

Dons Trust Board (DTB)

Minutes of virtual board meeting held at 6.30pm on 16 November 2022

DTB members

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

In attendance

Martin Newton (Secretary)

1. Introduction

Apologies for absence from Freddy Flaxman.

5. Board Theme Groups

Community

The Board agreed to take the first part of item 5 as next business, with Phil Rudling and Sophie Hosking in attendance.

On the work of the Foundation, Phil Rudling spoke to a slide presentation, relating to the Foundation fund raising launch. Phil referred to the core objectives around encouraging people to get out, be healthy and active, etc, and indirectly to promote the club. There was a bold plan to try to increase engagement going forward, reaching an extra 1,000 people, and working more with local people. The Board noted some key goals, inspiring children to be more active, and helping to reduce high levels of obesity in some areas of Merton and Wandsworth.

Phil said that 70% of Foundation work was with the young, but engagement also took place with older people. Further work as the stadium develops as a community hub included focus on older person health and offer of fitness sessions, work with persons with Alzheimer/Dementia, promotion of walking football. An emphasis was also on the women's team/ girls' academy and also increasing people's social involvement. An aim was to try to keep teenage girls involved in participation sport, as this age group suffers from 'drop off'.

Other sessions were across the local community, including 13/14-year-olds, and the Astroturf pitch in the corner of the ground was frequently used. Holiday activity courses were offered, particularly in key deprivation areas, engaging children from families that were unable to afford 'paid for' courses. The Foundation had a strong relationship with Merton Council. Key aims were to try to develop more funding avenues, with someone employed to help with this. A Health co-ordinator was also needed. 5 staff were originally employed, that number had risen to 16, including part-time employees.

Discussion ensued, during which Graeme referred to the Foundation plan for growth, which relied on additional employment resources, and asked about the fundraising strategy and gift aid claims. Phil informed the meeting that this related to donations, looking at work with corporates locally, and maintaining grants. He confirmed that the Foundation's 'bread and butter' work was in schools, with good connections currently in Wandsworth and the intention to move further into Merton. Phil said that a lot of donations arrive through the website, that work would take place to ensure gift aid would be maximised, and that unnecessary costs would be reduced. Phil confirmed that the Foundation always welcomed more expertise in ways to obtain grant aid. Graeme undertook to put Phil in touch with a leading person in the grants field who might be able to offer advice and who was also a club fan.

Sophie Hosking then spoke about an update to the Foundation's articles of association to add clarity – it was noted that these did not require DT approval but, as nominated trustees would be impacted, it was good practice to inform the DTB. The changes would reduce the number of club nominees from 2 to 1, whilst retaining the number of DT representatives at 6, but only one of the 6 could have active DT responsibility in order to manage conflicts of interest, and enable the Foundation to operate an SLA with the club and ensure there were enough overall representatives on the Foundation that did not have to withdraw during certain decision-making. This change would demonstrate independence to the Charity Commission. Michele confirmed that the document outlining the changes to the Foundation articles had now been circulated to DTB members by email.

At the conclusion of discussion, Kris thanked Phil and Sophie for attending, and updating the Board on the work of the Foundation, and they left the meeting at 7.10pm.

2. Minutes and Actions List

The minutes of the meeting on 19 October were unanimously approved, subject to any further necessary redactions by Sunday PM.

On the actions list, the following was noted:-

Strategic direction, which including aspiration of Championship football in 5 years – Noted that the Strategy would be referred to at the AGM. A vote had not taken place at last year's AGM and a review/update on this would probably take place at the proposed Special General Meeting in the new year when votes on other governance decisions were required.

Directors and Executive Boxes - use of unsold boxes under the 'potential sponsors' criteria of the complimentary tickets policy and inviting DT members into the Directors Box at Plough Lane on matchdays – On hold pending discussions with new MD.

Membership Secretary appointment and role changes and membership integration – Michele said that Stephen Godfrey and John Stembridge continued to work together. A meeting with Winners had taken place on 4 October. An agreed action plan was required focusing on integration of memberships in time for Spring 2023. John Stembridge and Winners were working together on this, with Stephen Godfrey putting analysis together on what changes are needed.

Memorial Garden costs – Luke confirmed that the garden designer had just come back with costs and plans, with details now sent to DTB members. Costs were in the region of just over 10k, with ongoing costs negligible.

WAWF money/Dons Draw – On WAWF, Graham confirmed a meeting had taken place with Graeme and Michele. Volunteers were required to administer the Fund. The intention was to look for a 'budget booster' for the summer and also for other club 'nice to have' things before then. Next steps were to advertise for volunteers and a team to market WAWF. Kris made the point that the club budget for 22/23 included WAWF and Dons Draw money. Noted that the Finance Committee needed to look at this.

DLAG de-merger from Foundation and DT Charity Approach – Graeme confirmed that he had spoken with Michele and there would be an update in the new year. The application to the Charity Commission from DLAG was imminent. It was agreed that DLAG should be invited to the DTB in early 2023.

WiSH – further scrutiny of future proposals - Niall said that he would liaise with WiSH on upcoming projects as appropriate.

Members Survey – Graham referred to the paper circulated before the meeting, the results of which would be shared with members.

Michele raised the matter of responses still needed on the email vote about whether Dons Trust membership with season tickets should be 'opt in' or 'opt out'. After some discussion, it was decided by 7 votes to 2 (with

Luke and Graeme favouring 'opt out') that Dons Trust memberships with season tickets should be an 'opt in'.

Closure of PLB – Kris confirmed he would draft a letter of thanks from DTB.

AGM Date – Noted that the AGM would be held on 19 December - 7pm. Action now closed.

Proposed governance changes and 'temperature test' with membership, including shorter update – Noted that another survey would be going out before AGM papers came out.

Options for future equity sales and issues around reducing DT ownership below 75% - Noted that consideration to drafting of an options paper would happen in the new year. Kris said that the proposed Special General Meeting early in 2023 to deal with governance restricted actions could be used as a launch for conversations about matter of equity. A verbal update would take place at the AGM about plans for the Special General Meeting.

Reimbursement of Sensory Pack cost to employee – Graham reported that the action was now closed having been raised with the club. Noted that the DT will meet future pack costs.

MS&E newsletter to membership – Noted that deadlines and publication dates were now agreed. Future deadlines monthly would be 7th of the month for content and 10th for publication. Action closed.

'Her Game Too' consultation on signing-up – Hannah confirmed that the survey details had been shared with Niall and Anne-Marie. The draft would be shared with the DTB and a decision was needed on how the survey should go out and when. Kris said that the survey should go out as soon as possible, but not at the same time as the 'temperature test' survey on governance. Niall suggested the 'Her Game Too' survey should go out with a gap from the 'temperature' survey and therefore at the end of next week.

Danny Macklin

Danny Macklin joined the meeting at 7.41pm. In summary, Danny told the Board that he already felt that he had been at the club for some time as he familiarised himself with working processes. He said that some 'gremlins' had been identified, all of which were able to be resolved, and information gathering was continuing with 'deep dives', 1-1s, looking at non-matchday activity and how to improve revenues, including use of the second floor and ways to improve the ambience and sound system, with

plans to put a robust marketing and sales plan together. Some direction was required to put the club in the position where it needed to be.

Discussion continued, during which Charlie raised the issue of complaints being received by the DTB about operational club business such as ticketing problems, and Danny said that improved communications were very important and information would be going out to fans soon giving clarification and assurance on contacting the club. A new enquiries email is being brought in at the club and expectation is that there should be a reply within 24 hours. The auto response email should have a mini FAQ to address common queries.

Danny confirmed that, from a marketing point of view, the plan was to conclude consideration in the next couple of weeks, with a strategy paper drafted and improvements in the matchday and non-matchday/commercial areas from there. The club facilities were good and needed to be utilised more fully.

At the end of the Board's questions, Kris thanked Danny for attending and Danny left the meeting at 8.10pm.

Freddy Flaxman

Kris told the Board that Freddy was currently involved in a developing business situation, which might mean a future unmanageable conflict of interest on the DTB. Freddy would therefore step back and review that situation on a meeting-by-meeting basis.

3. Ratification of Email Decisions

The email decision approving the DT Membership Product Review was unanimously approved.

4. Strategic Direction

It was noted that the Strategic Direction had been discussed earlier in the meeting.

5. Board Theme Groups (cont'd)

Member Services and Engagement

The cost of printing and mailing out membership cards during the year had been £8k and this and the mailing out of DT SGM/AGM agenda and papers needed to be reviewed, to ensure going forward that as few people as possible received their comms by post.

It was also noted that the DT Kiosk leaks and smells damp, with a quote needed for a new kiosk.

On the AGM, after discussion on options to run the meeting, Charlie undertook to provide kit to the club to enable Chris Thorpe/Chris Slavin to be involved in the IT facilities needed for the meeting, with further discussion to take place at tomorrow's PLCB on club assistance. Charlie suggested a meeting to run through what equipment was available and what was required. Noted that zoom requirements for the AGM would be down to Graham and Hannah.

Oversight

On oversight actions, Kris confirmed that a lot of work had been taking place on the AGM papers – a number of resolutions would be presented to that meeting relating to governance and DT Constitution and PLC Articles changes that required approval. Further resolutions requiring proposed changes, including of restricted actions, would be put to members at the Special General Meeting early in the new year.

On the three-year term lengths for DTB and PLCB members that were being proposed, Graham raised concerns in view of some previous situations where board members had been found to be less contributory than is usually the norm and where it might be more appropriate for members to have the opportunity to vote such a person off the Board at an earlier stage. On this point, Michele said that she would like to see annual appraisals for each board member. Niall agreed with Graham's overall point and considered that the terms of office should remain 2 years until a better policy for removing inactive board members had been put in place.

A motion to keep the proposed terms of office for board members to 2 years was then put to the vote and was lost by 2 votes (Niall and Graham) to 7.

Community (cont'd)

Michele asked whether the Board were content for people to be added to the Community Group, the only external person being Isa Dabrowska, who looks after Junior Dons day to day with Hannah. Kris confirmed that the Board's endorsement for this was not strictly necessary, but the addition of external persons to the Community Group was then unanimously agreed.

Culture and Mission

On culture and mission, Kris confirmed that the group had struggled to meet due to other competing demands.

Kris said that the group was committed to giving Mick Buckley a policy on recruiting former MK players, etc to the club. He said that comments from

past SGMs, etc would be revisited and these would be circulated to the group and the matter properly revisited.

Michele then referred to an offer made by Charlie Alpeira on probboards to locate the DTs old decisions/policies in archive minutes.

6. **Diversity and Inclusion**

On D&I, Anne-Marie reported that LGBTQ week would take place in February with the Ambassador announced at that time and support in place for that person. She also confirmed that Carlo had been in contact in relation to a 'Dons for Diversity' filming project that week and the matchday experience. Niall said that the film was part of the club treating D&I much more seriously.

7. **AOB**

- In response to a question from Graham, Kris confirmed that newly elected DTB members would be invited to attend the next meeting on 14 December.

Meeting closed at 9.43pm