments
- Jane asked for the topic of away coach travel to be added, Xavier noted that this excluded a small but important segment of the club's fan base. Luke said that the club had made an announcement regarding uncertainty on providing the service under nationwide COVID-19 guidelines
- Tim noted that the DTB had requested that contributions to the PLC report from senior club representatives were attributed to individuals rather than Joe, and Charlie agreed that this was important
- Concerns on recent operational issues were discussed including ticketing, resourcing and performance. Business continuity was also discussed noting recent COVID cases.
- Luke said that he would add a recent 'Issues Tracker' to Sharepoint
- Jane noted that the DTB was in the process of hosting Joe's six-month review with feedback having been sought.
- Luke requested that agenda time was dedicated to discussing a series of recent issues that he felt had occurred at the club, notably related to ticketing
- Following a question from Hannah relating to business continuity Jane confirmed that HR had been asked to provide some information to allow for business continuity planning throughout the organisation.

Actions: Luke to add 'Recent Issues' tracker to Sharepoint.

4. **WiSH Update**

- Jane noted that the Heads of Terms were with the solicitors and comments had been provided. Niall highlighted his concerns at the lack of progress on this
- Tim noted that the application to the Charities Commission had been returned with a long list of comments and that WiSH was working through these. Tim estimated that it would be another six to eight weeks until the form is resubmitted

5. **Draft Fair Game Manifesto**

- Niall noted that this document was progressing well and that the DCMS had contacted the DT for policy input
- It was noted that Andy Burnham and Steve Rotherham would announce their support of the initiative publicly and that Sadiq Khan's office had been contacted about it
- Jane praised the one-page summary as helpful and was useful to be used in boardrooms

6. **ESG Timetable for Election Period**

- It was noted that this had been advertised in the most recent match-day programme
 - Opening of Nominations: 8th October
 - Close of Nominations: 29th October
 - Manifestos sent out: 3rd November
 - Ballots sent out: 12th November
 - Ballot deadline: 4th December

7. **Election Steering Group (ESG) - follow-up action items**

- On Proposal 10 of the ESG report, all members agreed that funding should be provided to continue to support access for DT outreaches via Survey Monkey to be sent by post for around 120 members
- On Proposal 11, it was agreed to return to a number of items related to the constitution when the upcoming formal review commenced
- On Proposal 13, the DTB discussed soliciting input from members relating to the election process and disclosures from candidates related to their PLB and equity shareholdings in the club. Jane contested that she felt disclosure might be divisive if some DTB couldn't afford these things. Tim noted that shareholding was a matter of public record but that PLB holdings should be confidential and was otherwise content to ask the members. Michelle added that the final page of the DT accounts included transactions with directors and noted PLB and DT Bond holdings. All members agreed to include a question in an outreach to DT members
- On Proposal 22, it was noted that the ESG's request for a second email address had been fulfilled in May
- Jane noted that she had discussed ESG process and communications with chair of the ESG Alex Folkes recently. David noted that the club would migrate to using Smart Survey instead of Survey Monkey and that renewal for a licence was due in November.

8. **Cashless Strategy**

- Jane noted that the DTB had been provided with an operational document rather than a strategy and impact assessment and added her concerns that volunteers hadn't been consulted or had adequate training to use the new payment technology
- Tim asked whether the DT was responsible for the management of the Golden Goals competition. Michele noted that it was not run last year but that the prior year, income had gone to the DT
- Xavier agreed with Jane that the strategy needed further scrutiny and consideration and that it should be raised at a PLC meeting
- Jane raised concerns regarding a move to cashless payments being exclusionary of vulnerable groups and people from lower income backgrounds. Jane added that UKFI statistics highlighted cash as the second most used payment method in the country and that young people aged 18-24 used cash as well as unemployed people. Xavier added that 13% of point of sale transactions were done with cash in the UK
- Charlie agreed that implementation had gotten ahead of strategy and that the review should include how the Stadium Card was to be used
- Jane added that some volunteers had raised concerns regarding the implementation
- David countered that cash was going the way of cheques and that usage had dropped significantly during the pandemic. David noted the strategy document did not address the stigma associated with free vouchers. Tim agreed with David and noted that stadium cards used at football clubs in Amsterdam from 2000 had been dropped within ten years of having been implemented
- All agreed that the DTB should raise objections to going full cashless and request further consideration of the strategy

Actions: DTB to raise objections to full cashless and request further consideration of the strategy.

9. **Ticketing**

- A detailed discussion took place regarding the ticketing system

10. **Communications Strategy**

- The DTB discussed the communications strategy and wider communications, noting the previous agreed plan and agreed the issues to be raised at the PLC meeting.

11. **Business Plan and Strategy**

Graham Stacey joined the meeting.

- Jane noted that the DTB had received business plans that the PLC and DTB had returned these with comments; in the course of providing these, a conversation had been raised concerning progress in negotiations with a potential investor. Jane noted the email correspondence on this that had provided an update on the discussions that had taken place and the decision made by the board (out of committee) to allow the discussions and negotiations to continue. It was noted that a board position had been part of those discussions but that any changes would be in line with the governance update and would require consultation with, and approval from members. It was noted that Edward had been leading negotiations on this and that Jane had asked for regular updates in the future on the situation.
- Niall, Jane and Graham raised questions about what had been discussed as possible with a potential investor and asked for further context about any proposed minority investment being related to a presence on the plc board. Charlie and Xav noted the fiduciary responsibility of the finance committee in pursuing all avenues to assist with the upcoming refinancing, noting that approximately 10% equity in the plc remained available (of the 25% provision approved previously by members before the Seedrs crowdfunding and subsequent further private investments). They added that a board seat was not an unreasonable request for the amount of equity potentially available. All parties agreed any potential investment contingent on a place on the plc board would be taken to members for approval.
- Jane noted that the DTB needed to agree what questions were to go into an upcoming outreach that had been promised for Q1 2021. Xavier added that he felt that the round-up of first questions was complete, that there were enough in the second batch to ask now and that everything else could be prepared for a third batch.
- Hannah raised concerns that members had asked for more context to communications around potential future investment
- Charlie encouraged details around any potential mechanism to facilitate opening up a seat on the board to be communicated to members. Charlie added that the question was a one-off, specific case and not an ongoing strategic consideration
- Niall noted that he felt that the two surveys should be separated

Actions: Hannah to ask Tim Hanson to circulate the full list of questions proposed for the upcoming survey of members.

12. **Staffing and Resourcing**

Luke Mackenzie left the meeting.

- Jane noted that the DTB had agreed to a request for additional staffing by Joe and that an advert had been put out for a receptionist. It was noted that the DTB had requested that the LLW be paid and that the advert had been posted with a description that salary expectations were to be noted; it was understood that there had already been a large number of applications for this role
- Xavier flagged comments that not listing salaries in job adverts was discriminatory and that Anita had said that all future ones would include a range; Jane replied that a range was appropriate for senior roles but not for junior roles
- It was noted that David Charles was to complete his service in September. Additionally, it was noted that David Charles would continue in a voluntary role as Accreditation Manager and to help to organise and minute PLC meetings. In addition, it was noted that a contractor to lead ticketing would start next week on two and a half days a week. The DTB also discussed additional resourcing.
- David raised his surprise that no additional staffing cost had been assigned to IT and the DTB discussed the workload in this area. Jane committed to raising IT resourcing and workload as an issue with the PLC.
- Jane raised a discussion on pay, recognition and reward across the organisation. It was noted that Joe had introduced an employee of the month award but that more work was required

13. **Governance Paper**

- Jane noted that the document was final but that a contribution from Xav on the development group was missing, Jane requested that the DTB submit additional items to the PLC tomorrow morning

Actions: DTB to submit additional items for PLC tomorrow morning.

14. **AOB**

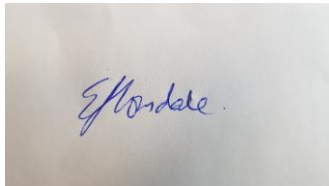
- Jane noted that the next general meeting had been earmarked for the 22nd September but that this clashed with the next round of the Carabao Cup; it was noted that no further SGMs were booked in for this year and that the AGM had to stay in place for 16th December due to the accounts process. David added that currently there were no members' resolutions, Charlie suspected that there may be one related to ticketing but that it may be overtaken by events
- David raised his lack of availability due to holiday and it was agreed to reschedule the SGM for 14th October, Jane requested input from the DTB regarding the format of the meeting and all agreed that it needed to operate in a hybrid format. David noted that papers would need to

be distributed by 27th September and Jane asked David to put a list of everything that needed doing on Sharepoint so this could be taken forward in his absence.

- Jane suggested that a laptop and a chair were needed for the DT kiosk, all agreed that a laptop should be bought, and David agreed to source this purchase. David noted that WiFi connectivity may not reach the kiosk and that an ethernet cable would need to be used instead
- Jane noted that following the DTB and Club event it was agreed that club and trust engagement with podcasts should only take place with those who had signed the Volunteers Charter

**Actions: David to submit list of pre-SGM tasks to Sharepoint.
David to purchase new laptop for DT.**

The meeting concluded at 10.57pm.

A rectangular image showing a handwritten signature in blue ink on a light-colored background. The signature appears to be 'E. Ordale'.

Chair