

# **Dons Trust Board (DTB)**

Minutes of virtual board meeting held at 6.30pm on 17 August 2022

## **DTB members**

Kris Stewart (Chair)  
Graham Stacey  
Niall Couper  
Michele Little  
Charlie Talbot  
Anne-Marie Godfrey (Co-optee)  
Graeme Price (Co-optee)

## **In attendance**

### **1. Introduction**

Apologies for absence from Hannah Kitcher, Freddy Flaxman, Luke Mackenzie and the Secretary.

Noted that the Secretary would draft the minutes on his return and that following Matt Stockbridge's departure there was currently the need for production of the communications summary after the meeting.

### **2. Minutes and Actions List**

On the minutes, noted that the June DTB minutes were still outstanding. The minute-taker in attendance had undertaken to do these but they were not yet complete. Noted that the Secretary would finish the June draft if necessary.

The 20 July minutes were unanimously approved subject to an amendment relating to membership of Groups in item 4.

On the actions list, noted that grow lights (1) had been completed with the matter referred to the club and that Mick had commented on the high energy impact of using the lights.

On NEDS role descriptions (2), Kris confirmed that these should include details of general corporate governance, how long NEDs should be in place, elections cycles, etc and on filling roles in areas where greater PLCB experience was required eg finance, HR, legal etc. On future PLC make up, noted that this was proposed to be 9 (3 NEDs, 3 DTB, 2 minority and 1 chair), although the number would be 6 to start with (minus NEDs). 1 of the current DTB memberships on the PLCB would be

removed. Kris said that there were some people that had applied for the MD role that might fit the potential NEDS roles. Kris suggested the NEDs role descriptions come back to next DTB, along with the DTB role descriptions (3) for consideration.

On Foundation Trustees (4), noted that the action had been completed.

Kris said that the Member Services/Engagement Team tors were still outstanding on the Board Theme Groups Tors (5 and 6) and the action date to come back to the DTB should change to September.

Noted that the comms plan to communicate with members on structure/process (7) had been drafted and would come to September DTB. Noted that next DTB is the last before the October SGM.

It was expected that the Junior Dons offer (8) would be shared with the DTB in September.

The Club ticketing survey (9) action had been completed.

The Plain English version of restricted actions (10) had been circulated by Luke and the DTB needed to look at this draft and share thoughts.

Discussion took place on the 'chart' outlining Club playing budget and income and expenditure in simple terms to give greater clarity over available financial resources and the playing budget (11). In conclusion, Kris said that Luke should carry on with the action but that they needed to discuss further. Noted that information for fans on matters like this could be part of the work the DTB want the club to deal with.

On greater resilience on minutes (12), the current availability of volunteer secretariat resource was noted and Graham undertook to produce a further advert calling for additional volunteers.

### 3. **Ratification of Email Decisions**

There were no email decisions to ratify.

### 4. **Strategic Direction**

Kris referred to the previous member approval of the strategic document, which included aspiration for championship football in 5 years, and whether that aspiration now needed to be revisited following relegation. He suggested that an update and discussion on this at the next AGM would be appropriate. It was also noted that in discussions before the writing of that document, an ambition had been discussed of challenging for the championship in five years, although this was not what was eventually written in the document.

Charlie then raised the question of clear financial targets in the strategy. In response Kris commented on the reconstitution of the Finance Committee as a sub-committee of the PLCB, in terms of re-working the business plan to support strategy and said that the revisiting of these targets was the responsibility of the PLCB.

## 5. **Board Members Theme Groups**

### Member Services and Engagement

On Directors and Executive Boxes, Niall spoke on the use of Executive Boxes, with unsold boxes reallocated to Dons Trust members and community groups under the 'potential sponsors' criteria of the complimentary tickets policy for promoting ethos, and also in relation to inviting Dons Trust members into the Directors Box at Plough Lane on matchdays. On the latter it was noted that the proposal provided for instructing the MD to allocate one table to the Dons Trust for each match on the basis that they are owners of the club.

The make-up of the table should be: Two Dons Trust members (each allowed to bring one guest) selected by a ballot, and a maximum of four representatives of the opposing club's supporters trust - where there isn't such an entity those places should go to local community groups as defined by the Foundation.

Michele confirmed that she was not against the proposals in principle, and comfortable re tax and VAT issues, but was concerned about the complexity of any 'lottery' and whether there was sufficient resource to run it (Club/DTB). Whilst not wishing to discourage children, Graeme raised the question of whether an age restriction on children might be appropriate in view of past experience of being in other board rooms. He also put forward the view that the commercial team could be empowered to sell boxes for 'game tasters' purely on 'cost'.

Although not expressing an objection in principle, Kris raised a concern about time resources to manage the proposal at the moment, and suggested some details would need tweaking and required discussion with the Club. Kris proposed and it was unanimously agreed that the DTB approve the principle of the proposals, with the Member Services and Engagement Group working with the Club to implement such proposals in a timescale that is appropriate. It was noted that the unsold Executive Boxes proposal may be easier at first to implement than the Directors Box proposal. Similar ideas were not new and Kris noted that they had not previously been achieved in 20 years.

On the Membership Secretary role, it was noted that Steve Godfrey had shown interest in taking over from John Stembridge when John stepped down. The proposal was that Steve would become Membership Secretary with a team assisting him. Some comms would need to be drafted to convey this.

Michele reported that Hannah had collated membership survey information which would be put in presentation style when she was back from holiday. Highlights of the survey were then noted.

Anne-Marie questioned why diversity had not been covered in the survey and it was noted that this had not been possible due to extreme work pressure and resource constraints. This data would be collected in an alternate way.

### Oversight

Memorial Garden Graeme asked about costs and legacies. Kris confirmed the build cost and noted it may be reduced, largely covered by legacies with the balance from the club. Luke would confirm ongoing maintenance costs and share by email. During further discussions the question of maintenance fees and legacies was further explored. Kris considered that there should be no ongoing entrance barrier fee, although people should be encouraged to contribute as an optional donation.

On the MD, noted there had been 226 applications, with 8 invited to interview – interviewees had to provide a 15-minute presentation on how they would build the platform to challenge for championship football, with short and long-term objectives.

After consideration, the interview panel had agreed on a single outstanding candidate. Following the role being offered, further discussions were ongoing with that person. Graeme suggested that a date be agreed for part of a DTB or a separate meeting, to hear the initial thoughts of the MD, and discuss pertinent issues, etc.

Finance, Michele said that the DT were now looking after nearly 10m of bond money with the figures all having been reconciled, that the statutory accounts were now being worked on, and that Tom had been asked to focus on club year end accounts before he left, with the auditors in during October. Interviews for Tom's role had been completed and one candidate offered the job, but on 12 weeks' notice, although they may be able to start sooner. It was possible therefore that no financial controller would be in place at the time of the audit.

It was noted that some more PLB money had been raised (as well as equity) towards paying off the Cherry Red Records (CRR) loan.

Michele added that she would chair the reconstituted Finance Committee (reporting now straight to the PLCB) which would provide support for the MD, the financial controller, in refinancing, other fund raising, including remarketing the Dons Draw and the WAWF. A small group of previous Finance Committee members would meet on 14 September in relation to the committee remit/members and approval for the reconstituted committee would take place at the September PLCB.

Kris commented that, with regard to the Finance Committee, there should be a clearer DTB mandate to the PLCB about what the DTB were content for them to be doing/not doing.

On the interim chair report Graeme raised the issue of stadium security, and reminding fans what they can get into trouble for, and also revisiting a process for complaints as per the Kingsmeadow, yellow/red card system. Kris said there was a need to understand current processes, and that a programme article may be a good idea, but it was noted the issue was not for the DTB to take forward and that it should be taken up with the Club.

Discussion then turned to issues to bring forward at tomorrow's PLCB and it was noted further clarity was required on the comment regarding suppliers not printing sponsors' names on STs.

The latest position on a possible sale of Luke McCormick was noted. Charlie made the point that something needed to be communicated to fans on the issue soon.

Discussion also took place in relation to offers for players and the need for general principles and greater clarity for the PLCB on budgetary assumptions.

### Community

On Dons Trust charity approach, Graeme asked for agreement on the principles set out in the paper and on how the DT (as owners of the club) manage matters such as oversight and reputation risk and, following DLAG de-merger, the retention of some control over use of the Club's name, trademark, etc.

Noted that DLAG have divergent aims. Whereas the Foundation was mainly funded by the EFL and offered a more 'traditional' approach, football for all, DLAG was about issues such as food, education, furniture poverty in the community, and was volunteer based in relation to people's available time. DLAG funds were proposed to be used to pay for DLAG incorporation as a separate charity. It was proposed that the DTB should either have future representation on DLAG or delegate that to someone else with reports to the DTB in future, thereby retaining an independent

impartial view. Niall put forward the view that there should be a similar approach with WiSH further down the line to maintain consistency.

Responding to questions, Graeme confirmed details of the Licensing Agreement that could be used as a template to set the framework for all in due course, that it was unclear how long the Charity Commission would take to approve DLAG, and that costs would be reviewed and further discussion would take place with Michele as Treasurer offline.

Graeme asked the DTB for agreement in principle, subject to costs confirmation. It was noted that the largest cost was likely to be the set-up of the DLAG charity. Michele asked that a job description be created for any DTB rep on each charity board to follow. Graeme noted that essentially the role would be to ensure the licencing agreement was adhered to and flagging any potential conflicts back to DTB.

Unanimously agreed in principle to progress.

## **6. Diversity and Inclusion – Standing Item**

Anne-Marie reported that the first meeting of the group on Monday evening had been successful – 10 or 12 volunteers that were previously on working groups attended, reflecting a good representation of the fan base. Signing up to 'Her Game Too' was the biggest discussion, and as there is some apprehension, the group will ask for a presentation on this.

Anne-Marie then gave a 'snapshot' of events for this season, after which Niall talked about Black History Month and updated on what will be going on at the Club around this.

Graeme then referred to an article in the FT, regarding growth in the women's game, which provided information on clubs who allowed the women's team to play in their main stadium.

Anne-Marie then spoke about Dons for Diversity, and creation of a 'pledge' which was considered the best approach and what other clubs had done. Badges had been ordered for this.

**(Action: Anne-Marie to circulate minutes of the meeting)**

## **7. AOB**

The following was raised: -

- Niall updated the meeting on Fair Game, confirming that the Skills Network (a government organisation) had agreed to partner with Fair Game in relation to offering wellbeing, mental health awareness courses, etc.
- Kris updated the meeting on the NFT presentation recently attended. It was noted that the FSA had a motion against NFTs. Graeme commented that the FCA also had a number of concerns

and that greater clarity and 'settling down' was required before going ahead in this area. Kris undertook to discuss the matter further with experts in this field particularly in relation to football fan protection.

Meeting closed at 9.50pm