

## The Dons Trust & the PLC boards - oversight and operations

### **A review of how we are set up, how we make decisions, and who does what**

Over the close season, the Dons Trust tasked itself with looking at how the football club and all its entities make decisions and who does what. Often in the world of business and large organisations, those subjects are grouped together and called “governance”.

Back in June 2021 the DTb announced that we were making some changes [<https://thedonstrust.org/governance-update-june-2021>]. The DTb remained the strategic oversight board while the board of AFCW PLC was tasked with being the operational board, responsible for overseeing the performance of the football club. This was also the first stage in implementing the recommendations of the Imperial College report into improving club governance.

Like any changes, these things take some time to bed in, and while that’s happening, it’s good practice to look at how things are and think about how they might be better.

With CEO Joe Palmer standing down early this year, it was the right time to think again about some of this. Joe gave us some really useful feedback on his role, including that with the move to our new home in Plough Lane the role had become too wide to be covered by just one person.

We asked Mick Buckley to look after the club on an interim basis, and we asked him to take a look at how things work and tell us what he thought. He did that, and it fitted with what Joe had already told us.

So when we got together in June, we agreed that to replace Joe in the longer term we would look for a managing director for the business and stadium, and a head of football operations for the football side. A new managing director is expected to start in the role in November. We have a recruitment manager in place on the football side and the search for a full-time HoFo is now back underway.

We also agreed that how we should work, in outline, is to continue to build out a team of senior professional leaders within the club. They are the full-time employees who handle the day-to-day club business. Above that, they are in turn supported by the PLC board, including relevant professional experts. The PLC board is appointed by the DT board, which provides strategic oversight and direction in consultation with members. This proposed structure is laid out in the slides in item 2.

We can bandy around “strategic” and “operational”, but what do they mean in relation to decisions that have to be made and work that has to be done at AFC Wimbledon? Another one of the things we’ve looked at is agreeing and writing down what we expect to be done by who – by members only, or by which board, or by club execs or staff. Some detail of what we’re thinking is in **item 3** “*DT restricted actions and proposed MoU*”.

Currently our rules say that every board must have a DTb majority. We know why that was – to ensure the DTb retains ultimate control. But we think there are other and better

ways of achieving this. The restricted actions and the proposed MoU provide strong defence. We think that on the PLC board itself, as long as the DTb reps, voting together, can block any action they think is against members' interests, we will continue to ensure members have the ultimate say, whilst providing the best ongoing professional resource for operational matters. There's more about board voting in **item 4**.

You will have spotted that none of these proposals are in front of you as resolutions to vote on at this October SGM. That's because we wanted to share our thinking with you and give you plenty of time to consider and feed back on them. As well as discussing them with you at the SGM, we will be engaging with you further on these issues over the coming weeks, in person and online, so that we are in a position to put forward formal proposals for voting on at the AGM in December.

We believe that implementing these proposed changes will give clarity and accountability at all levels of the organisational structure.

Finally, the PLC and Trust medium-term financial planning will require considering the best available routes to provide refinancing and improve the club's ongoing profitability. We therefore intend in 2023 to explore, in consultation with members, a range of options that could include making more equity available. For example, whether members would support selling more of the Trust-owned equity in AFC Wimbledon plc (ie down from 75% towards 50%+1) and what additional safeguards or governance provisions might need to accompany any such change. These explorations would include indicative votes, temperature tests and consultations before any formal proposals are brought to a vote.

We believe it is best to achieve agreement on the structural and board make-up changes in these documents first before we progress into this second round of consultations.

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## **WHAT HAPPENS NEXT?**

### 13th OCTOBER: SGM

*These proposals will be presented and discussed at the SGM, inviting contributions and thoughts from members.*

### OCTOBER - NOVEMBER: ONGOING DISCUSSIONS

*These proposals will be available to members and any further relevant information shared online or via email.*

*The Trust will set up further consultation events - both online and in person for any members who wish to discuss the proposals further.*

### DECEMBER: AGM

*The final versions of these proposals will be brought to the AGM for a formal vote in December.*

### Q1 2023:

*Proposed changes to the restriction actions (eg changing mentions of Kingsmeadow to Plough Lane) will be brought to members at a subsequent SGM.*