

## **Guidelines for the DTB**

The DTB is elected by members to provide leadership, oversight and direction to the management of the Club and to the Club's long term development. It also has to ensure that the Dons Trust meets certain legal obligations, such as maintaining proper accounts.

Elected Boards have both advantages and drawbacks compared with the appointed groups which run most commercial companies. The DTB attracts members who are highly motivated and passionate about the Club and are prepared to give up their time, experience and skills - unpaid - to help it prosper. On the other hand, their skills may not be complementary, their varied backgrounds mean that they will be used to different ways of working and taking decisions, and many have limited time available, especially for attending meetings.

What matters most to the Club, its members and its wider supporter base is that the DTB should be effective. This means tackling the most important issues, debating them thoroughly, reaching clear decisions, and making sure that agreed actions are implemented. For these things to happen, Board members agree to follow some basic working principles about how they personally participate in the DTB and about the procedures for managing the business of the Board as a whole.

### **Being a Board member**

All DTB members have been elected (or co-opted) because they bring something of value to the Board. They have volunteered their time and experience to further the aims of the Society for the benefit of its members. All their views are worth listening to - in fact members should want to hear their colleagues' assessments and opinions to be sure that their own perspective is well thought out.

**Guideline 1:** Treat fellow DTB members with respect and expect them to treat you in the same way

**Guideline 2:** Listen courteously to the views of others and consider them on their merits - do not make assumptions based on personality or previous events.

**Guideline 3:** Be open in dealings with colleagues. Make your views known - about issues and about how debate is conducted. It is better to be straightforward than to stay quiet and then complain about what happened afterwards.

**Guideline 4:** Respect the role of DTB member - submit papers on time; read the papers before meetings; be punctual; keep to the agenda; avoid lengthy and/or repetitive contributions; keep in touch - read e-mails at least twice a week; be as concise and courteous on the phone or on-line as face-to-face. And remember that members do not have to contribute on every issue discussed, whether on-line or in meetings.

### **Operating as a Board**

The DTB is a management board, not a debating society. To be effective it must focus on and resolve issues which matter most for the future of the Club. This requires some basic disciplines to be observed in the management of business and in communicating decisions to DT members and other stakeholders.

## Setting the agenda

The DTB meets monthly. Generally there is little more than two hours for discussion at each meeting so it is important to use the time well. The agenda for a DTB meeting is set by the Chair, in consultation with the Secretary and with other Board members and Club executives as he/she feels appropriate. Suggestions for agenda items must be sent to the Chair or Secretary at least 10 days before a meeting. Members must not seek to raise matters during a meeting which have been proposed beforehand but which do not appear on the agenda. [There is a procedure under which members may formally table agenda items - see procedure notes.]

## During DTB meetings

It is the job of the Chair to manage discussion and decision taking at DTB meetings. He/she will ensure that all members have a fair opportunity to contribute, to promote constructive discussion, and to seek a decision when appropriate. Members will respect due process by enabling the Chair to do this - indicating when they wish to speak, listening to other contributions, avoiding side-discussions.

Many decisions are taken by general consent but a formal vote is taken when there is no clear agreement. The constitution requires that decisions are taken by a simple majority. The names of members voting for, against or abstaining on formal votes are recorded in the minutes.

If a DTB member is absent from a Board meeting and unable to contribute his/her views on a decision taken, he/she will be given the opportunity to set out those views retrospectively. If the Chair considers that there is a material prospect that the views of the absent member might have caused other members to vote differently he/she may, exceptionally, re-present the matter to the Board.

## Outside DTB meetings

The DTB is an elected Board and it is an accepted principle that it should be as transparent as possible with its constituents. This means keeping them informed about the important debates and decisions of the Board. Some principal means of reporting are the publication of DTB minutes, articles in matchday programmes, and feedback and discussion at SGMs and the AGM.

Draft minutes are circulated to all DTB members and are not published until they have had an opportunity to comment. DTB members may agree that some sections of the minutes will not be published - these might deal with commercially sensitive information or human resource issues, for example.

Board members also meet DT members and other supporters, talk with some on line and may from time to time meet other stakeholders such as local councillors and journalists. In such conversations and discussions it is important to acknowledge and respect obligations which go with being a Board member in order for the Board to carry out its function. These are:

- Respect for **collective responsibility**. Where a decision has been made, Board members will co-operate fully and (if asked to do so) participate actively in its implementation. Votes for and against the decision will be recorded in the minutes together with the reason(s). Once the minutes are published, Board members are free,

if asked by DT members, to explain their position and reasons. But they are not entitled to campaign against the decision or obstruct its implementation, impute views to other DTB members, or act in a way which might undermine respect for the Board as a whole or its individual members.

- **Managed dealings with the media** and other stakeholders. Communication with the press and outside bodies must be done by an agreed spokesperson - DTB members are not authorised to speak for the Trust on their own initiative.

Very exceptionally, the Board may decide that a specific decision is sufficiently sensitive that disagreement among Board members will not be recorded in the published minutes. In this case dissenting Board members must remain silent on the issue or resign from the Board.

## **Disciplinary Action**

Board members are expected to respect the principles and abide by the procedures set out in these Guidelines. Where they do not do so, the Chair (or other members) will normally seek to rectify the problem by informal advice and mentoring in the first instance. But a serious breach or persistent failure to act appropriately may lead to formal disciplinary action. The process for this is set out below

1. If a Board member is deemed to have acted outside the principles and procedures of the Board Guidelines or otherwise behaved in a way which the Board believe is contrary to the spirit of Dons Trust Constitution or detrimental to the interests of the Society, the Board may set up a Disciplinary Committee to determine the facts and take such measures as the Committee sees fit.
2. Where the Board refers a matter to a Committee, the Board member(s) concerned will be suspended from attending or voting at Board meetings.
3. The Committee will consist of the Chair of the Board and up to 3 other Board members, who must not themselves at the time be subject to disciplinary action. If the Chair is the subject of the disciplinary action, another member of the Board will be selected by the Board as Chair of the Committee and will have a casting vote if necessary.
4. The Committee will meet as soon as is practicable after its appointment. As part of its fact-finding it will invite the member(s) to submit his/her/their version of events and/or mitigating circumstances.
5. The Committee must act honestly in its assessment the facts and prepare a summary to support its conclusions.
6. The Committee may impose such sanction as it sees fit. These may include: further suspension for up to four months; dismissal (in the case of co-opted Board members); or recommending to a General Meeting of the members of the Society that the Board member be dismissed (in the case of elected Board members).
7. If the member concerned fails to either attend or submit evidence, the Committee may proceed on the basis of the best information available to it and make such inferences as it sees fit from such non-attendance or non-submission.
8. The Board member subject to the disciplinary hearing may appeal against the decision of the Committee within 7 days of being notified of the decision. The appeal will be made to an employee of Supporters Direct. Until the appeal is heard the disciplinary case and all details of the individual involved will be kept confidential within the members of the Board. If the appeal does not successfully resolve the matter, the Board may then take any necessary action to bring the matter to the next General Meeting of the Society.