

Dons Trust Board (DTB)

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

DTB members

Kris Stewart (Chair)
Michele Little
Chris Phillips
Richard Shepherd
James Macdonald
Matt Lowndes
Kevin Rye

1. Introduction

Apologies for absence received from Mark Lewis, Graeme Price, Freddy Flaxman and the Secretary.

Kris welcomed newly elected members to their first DTB meeting.

Kris reported that there was nothing to update the Board on in respect of Freddy Flaxman.

2. Election of Vice-Chair

Election of Michele Little unanimously approved until the first meeting of the new Board immediately following the 2023 elections.

3. Election of Chair

Michele took the Chair for this item.

Election of Kris Stewart unanimously approved until the first meeting of the new Board immediately following the 2023 elections.

4. AGM

Kris said that the AGM had gone well and that final voting figures on resolutions were being confirmed by the Secretary. In terms of voting in person and online, all of the motions were expected to be passed with the necessary majority. Kris confirmed that the next stage was to complete restricted actions updates, which would require one vote for each resolution update as the actions were class B, with the support of 50% +1 of the electorate required for each change. Some thought had been given to when an SGM could feasibly be held and further discussions were needed on engaging the required majority for each vote.

Kris said that making voting easier was necessary. Michele confirmed that a 3-week period would be required for despatching SGM papers, particularly as 'hard' copies were still being sent out. She asked if it would

be possible to send papers out initially without a meeting date, send multiple reminders to members to vote, and when it was looking likely the required level of voting was being reached, to then call the actual date of the meeting. Kris said that it would not be possible under the constitution to do that and Richard commented that an 'open ended' meeting date may not be successful as many people tend not to vote until nearer an actual crucial date to submit a vote. Chris raised the matter of a 'totaliser', showing how a vote was progressing, in the same way as used for the Plough Lane Bond and also a QR 'code direct' approach to encourage voting.

Following a suggestion, Kris wondered whether the meeting adjournment clause in the constitution could possibly be of help in achieving the vote required, although that clause would be being used for something it was not intended for, and this would require some further thought and discussion with the secretary. Kris also made the point that an update to the constitution on voting and other related issues was overdue. Kevin considered that it was better to be 'upfront' with people rather than attempting to do something in a less clear way. He said that the changes proposed were important to the way the club is run and if explained properly people would understand that and support the changes for that reason. Michele thought it was only necessary to use the adjournment option in exceptional circumstances and that getting the comms right to engage the membership was the most important thing to ensure the necessary votes were obtained.

Discussion continued and Kris commented that the Member Services and Engagement theme group was the right place for the exercise to sit, but that did not mean that others not on that group should not be working on achieving the outcome. Kris said that the proposed changes to the class B restricted actions needed to be at the top of the priorities list in the first quarter of 2023. The second priority in the first quarter related to what members might want to consider in terms of the sale of further equity below the current 75%. The intention would be that discussion takes place with members properly, with the idea that a conclusion to the options would then persist that people would accept, with the same 'conversation' not then needing to be had again every year or two. Matt said that this matter needed to be addressed, including with non-DT members, with a view to engaging all and encouraging people to join the DT to have a say. Kevin confirmed that his personal view was that there should not be further equity sales beyond 75%.

On the question of 'having a say', Kris said that he thought it surprising that someone who actively does not want to be a DT member should at the same time think they should have a say in the running of the club. Chris felt that the club needed to be far better with its comms and overarching engagement to encourage increased DT membership, with a theme of 'by the fans for the fans', which would help consideration and

promotion of 'what we are'. Kris emphasised the need for that 'golden thread' to run through everything that the club 'think and do and say'. Chris said the important message was about 'the club', rather than the DT, with a need to engage with people in a much wider way and with the DT being referred to in a much lower key way.

Michele told new Board members that the Membership team had been working on the integration project that would enable season ticket holders to 'opt-in' to buy a DT membership. The intention was that this should happen for the 2023/4 season tickets. The marketing messaging provided a good chance to remind people of the opportunity to become members. During further debate, James said that the restricted actions should definitely be the main priority in quarter 1, with the equity issue not necessary dealt with in quarter 1 to ensure no dilution in the important restricted actions decisions needed. Kris agreed that it may not be possible to conclude the equity issue within quarter 1, but nevertheless the process should still be commenced in that quarter.

5. **Meetings Schedule**

Kris referred to the meetings schedule, including the options for holding Board meetings. Kris considered that there should be at least 3 'awayday' face-to-face strategy/planning meetings in the next year – possibly in January, May and October. He also suggested some of the DTB meetings should be face-to-face and raised the issue of hybrid meetings.

Matt agreed that face-to-face meetings were better and said that 75% of the meetings should be on that basis. Chris also thought that face-to-face meetings had advantages. James said that he had experienced more bad experiences with hybrid meetings than good and that some additional face-to-face meetings would be better.

Kris asked what flexibilities people had with time and Kevin expressed a view that a mixture of face-to-face and online meetings were needed. He considered a good number of online meetings needed to be retained but that face-to-face meetings a few times a year would be a good idea.

Kris said that there had been the intention that DTB meetings would take no longer than 3 hours and that had worked sometimes but not others. Travel late at night was a factor to also be considered and previously there had been a number of late-night finishes at Kingsmeadow that had been a problem. James asked about a consistent day and time for the meetings and Chris wondered whether Saturday morning before a game would be possible. Kevin said he would not be available at that time and Michele said that Board duties on matchdays made this difficult.

Kris asked about a same day and time for online or face-to-face and this was unanimously agreed. After further discussion, it was also provisionally agreed that for 2023, the DTB should meet on the second

Wednesday in each month at 6.30pm, subject to Kris consulting with Mark, Graeme and the Secretary, the first meeting of which would be face-to-face but on the second Thursday in January.

On 'awaydays', it was provisionally agreed, subject to Kris consulting with Mark, Graeme and the Secretary, that the first of these be held in January and Kris undertook to send some potential dates round.

5. Rota Duties, Theme Groups, and representation on other Boards and Groups

Michele referred to the rota duties that needed to be populated by DTB members for the kiosk, Directors Box, women's team games and also the matchday programme page.

Kevin undertook to oversee the matchday programme page.

It was noted that a presence at women's games was a little complicated, as the games moved between Carshalton and Plough Lane, but it was noted that it was important and useful for a DTB member to be present. Chris indicated that he would like to get involved in that area of rota duties.

On theme groups, Kris raised the matter of membership and workload, and the need for a DTB member to take responsibility for each group, with each DTB member to be on 2 or 3 groups.

After discussion, it was agreed that each member email Kris and Michele with their preferences. Michele said that she would be grateful if someone could chair the Member Services & Engagement group and James indicated an interest in that role. It was also noted that, although Niall Couper could continue as a member of the Community group, the chair should be a DTB member. Kevin indicated that he would be interested in chairing that group.

On representation, Kris said that the DTB had 1 person to appoint to the PLCB following the governance changes at the AGM, along with a representative from both the DTB and the PLCB on the women's board. Other appointments, such as the FSA and Fair Game representatives, would be approved by the Community theme group. Matt and James indicated they may be interested in the PLCB appointment and it was noted that Graeme had also expressed an interest. Kris and Michele undertook to speak to each of those that had expressed an interest about the wider aspects of the role. It was noted that previously, the non-PLCB DTB members had been allowed the opportunity to listen-in to the PLCB meetings. The Board discussed this and agreed it was not an appropriate way to conduct a meeting, and that the process would not continue. Kris asked that anyone interested in the women's board role should contact him.

6. Diversity and Inclusion

James raised the issue of work required to try and ensure future elections to the DTB attracted a more diverse set of candidates that better reflected the membership. He put himself forward to undertake some work on better understanding the particular barriers to young people, women and ethnic minorities from standing for election. It was agreed this was an important area to address well before the next set of elections.

Chris considered that work was needed on the dynamic and the narrative around everything the club did to make progress on this. He added that thought was required in a number of areas, including how to engage groups like 16–18-year-olds who were sometimes difficult to reach.

Michele made the point that having 1 woman on the Board was actually reflective of the membership numbers (10% women), although at one time there had been up to 4 women. Kevin added that a number of women had held prominent roles on WISA. Matt said that engaging the younger fan base was crucial in driving change.

Discussion continued, during which the role of DLAG was referred to in helping to attract outside people to the club who were not previously fans. Richard said that external D&I expertise was required as part of the work James would be undertaking. Kevin suggested that it might be possible for one of his football, business and media students to undertake some work experience strategy project work, covering the D&I issues, that the DT might find useful.

Chris said that outreach into the community at Plough Lane was important and information gathering was crucial. The role and treatment of volunteers was also discussed.

Meeting closed at 9.04pm