

Dons Trust Board (DTB)

Minutes of online meeting at 6.30pm on 8 February 2023

DTB members

Kris Stewart (Chair)

Michele Little

Chris Philips

Graeme Price

Richard Shepherd

James Macdonald

Matt Lowndes

Kevin Rye

Mark Lewis

In attendance

David Hall (ESG) for ESG item

1. Freddy Flaxman

The Board noted and accepted the resignation from the DTB of Freddy Flaxman and formally placed on record their thanks for his contribution to the Board during his time as a member.

2. Introduction

Kris welcomed everyone to the meeting. Apologies for absence from the Secretary.

3. ESG Report

David Hall introduced the ESG report and recommendations arising out of the 2022 DTB elections.

The Board noted the contents of David's report and his intention to now stand down from the ESG. Discussion took place on the question of hustings, podcasts and the best way to engage the membership in the election process and to hear from candidates going forward.

At the conclusion of discussion, it was unanimously approved that the DTB were satisfied with the recommendations (a) to (o) below, subject to the MS&E group considering, before the next DTB meeting, the additional skills and support needed to facilitate the initial meeting of the ESG to plan for the 2023 elections, and with David Hall being invited to join that initial meeting to offer appropriate help and guidance where required.

(a)the DTB to enter into discussion with the remaining members of the 2022 ESG to initiate a process for recruiting to cover any gaps as necessary well before August 2023;

(b)the first meeting of the 2023 ESG to be scheduled for August or even earlier (around June when the fixtures come out) to ensure key dates in the process are agreed and shared with the DTB;

(c) reasonable advance notice to be given by the DTB to the ESG to any key changes to the previous year's process;

(d)a Friday deadline for candidate submissions to be introduced and candidates to be asked to double check their submissions before they send them to the ESG. The ESG to work with the DTB to make guidance to prospective candidates even clearer and publicise this on the website and in matchday programmes;

(e)the DTB to consider whether it needs to do more to encourage and promote more diversity among candidates to reflect DT membership;

(f)the Dons Trust to make it clearer that members who are 16 or over are eligible to vote but require they set up different email addresses in order to do so (see also (n) below);

(g)a reminder be included in the ESG and elections communications to request candidates check any facts and figures before submitting it to the ESG and where appropriate include sources. Candidates to be asked to use a respectful tone when engaging with the ESG over any corrections;

(h)that consideration be given by the ESG in future as to how graphs and tables might be reflected in the Wordcount;

(i)the ESG not to be actively involved in hustings and any organisations or groups of fans planning to conduct hustings to engage with the ESG as early as possible in the process so that guidance can be sought and ensure that information can be disseminated to members and prospective candidates as appropriate;

(j) ProBoards is a very effective way of members engaging with election candidates (rather than say more public social media) and the DTB should further encourage members to sign up on the site and use this during the election process;

(k) that the cut-off date for voting be discussed at an early point with the Membership Secretary to avoid any confusion in 2023 and that the cut-off date ideally be set on a day other than Sunday;

(l) electronic survey tools are far cheaper (financially) but given the importance of elections in how we run our club an assessment of other tools be made (in conjunction with specialists in this field) to conduct elections for the Trust to ensure that the process meets the levels of scrutiny and high standards we want to maintain at the club. The carbon cost of repeat emailing also to be considered alongside the financial cost;

(m) access to the election survey be only provided to the ESG and the DT Secretary during an election period and any issues such as capacity of software for reminders be addressed early on in the process;

(n) in future the DTB looks into introducing a system which requires all voting members to have a unique email address in order to vote. This may mean notifying Junior Dons when they reach 16 that they need to change their email address well before the elections start. Allocating just one vote per email address would also prompt this; and

(o) whilst it will be necessary to continue providing paper voting to some members, where members have access to email, they should use that. Any necessary repairs to the ballot box be completed and the condition of it be monitored in future should it be damaged again.

At the conclusion of discussion on item 3, David Hall left the meeting.

4. **Minutes**

(a) The minutes of the January meeting were unanimously approved subject to necessary redactions.

(b) On actions, the following was noted: -

Strategic Objectives Document – For discussion later on the agenda.

Directors and Executive Boxes – James said that, following discussion, the current MS&E group view was that unsold Executive Boxes should not be the responsibility of the DT and should remain a club prerogative. He added that inviting DT members into the Directors Box (DB), whilst a laudable aim, might present a number of difficult to manage risks. In conclusion, the MS&E group did not consider that these matters should continue to be an action for the group to pursue. Chris raised the issue of the importance for the DT of 'finessing relationships' with people in an area on matchdays, other than the DB, as this was important for outreach and inclusion. Kris agreed that it was important to build that option into the club's discussions.

Discussion continued, during which Kris commented that no one had ever come up with a reasonable solution to get members into the boardroom on matchdays without concerns about how it might work. During some further debate, the current process for selecting DB attendees was noted as was the intention of Mick Buckley and Danny Macklin to regulate this.

At the conclusion of discussion, it was unanimously approved not to pursue the previous Directors and Executive Boxes action and to remove it from the outstanding actions list.

WAWF - Noted that discussions on WAWF were still ongoing. Graeme said that information was still awaited regarding academy information. Unanimously approved that the action be closed.

Dons Draw – Michele reported that a useful meeting had taken place with Michael Hamilton. Chris Slavin was now assisting with the revamp. A further update would be made again soon

Options for future equity sales – Noted that Graeme would be speaking with Charlie Talbot. The tentative plan was to have a first draft of a paper in early March. Unanimously approved that the action be removed from the list.

Annual appraisals for board members – Kris suggested that this action be referred to the Oversight group for further discussion. Action closed.

Project to locate and record previous DT policies and decisions – Kris said that Charlie Alpera had made progress with the project, although he had not as yet had an opportunity to look through what Charlie had reported and to feed back to him. Noted that it was likely Charlie would update the Board on this at a future meeting.

Mediation process with MK – Kris reported that this was still with Mick Buckley for a future conversation with Nick Craig.

Engagement - Action closed.

List of members receiving paper copies – Noted that James was dealing with the list. Action closed.

5. **Ratification of Email Decisions**

The PLCB allocation of transfer fee proposal, approved under the urgent email decisions process, was endorsed.

6. **Strategic Direction**

On Strategic Direction, Kris said that updating strategy needed to dovetail with Danny Macklin's work on strategic direction in the club, and a conversation would be required with the PLCB.

Discussion ensued and Michele raised the issue of finance priorities. Some of the figures produced for the PLCB, that included steps to try to get the playing budget to a more competitive level, had been shared with the Finance Committee who had expressed reservations that the details omitted debt repayment. The Finance Committee had fed back that, within those numbers, there had to be provision for debt.

Although it was for the PLC in the first instance to look at debt/strategy, a more realistic contribution from player sale fees was prudent to facilitate debt repayment / Bond redemptions in Spring 2025. An annual target and strategy between the club and the DT to 'chip away' at debt was required.

The Board also noted Michele's comments on current gaps in the business plan, the strategic alignment between the DTB and PLCB, and whether the assumed playing budget contribution required from player sales should be found from increased revenue.

At the conclusion of discussion on this matter it was unanimously approved that the DTB, whilst understanding the budget context, would wish to see the assumption on player sales 'worked out' of the budget or reduced significantly over the next few years and that issues around debt repayment provision and % of transfer fees allocated to the playing budget be raised at the PLCB.

7. **Board Theme Groups**

Oversight

On actions, Kris referred to email voting on the Board and said that the current procedures were not really fit for purpose, so would be revisited.

Board resolution for SGM - Kris confirmed that, along with Michele, he would be drafting a resolution for the SGM.

SGM accommodation booking – James confirmed he would talk to Danny on Monday.

Member resolutions for SGM – Kris confirmed he would discuss this with the Secretary.

Volunteer charter – Matt would email the DTB regarding signing of the charter.

FSA training – Matt would email the DTB regarding the training.

Vacancy on DTB – Kris raised the issue of filling the vacancy caused by the resignation of Freddy Flaxman. It was noted that the 3 options available would be i) carrying the vacancy and continuing with 9 members of the DTB; (ii) co-opting the next highest polling candidate at the 2022 elections; and (iii) giving further consideration to the current skills in the theme groups and on the basis of identified shortfalls to co-opt between 1-3 persons to address those needs.

Discussion ensued, during which consideration was given to any discrete major projects that a co-optee could individually take on, including furtherance of B corp accreditation and also diversity and inclusion initiatives. After debate it was unanimously approved that

- (a) Board membership should not be left at 9 in 2023;
- (b) the next highest polling candidate at the 2022 elections should not be automatically co-opted to fill the vacancy;
- (c) a thorough skills/attributes audit be carried out by the theme groups with a view to identifying skills needs for matters within their remits, to be reported back to the DTB, and with a view to co-opting between 1-3 persons to address those needs.

Community

Kevin reported that a meeting of the group would happen next week. Noted that the Foundation would be featured in the SLP column next month.

Noted that on 'Fair Game', the White Paper launch had been put back.

Culture and Mission

Richard reported that a meeting had been held on Sunday, looking at vision, values, aims and culture. This had included looking at a mix of clubs with different budget sizes, including Accrington, Union Berlin and Exeter. Further discussions would be held with the 'Big Step'. The group were also looking at volunteering, standardising, and formalising processes.

Chris referred to the issue of food concession vouchers for matchday volunteers, which some volunteers received but not others. Danny Macklin had passed this concern to Chris Slavin, who had indicated discussions had taken place, but emphasised that there was a cost to the club for the vouchers. Chris said that there was a need to have someone managing the operational side of volunteers to ensure consistency of approach. Kevin made the point that he would like the DT to mandate that volunteers had to be looked after, with set rules, principles. Kris undertook to take this issue to the PLCB for the next meeting on 23 February.

Member Services and Engagement

Michele referred to the ongoing membership integration process, which was at a crucial stage and required clarity on offers going forward.

On 16 to 21-24-year-olds, James referred to the significant piece of work that was required on that area of membership. James also spoke about the condition and location of the DT Kiosk which was a concern.

Michele confirmed that she had spoken to Simon Norris regarding the Smart Survey votes tracking for the SGM.

8. Diversity and Inclusion

On D&I there were no further points to raise.

9. Any other Business

Under any other business the following was raised:-

- (i) That, although outside the club's control, the change of kit supplier may provoke 'pushback' from some fans.
- (ii) The next meeting of the DTB on 8 March would be held at Plough Lane.

Meeting closed at 9.33pm