

Dons Trust Board (DTB)

Minutes of virtual board meeting held at 6.30pm on 18 May 2022

DTB Members	Also in Attendance
Kris Stewart (Chair)	Martin Newton
Michele Little	
Charlie Talbot	Matt Stockbridge (Comms)
Freddy Flaxman	
Graham Stacey	Josh Perrin (Observer)
Hannah Kitcher	
Luke Mackenzie	
Niall Couper	
Anne-Marie Godfrey (Co-optee)	
Graeme Price (Co-optee)	

1. **Introduction**

No apologies for absence.

Josh Perrin was present as an observer.

2. **Minutes**

The minutes of the previous meeting on 20 April 2022 were unanimously agreed.

3. **Confirmation of Urgent Email Approvals**

The urgent email approvals were unanimously agreed relating to:-

- Women's Team
- Minutes of 16 March, 27 March and 4 April meetings

4. **Interim Chair Update – report back from PLCB meeting**

The Board considered matters discussed at last week's PLCB meeting.

Women's team

The Dons Trust Board discussed proposals for the Women's team to play all their matches in the 2022/23 season at Plough Lane, which have received feedback from the Club.

The issues for consideration were therefore:

- could the pitch cope if no extra maintenance funding was available?
- could the Club afford the women's team proposal for additional Plough Lane games?
- was this the right thing to do taking account of the overall picture?

The issue of pitch lights (to assist grass growth) was also discussed, along with whether the Dons Trust could purchase second hand lights.

Discussion ensued, during which Kris made the point that the DTB could insist on further games at Plough Lane for the women's team, but that there were consequences to that. He added that the Dons Trust Board should agree its long-term vision for women's football at AFC Wimbledon. There was a pressing need to get 'the core' right, in terms of what people were spending time on. For example, simply adding games to a ticketing system was not a '2-minute' job, so for example additional staff tasks/resources were required in having more women's team games at Plough Lane. There would also be an impact on the pitch if all women's games were played there. Taking all into account, Kris's view was that the DTB could not responsibly say that all women's games should be at Plough Lane in 2022/23.

Luke put forward the view that the membership should be asked again on what their money was used for and it was agreed that a survey should take place. It was suggested that members should be reminded of a number of matters, including that the Dons Draw raised funds towards the academy, the WAWF focus on raising funds for the men's playing budget, and the quite high level of Trust related printing costs. Michele reminded the meeting that the Dons Trust's focus was not necessarily to promote trading activities – so expenditure was more about supporting the academy/women's areas.

Luke said that it would be useful to see the 'opportunity cost' of the women not playing at Plough Lane, as it was noted that the women were on a 'journey' to sustainability, but that there were clearly downsides to the games being at Carshalton Athletic. The women's team would not grow at that venue in the way that they could at Plough Lane. A proper working rationale comparing playing at Carshalton and Plough Lane was therefore necessary. Kris suggested that this be fitted into the context of the review for next year.

It was then unanimously agreed that the DTB

- (a) support a proposal that the women's team be offered 2 games guaranteed and up to 4 games at Plough Lane in the 2022/23 season, with a written review of this to take place before the end of 2022 in order for a decision to be made on future arrangements for the women's team commencing for the 2023/24 season; and
- (b) commit to providing an extra £15k to the women's team arising from the resolution of this issue.

Season Tickets

Noted that 1700 season ticket renewals had currently been submitted, and sales appear to be on track. Direct Debits were still being worked on.

First Team

The retained list was due on Thursday 16 May. Johnnie Jackson had signed a 2-year deal with an option on the Club's side. Plans were in place for recruiting a Director of Football Operations (DoFO).

On playing budget, Tom Mak had attended a L2 Financial Directors meeting, and feedback on Clubs' proposed spending was awaited.

Michele and Kris were meeting with Tom and Mick to go through the overall Club budget. Michele noted that it would be helpful to agree where the money for any player sales would go, i.e. towards playing budget or paying off debt.

Finance

The Dons Trust Board discussed how to increase available staffing resources to enable the Club to provide month-by-month cashflow and management accounts, whether that be through volunteers or outsourcing.

Interim Chair

Charlie asked about comms on the DoFO. Kris undertook to contact Mick Buckley on this and reported that Mick had been under significant pressure at times on a number of difficult issues that he had been asked to progress, with the search for the interim management team and then the permanent management team being 'all consuming'. The Board recorded their thanks and congratulations to Mick for the achieved outcomes. Kris said that greater thought needed to be given about 'how we work/structure' at the DTB away day. Mick Buckley was clear that he felt the current working arrangements were too much for one person.

Graham put forward the view that additional support was required for the Interim Chair. Luke then commented on the essential need for a renewed organisational structure, with proper job descriptions and an improved HR structure. A clear plan for where volunteers 'top up' essential areas was also key to this, and Michele noted that she had been looking at ideas for how to make the volunteer structure work better. It was noted that Mick had been making progress on changing culture, creating a plan for strategy in the Senior Leadership Team and how strategic objectives from the AGM would be met where required.

The interview process for the revised MD role would be put in place shortly.

5. **SGM – 25 May**

On the SGM, Kris noted that it was important that as many as possible of the DTB were in attendance in person. It was decided that arrangements for tables and chairs would be reviewed following conversations with the 9yrs podcast team. The Dons Trust Board noted thanks to the 9yrs podcast team for agreeing to support the filming and streaming of the meeting. Around 100 attendees in person should be catered for. Kris would speak to Mick about his attendance. Thought would need to be given to how to respond to questions online and in-person.

Q&As for pre-SGM publication would be co-ordinated.

Kris suggested that it would be good to introduce some conversational topics to encourage members to talk with one another, including, for example what the Dons Trust spends membership money on, or to discuss what it was like being on the Board and to start to encourage members to think about standing for election.

Charlie added that it would be sensible to open the meeting with some explanation as to what was happening with the new manager, football structure and the recruitment of an MD.

6. **Board Processes (including Review of Minuting Arrangements)**

The Board processes item would be discussed further at the DTB 'away day'.

On the length of publicly available minutes, it was noted that some adverse comments had been received regarding recent DTB minutes. The Secretary made the point that a number of recent meetings had focussed fairly exclusively on matters that it was difficult to publicly report for reasons of personal and commercially sensitive information being discussed. It was also noted that other Clubs, such as Swindon Town, included far greater information in minutes that were published.

Following further discussion, Hannah undertook to review the next set of draft minutes to include an extract from the submitted papers to the meeting, which would help to provide some context to the conversation. The minutes should also note where there had been a vote, and if not unanimous then it would specify who voted for and against.

7. **Away Day in June**

Kris reported that the Directors Box lounge would be used for the DTB away day on 7 June, with 4 sessions, taking an hour to hour and a half each. Discussions would include working practices to accommodate

reporting lines for the 2 future senior executives and how that would work. Kris said that he would like to have Mick in a session, but that the PLCB had not been invited, although some further discussions would need to be held with them. It was suggested that an invitation could be extended to some Club employees to meet informally afterwards. Some further thought would be given to the programme.

8. **D&I**

Anne-Marie said she had met with Mandy Bynon.

Michele noted that D&I should be discussed at every Board – both DTB and PLCB meetings. Kris agreed with this and said that an invitation for someone to speak to the PLCB, like Anne-Marie, would be a good idea. Kris suggested that the DTB formerly adopt a Board lead on D&I with that proposal to be circulated and the appointment made.

It was noted that Mandy was concerned the Club would not pass a D&I audit and that the PLC consider D&I as AOB rather than as an agenda item. The EFL needed to know that the matter was clearly being taken seriously, discussed and actioned as appropriate.

9. **Membership Update: Cards, Costs, Membership Year End**

The Board recorded thanks to John Stembridge on his role as Membership Secretary over an extended period, noting his intention to stand down during 2022, and for producing the membership update paper.

Michele then noted that on the integration of the Trust membership admin with the Club's ticketing system Secutix, over the last few years John had developed a bespoke software system for maintaining memberships. Although this worked well, John did not wish to be responsible for its longer-term support so was keen to replace the system by third party tools, hopefully including Secutix. The paper therefore reviewed the offerings, processes and rules governing Trust membership admin and asked the Board to consider this and whether any changes were appropriate.

For over a year now, the intention had been to integrate the DT membership with the ticketing system. This had been a frustrating exercise which was still not resolved. A major stumbling block had been data ownership, the Secutix contract and GDPR considerations. Although the Trust was the Club owner this was a largely technical issue but was still to be completely resolved.

An unsatisfactory manual process for linking DT members and Secutix Fan Ids was being used which needed to be re-engineered on a more robust basis. At present, John was not authorised to talk directly to Secutix and

had to go through Winners, a consultancy engaged by the Club, which had not assisted with clarity around the situation.

It was hoped to have an API which linked the systems so that updating Secutix of member changes could be automated which would help the Club. This was proving very slow to obtain.

After discussion, the following responses from the DTB to the matters they were asked to consider were unanimously agreed:-

1. **Do we increase any membership prices in August (reminders need to go out in July)?**
Members to be asked about any price increases for the year commencing August 2023.
2. **Do we still give new adult members a badge when they join?**
Members to be asked in a survey.
3. **Do we look at charging extra for overseas members given the postage cost is high?**
Not applicable potentially as only member joining information is posted to overseas members.
4. **Do we retain the concept of a physical card for basic memberships or offer electronic and physical options? Possibly at a higher cost for physical?**
Membership cards should ideally no longer be issued. Members should be consulted in a survey.
5. **For DT Plus do we also need a physical card? Currently this is done with a chip in (like stadium card) but in reality, if the only benefit is a discount on match day tickets, then we don't need a physical card as Secutix can do this. If we don't have a physical card with a chip potentially this would save us and the Club money both in terms of card costs and postage.**
Decision deferred pending further discussions with Club.
6. **Do we change the membership year this coming year to be August 2022 to June 2023 ahead of full integration into Secutix ready for next year's ST sales in May/June 2023? If we do this, do we charge people 11/12 of the annual cost as a one off to reflect the fact that the year is being shortened by two months? Or if we are looking at price increases, do we keep the current rates for the 11 months only as a one off? It's also a complication for those who joined after Feb 1st who get automatic renewal for the next year.**
To be considered further on the new year prices. Renewal should be from 1 July 2023 going forward.

- 7. If we are successful in integrating memberships into Secutix ready for next year, do we consider offering any sort of discount on membership for ST holders? This may also create a VAT issue if not managed carefully. Possibly the discount would have to be off a ST rather than the membership itself which may not work for the Club.**

No, but will consider in survey how to attract more members from season ticket holder group.

The Board also considered some other related matters and their comment is set out below:-

- 1. Is there anything more we can do to help John Stembridge on getting the API (which will help the Club have better data when selling STs to DT members)? He has now been offered access but a further issue remains in that he does not have direct access to Secutix support, having to go through a third party: Winners.**
- 2. Anything we can do to help progress the integration of membership into Secutix/any other data tool? John has struggled to get anywhere with looking at Xtreme Push and Winners don't seem to be prioritising this.**
- 3. How do we ensure we have good replacements for the role/s John is currently doing? John has drafted some wording for the recruitment and which is with Graham for review.**

The Board's view was that further consideration should be given to support for John and in relation to his replacement(s). It was noted that Graham had circulated the draft advert regarding the latter along with a comms item. This would be sent to John and Michele for any comments before being published.

10. March Management Accounts

The March quarterly Dons Trust management accounts prepared by Michele were received.

11. Updates from DT Board Members on Areas of Responsibility

On finance, Michele reported that the MSP loan had now been repaid. Charlie confirmed that two existing Vice Presidents would be investing a further £250,000 in total.

After a further balancing investment from Nick Robertson to maintain the level of his shareholding, this would reduce the remaining amount owed to Cherry Red Records for their final bridging loan to around £200k.

Plough Lane Bonds also remain on sale and there would now be approximately £1.25m left in the capital structure for minority equity investors. Discussions were ongoing with potential investors. When these equity investments were completed, Charlie and the Board would provide a further update to members.

On the Education hub, Michele noted that at the PLCB changes had been agreed with regard to which directors should be on AFC Community Ltd's Board, where the Education hub would sit. It was noted that the Dons Trust rules regarding subsidiaries and appointments of directors needed considering and possibly updating.

10. **AOB**

The following was raised:-

- The 28 May Club event (family fun day) was highlighted. In view of the late running of the meeting, Kris suggested further discussion via WhatsApp or email on DTB arrangements for this event, in terms of whether a DT stand or table was required and availability to attend.
- Graham again raised the question of Club comms on important update matters and his concerns at the lack of information being sent to fans. Noted that comms is on the DTB away day agenda.
- Kris undertook to discuss the previously committed to 'meet the manager' sessions with the Club.

Meeting closed at 23.01pm