

Dons Trust Board (DTB)

Minutes of virtual board meeting held at 6.30pm on 20 July 2022

DTB members

Kris Stewart (Chair)
Hannah Kitcher
Luke Mackenzie
Graham Stacey
Niall Couper
Michele Little
Freddy Flaxman
Graeme Price (Co-optee)

In attendance

Martin Newton (Secretary)
Matt Stockbridge (Comms)

1. Introduction

Apologies for absence from Anne-Marie Godfrey and Charlie Talbot.

Noted that Graeme Price would need to leave the meeting early.

2. Minutes

On the 18 May minutes, Graeme asked whether the club could get second hand grow lights for the pitch and suggested that the groundsman be asked to inquire about a price to purchase a set as the Trust could consider making a sum available for this.

The minutes of the previous meeting on 18 May were unanimously agreed.

It was noted that the draft minutes of the meeting held on 15 June 2022 would be circulated for comments as soon as possible.

3. Ratification of Email Decisions

The email decision to approve the FY23 Budget was unanimously agreed.

Graeme's report on DLAG (item 5) was taken before item 4 was discussed.

5. Updates from DT Board Members on Areas of Responsibility (including DT Finance) – Standing Item

Graeme said that DLAG would be demerging from the Foundation and would apply to become a charity in its own right. It was noted that

demerger was seen as logical due to their separate objectives, with both remaining under the auspices of the Trust. It was proposed that the DT become the 'owner' of each charity as the only member, the cost of legal advice on this could be paid for by the Foundation/DLAG. There was a need to ensure DT representation on the Foundation and DLAG boards to ensure neither charity could follow purposes different to what would be acceptable, to ensure the DT can manage concerns about reputational risk. Oversight in this way would be essential. Noted that the DT may want to look at whether to do the same for WiSH in the future.

It was noted that Xavier Wiggins and Joe Palmer were still formally listed in error as trustees of the Foundation at Companies House. Michele said she had not heard anything about her appointment as a trustee. Kris undertook to follow this up.

4. **New Working Arrangements**

(a) Standing Agenda (Item C1)

Kris spoke regarding the proposed new standing agenda. It was noted that on Board Theme Groups there would be 'crossovers', with items allocated according to primary function. Discussion then took place on flexibility regarding papers from a member on a Board Theme that they were not a group member of and also allowing other important items like reports from the ESG that were not part of the usual standing agenda. The standing content of the agenda was unanimously agreed.

Further debate then took place on deadlines for reports. Michele suggested that a deadline of 4 days prior to a meeting would be better for the circulation of papers and that was unanimously agreed.

(b) Terms of Reference for Board Theme Groups (Items C2a-c)

On terms of reference, and in view of not having a complete set of paperwork for circulation, Kris suggested that approval be done by email voting outside of the meeting. Kris undertook to review documents for consistency when all were circulated. It was intended to publish these terms of reference to members as part of a comms/engagement strategy.

(c) Membership of Board Theme Groups (Item C3)

Kris said that the proposed list of names for each group were set out in paper C3. It was noted that the intention going forward was to only appoint 3 DTB members to the PLC in future.

Niall said that he agreed with the proposals, subject to a review in 6 months, and a commitment to constant improvement. Kris stated that review should take place before this year's DTB elections/AGM.

The proposed initial DTB theme group memberships were unanimously agreed.

(d) Progress on Other Outcomes from Awayday

Noted that Kris and Graeme still had actions arising that were outstanding on the PLCB role descriptions – Graeme on NEDs, Kris on DTB representation on the PLCB.

Kris confirmed he had spoken to Iain McNay, Mick Buckley and Nick Robertson regarding proposed structural changes around the PLCB and DTB and they had indicated they were satisfied with these proposals.

Niall asked about the timeline for the MD role, and on other structural changes at the Club. Kris said that 200 applications had been received for the MD role, which had been reduced to 26, so further 'filtering' was needed before interviews. Appointment to the permanent HoFO role would follow after the MD position had been filled.

It was noted that Tom Mak would be leaving his role as Financial Controller soon. Michele considered that given changes in Manager, HoFo, CEO and Financial Controller, it was important to have some continuity. It was noted that Mick's Interim Chair role was due to finish soon and it was proposed that a paid Executive Chair role (2 days a week) would be appropriate at this challenging time. Mick was content to remain in the Interim role at the moment until the plans were more progressed.

Discussion took place on performance review, cultural issues and problems with a disengaged fanbase which needed addressing. After some further discussion, it was agreed that the Executive Chair role should be filled for 12 months with review after 6 months to decide on future direction.

Graeme left the meeting at 8.37pm.

The Board adjourned for a short break between 8.37-8.45pm.

Michele then raised the matter of timelines and the comms plan to communicate with members on structure/process. Graham said a meeting would take place next week and a comms plan would start to be drafted.

5. Updates from DT Board Members on Areas of Responsibility (including DT Finance) – Standing Item (cont'd)

The Board then considered remaining updates in item 5

DT Finance

Michele said that no end-of-year figures had been circulated yet.

On club finances, noted that equity raised was reflected in end of June figures.

The Finance Committee were currently not meeting every month as the MSP loan had been refinanced Their amended ToR needed to be signed off by the PLC.

Membership

Hannah reported that 1,199 responses had been received from the survey. Most of these suggested keeping the membership fee at £25 (around 60%). Results would be shared after the survey closed. 119 postal surveys were also sent out.

Michele said that responses received about postal communications to members would be assessed before any change to current arrangements was put forward.

The renewal process for memberships was now underway and it was expected that in due course Stephen Godfrey will take over from John Stenbridge. There were two other people interested in helping too.

The Junior Dons offer was still in discussion with the club but likely to be better than before.

It was noted that the club ticketing survey results had not been shared and this would be followed up with the club.

FSA/Fair Game

Niall updated the meeting about Fair Game and it was noted that cash distribution proposals would possibly go to an independent regulator and that the EFL had asked for 25% of TV revenues. Fair Game had a 'good chance' of being in both Labour / Lib Dem manifestos for the next elections. The Football Supporters' Association (FSA) AGM that took place on Saturday 16 June at Plough Lane had been a success.

Restricted Actions

Luke would circulate a Plain English version of restricted actions. This was the creation of a list of 'PLC do/do not do without DTB approval' matters and were not the same as DT constitution restricted actions.

It was also noted that the memorial garden proposals were progressing and considered to be on 'the home stretch' now.

Golden Goals was restarting and likely for the second home game. Luke was following up on this and programme sellers' issues with Bal at PLCB on 21 July.

6. AFCW PLC matters (including Interim Chair Update (Item D) and Club Finances/Financing) - Standing Item

The Board considered a request from Ivor for input on future shirt sponsorship. Kris said that the debenture ticket booking deadlines would be taken up at tomorrow's PLCB. Noted that there were a number of log-in problems being experienced by fans trying to buy seats.

7. Diversity and Inclusion – Standing Item

Kris reported that Anne-Marie had been in discussion about the 'Proud Dons' membership and would put a paper together for the Board about this in due course.

8. AOB

The following was raised: -

- Luke suggested he produce a chart outlining club playing budget and income and expenditure in simple terms to give greater clarity over available financial resources and the playing budget, which if approved could then be shared publicly.
- Graham raised the matter of first-team signings and it was noted Johnnie Jackson and the management team were hopeful of concluding some further deals.
- It was noted that Michele had made suggestions to the WAWF, particularly regarding the DT donations element. The website looked in need of a 'revamp' and it may be more feasible to do more in respect of the WAWF for January transfer window instead.
- Hannah was drafting the kiosk rota for the new season. Niall would coordinate the DT programme content page.

Meeting closed at 10.10pm