

Minutes of the Special General Meeting of the members of the Wimbledon Football Club Supporters' Society Limited (The Dons Trust) held at Plough Lane and online, Wednesday 1 November 2023 at 7.30pm

1. Welcome and introduction

The Chair of the Dons Trust, Michele Little, opened the meeting and thanked everybody for attending either in person or online. The Chair then introduced the Board members present.

Noted that the deadline for the submission of proxy voting and online voting on the resolutions before the meeting had closed and that the votes previously submitted would need to be reviewed against the list of meeting attendees, to avoid any duplicate voting, before the final confirmation of voting on the resolutions could be confirmed.

2. SGM on 30 April 2023 (Paper 1)

Resolution 1 – Approval of minutes of SGM held on 30 April 2023

	In Person	Online	Proxy	Total
For	66	898	2	966
Against	0	6	0	6
Abstain	0	214	0	214
%age of votes cast in favour				81.5%
%age of votes required to be passed				Simple majority
Outcome of resolution				Passed

3. Amendments to the Dons Trust Constitution (Paper 2)

Resolution 2 – Changes to clauses 54(c), 62 and 64 of the DT Constitution

The Dons Trust Board recommends that clauses 54(c), 62 and 64 be amended as follows to:

- 54. The Society Board is to have not fewer than eight and not more than 12 members. A Society Board Membership Policy, that the Society Board will develop and adopt, shall be subject to the following:
 - a. Subject to the limits above the Society Board shall determine the total number of Society Board members as well as be the mix of elected and co-opted members.

b. A minimum of eight members of the Society Board will be elected by the members in accordance with such arrangements as shall be determined by the Society Board;

c. Up to three members may be co-opted by the Society Board, provided that at no time shall more than one-third of the Society Club Board be co-opted members.

62. Subject to the Rules relating to maximum numbers of co-opted members, the Society Board may at any time co-opt to fill a casual vacancy in the Society Board. A casual vacancy shall be deemed to exist if the number of Directors should drop below the minimum prescribed in these Rules or below the number elected at the preceding Annual General Meeting.

In each case the member appointed to fill the vacancy is to retire at the next annual general meeting and the Society Board will make provision for an election to be held. For the avoidance of doubt the retiring member may stand for re-election at the meeting at which they retire.

64. If at any time and for any reason the number of members of the Society Board shall drop below the minimum number of members prescribed in these Rules, the remaining Society Board Members may act to increase their number or to call a General Meeting, but for no other purpose.

	In Person	Online	Proxy	Total
For	70	937	1	1008
Against	1	88	1	90
Abstain	2	93	0	95
%age of votes cast in favour				84.5%
%age of votes required to be passed				2/3 of those voting
Outcome of resolution				Passed

4. Submitted Member Resolutions (Paper 3)

Resolution 3 – Vote of no confidence in current DT Board

Submitted by Matt Thornett and seconded by Russell Earl, Grace McMillan, Nesta Wood, Colin Wood, and Gary Fish:

“I am writing to formally submit a resolution for a Vote of No Confidence in the current Dons Trust Board.

For some time, the actions of the current Dons Trust Board have raised concerns among our members and the wider fanbase. It is our collective responsibility to ensure that the Dons Trust Board truly represents the best interests of the club and its supporters.

Examples of our concerns include, but are not limited to:

Ineffective Governance: The current board has struggled to effectively manage the Dons Trust, leading to unfavorable outcomes. Their decisions have sometimes disregarded our constitution, and key appointments lack the necessary expertise and leadership required for such a pivotal role. The DTB have overseen a 'jobs for the boys' environment in the PLC Board where firstly the Chairman and now acting MD are both former DTB members where the evidence of the suitability for each role is questionable.

Disconnect from the Fans: It appears that the board's decisions have drifted away from representing the interests and values of Dons Trust members and the broader fan base. Our trust should be a genuine reflection of our collective aspirations, but this alignment is currently lacking. Examples include misleading the fan base over the Fans Forum recording where numerous members of the DTB voted against representing members wishes. This was the second time some DTB members have voted against more transparency with the membership.

Preserving Our Constitution: The Dons Trust constitution is the bedrock of our organisation. There have been instances where the current board allowed deviations from it, putting our trust's principles and integrity at risk. Upholding our constitution is vital to maintaining our identity and purpose. Through failure to plan and through its own volition the DTB was reduced to 7 members, thus making it non quorate. As a result, the DTB has itself committed to not pursuing new business, this self-inflicted damage is a sorry state of affairs.

Questionable Decision-Making: Numerous board decisions have raised concerns among members. These choices, spanning from board appointments to club positions, releasing the fans forum recording, communication to the membership and financial matters, have not yielded positive results and, in some cases, have harmed our finances and reputation. The Danny Macklin situation has brought this to a head and due to the decisions of the PLC Board supported by the DTB we are now under FA investigation.

In light of these concerns, I believe it is imperative to provide Dons Trust members with the opportunity to voice their dissatisfaction through a Vote of No Confidence. This will enable us to collectively evaluate the board's performance and chart a path forward that aligns with the trust's principles and values.

I firmly believe that a Vote of No Confidence in the Dons Trust Board will empower members to express their concerns and contribute to the club's future

direction. Together, we can ensure that the Dons Trust continues to represent the best interests of the club and its supporters.”

Discussion took place on resolution 3, during which the details of the proposed resolution were confirmed and clarified by the proposer, Matt Thornett, and the written response of the Board was duly noted.

After debate and questions from members to the proposer and the chair, and their responses, the resolution was then put to the vote.

	In Person	Online	Proxy	Total
For	8	243	2	253
Against	46	690	0	736
Abstain	5	185	0	190
%age of votes cast in favour				21.5%
%age of votes required to be passed	<input type="text"/> <input type="text"/>			2/3 of those voting
Outcome of resolution				Not Passed

Resolution 4 – Improved service standards for proboards

Submitted by Graham Stacey and seconded by Gary Jordan, Greg Parker, John Martin, Simon Wheeler and Leigh Rumbelow:

“For the Dons Trust Board to agree improved service levels relating to the use of ProBoards.

ProBoards is the DTB’s official two-way engagement channel between members of the DTB and the members, and yet is rarely actively used by members of the DTB.

As such, what should be a vibrant hub for the majority owners and DTB members to engage - and a valued perk of fan ownership - is being killed off through lethargy.

We suggest that DTB members commit to daily monitoring of the ProBoards site - possibly by rota - and resolve to answer questions in a timely manner as much as appropriate.”

Discussion took place on resolution 4, with the details of the proposed resolution confirmed by the proposer, Graham Stacey, and the written response of the Board noted.

After debate and questions from members to the proposer and the chair, and their responses, the resolution was then put to the vote.

	In Person	Online	Proxy	Total
For	46	429	2	477
Against	12	501	0	513
Abstain	10	188	0	198
%age of votes cast in favour				40.2%
%age of votes required to be passed				2/3 of those voting
Outcome of resolution				Not Passed

Resolution 5 – Introduction of online meet the PLCB sessions

Submitted by Graham Stacey and seconded by Gary Jordan, Greg Parker, John Martin, Simon Wheeler and Leigh Rumbelow:

“For the Dons Trust Board to instruct AFCW PLC to host at least two online Meet The PLC sessions each calendar year.

Since the governance restructure of December 2022, the PLC have been the operational oversight board but have hardly communicated with the club’s majority owners, if at all.

With the PLC board members holding such crucial positions - overseeing everything from playing budget generation to debt management - it would be reassuring for the membership/fans to know the club is in safe hands through getting to hear from them occasionally.

It’s fair to say the current optics are that the PLCB are unaccountable and uncontactable. By hosting regular Meet The PLC sessions not only would the majority owners get to know the people effectively in charge of running the club we own, it also gives everyone a chance to pitch queries and feedback to these individuals. This should be viewed as a win-win.”

Discussion took place on resolution 5, during which the details of the proposed resolution were confirmed by the proposer, Graham Stacey, and the written response of the Board was noted.

Debate ensued and there were questions from members to the proposer and also the chair, and their responses were noted. During further discussion, where it was noted that the PLCB would attend the December DT AGM to answer questions; planned to hold a session after the close of the January transfer window; and would host two events each season where questions could be

asked of individual board members both in person and online, the chair confirmed the intention to support the resolution and the resolution was then put to the vote.

	In Person	Online	Proxy	Total
For	68	564	2	634
Against	0	433	0	433
Abstain	2	121	0	123
%age of votes cast in favour				53.3%
%age of votes required to be passed				2/3 of those voting
Outcome of resolution				Not Passed

Resolution 6 – Creation of ‘ask the PLC’ section on proboards

Submitted by Graham Stacey and seconded by Gary Jordan, Greg Parker, John Martin, Simon Wheeler and Leigh Rumbelow:

“For the Dons Trust Board to create an Ask The PLC section on ProBoard.

Since the governance restructure of December 2022, the PLC have been the operational oversight board but have hardly communicated with the club’s majority owners, if at all.

With the PLC board members holding such crucial positions - overseeing everything from playing budget generation to debt management - it would be reassuring for the membership/fans to know the club is in safe hands by getting to hear from them occasionally.

It’s fair to say the optics are that the PLCB are unaccountable and uncontactable. By creating an Ask The PLC section on ProBoards it gives the majority owners a chance to pitch queries and feedback to these individuals and a simple way for the PLC Board to respond. This should be viewed as a win-win.”

Discussion took place on resolution 6, during which the details of the proposed resolution were confirmed by the proposer, Graham Stacey, and the written response of the Board was noted.

After debate and questions from members to the proposer and the chair, and their responses, the resolution was then put to the vote.

	In	Online		Total
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	Person		Proxy	
For	37	447	1	485
Against	18	503	1	522
Abstain	14	168	0	182
%age of votes cast in favour				40.8%
%age of votes required to be passed				2/3 of those voting
Outcome of resolution				Not Passed

Resolution 7 – Reduction of standard DTB terms from 3 to 2 years

Submitted by Graham Stacey and seconded by Lou Carton-Kelly, Jane Lonsdale, Gary Jordan, Paul Rowlands and Greg Parker:

“For the Dons Trust Board to reduce standard DTB terms from three years to two years.

From the DTB election of 2023, standard DTB member terms are due to last three years, as opposed to two years previously.

Putting terms back to two years increases democracy and accountability.

There is a feeling of a lack of accountability from the DTB to DT members they represent, and moving to two years means underperforming DTB members can more easily be voted out.

The move to two years would see DTB members able to stand for re-election every two years and be voted back in if felt to be doing a good job, so continuity would not be a problem.

In addition, two-year terms are less of a commitment and more likely to attract good quality of candidates to stand for election to the DTB, whereas the commitment to three years may put may candidates off.”

Discussion took place on resolution 7, during which the details of the proposed resolution were confirmed by the proposer, Graham Stacey, and the written response of the Board was noted.

After debate and questions from members to the proposer and the chair, and their responses, the resolution was then put to the vote.

	In Person	Online	Proxy	Total
For	21	358	2	381

Against	45	659	0	704
Abstain	6	101	0	107
%age of votes cast in favour				32.0%
%age of votes required to be passed				2/3 of those voting
Outcome of resolution				Not Passed

Resolution 8 – Clarification of process for appointment of chair of PLC board and extension of contract of Mick Buckley

Submitted by William Ricketts and seconded by Andrew Harding, Anthony Fine, Geoff Ricketts, Jim Piddington, Paul Francis, Paul Moulton, Richard Fine and Thomas Ross:

“The Dons Trust Board needs to clarify the process for the appointment of the Chair of the PLC board which needs to be made transparent and open and Mick Buckley’s contract should not be extended until these processes are in place.

Mick Buckley was first appointed as Chair of the PLC Board in August 2021 for 1 year as an interim appointment, this appointment was then extended for a further year with no consultation with the Dons Trust Membership and has now been extended “for the foreseeable future”.

At last October’s SGM proposals were made, later approved at the December AGM, where a new structure of the Boards was agreed. These papers state that “the PLC board is appointed by the DT board, which provides strategic oversight and direction in consultation with members”, yet there has been no consultation with membership over the decision to twice extend Mr Buckley’s appointment as PLC Chair.

As part of the process at the same SGM we were presented with an overview document which stated that we needed “Senior professional leadership within the club which is capable and accountable, and is trusted internally and externally. All leaders are committed to the culture, mission and strategic direction as set by the elected board” and “an operational board to which that leadership reports and by which that leadership is held accountable” where “all directors are committed to the culture, mission and strategic direction as set by the elected [Dons Trust] board”.

Recent events reported in the media are clearly not in keeping with the culture that any of us would aspire to for our fan owned club (or any other business) yet, despite knowing about the story that was about to break, Mr Buckley stated that he was “very sorry to see him leave” [programme notes v Stockport] in reference to Mr Macklin’s announcement that he was leaving the club. Mr Buckley oversaw not only Danny Macklin’s appointment, but also the structure that allowed these events to occur yet still has recently had his appointment

further extended which would suggest that he has not been held accountable for recent events, has not bought into our culture and does not meet the criteria of being “capable and accountable, and is trusted internally and externally”.

In this context we propose that Mr Buckley’s contract is not further extended, its current duration of “for the foreseeable future” is clarified and an open and transparent process to appoint the next Chair of the PLC Board needs to both be agreed and initiated.”

Discussion took place on resolution 8, during which the details of the proposed resolution were confirmed by the proposer, Will Ricketts, and the written response of the Board was noted.

Following detailed debate and questions from members to the proposer and the chair, and their responses, and after the meeting had also heard from the Chair of AFCW / AFCW PLC, the resolution was put to the vote.

	In Person	Online	Proxy	Total
For	31	368	1	400
Against	18	566	1	585
Abstain	6	184	0	190
%age of votes cast in favour				34.0%
%age of votes required to be passed				2/3 of those voting
Outcome of resolution				Not Passed

5. General Discussion with Members

(Q) A survey went out about potentially reducing the shareholding below 75% +1, when does that close and when will a vote come? lawyers are being consulted about DT bondholders moving money into shares, this is only a small % of bondholders so are we spending our legal money wisely?

The Chair – we aren’t paying lawyers for lots of things, advice is being sought on changes in structure on % thresholds and the mechanics of bond redemptions for a community benefits society. Currently there are no legal mechanisms for rolling over, and around half of bondholders have indicated they are happy to do that. The survey has got around 2 weeks to complete and we are aiming for something for the AGM, maybe not a vote at the AGM itself, but at a SGM possibly in January. There are 2,200 bondholders so a simple mechanism is being looked at for that rolling over. We have so far only surveyed people that

took out 5 year bonds in 2020. We will be surveying others, particularly 20 year bondholders who may be most likely to convert bonds to equity.

6. Any Other Business

The Chair informed members that the provisional date for the AGM was Monday 18 December, dependent on the completion of the annual audit. The PLC AGM would be the same evening.

5. End of Meeting

The Chair thanked everybody for coming along, and taking part in the discussions, and then closed the meeting.

Signed on behalf of the DT Board

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Chair of the DTB