

The Dons Trust

**Minutes of Special General Meeting held at 7.30pm on
Wednesday 17 April 2019**

Meeting was held virtually and recorded via Zoom

Introduction

Chair of the Dons Trust, Mark Davis, opened the online meeting and welcomed everyone. Apologies were received from Club Commercial Director Ivor Heller and DTB Secretary David Grows.

The following introduced themselves: Dons Trust Board members Hannah Kitcher, Edward Leek, Luke Mackenzie, Anne Williams, Jane Lonsdale and Graham Stacey; Dons Trust Treasurer Michele Little; Club CEO Joe Palmer and Club Financial Controller Tom Rawcliffe. Dons Trust Board members Tim Hillyer and Anna Kingsley were expected to join later during the meeting.

There had been over 200 members registered to attend, and by the start of the meeting over a 100 had joined.

Mark explained the meeting's format. The session was being recorded and would be available later to members. Chat and Q&A functions would be active, to enable attendees to chat amongst themselves and to ask questions on items via the 'raise a hand' function respectively. This was the first online general meeting where voting would be taking place, so there was an element of experimentation involved, and Mark asked attendees to bear this in mind.

The three parts of the meeting would involve formal items, members' resolutions and a Q&A. For each members' resolution, the proposer would be invited to provide its background.

1. Minutes of previous meetings

9 December 2019 AGM draft minutes

There were no questions on the draft of the minutes for the 9 December 2019 AGM and attendees were asked to vote to approve the minutes. The result of the online voting was 90% in favour and 10% abstentions with 96 voting.

29 January 2020 SGM draft minutes

There were no questions on the draft of the minutes for the 29 January 2020 SGM and attendees were asked to vote to approve the minutes. The result of the online voting was 85% in favour with 96 voting.

Mark pointed out that all formal resolutions would be dealt with via an online vote on Zoom, rather than a show of hands. The results on the night would be provisional, as proxy votes would have to be added after the meeting to produce a final result. (The deadline for proxy votes was 4 pm, 28 September). Care had to be taken to avoid double counting of an online vote and a proxy vote. Final results would be confirmed following the meeting. The final results of the votes are recorded in these minutes, for convenience.

2. Dons Trust 2018/19 Annual Report and Accounts

Mark explained that the Trust accounts had been put to members at the December 2019 AGM, although the audit had not been completed. An assurance was given that if there were material changes, the accounts would be brought back to members for fresh approval. The delay was partly due to the auditor’s requirement to first sign off the accounts of the subsidiary body, i.e. AFCW PLC.

The auditors had then asked for some statements on the effects of Covid on the club, a common requirement for many companies at this time. There were questions regarding the maturity date of the (original) Dons Trust bond being due, and potentially the Trust would be obliged to repay this amount at a time when it would not be able to recoup that amount from the club. As this matter had been added to the narrative of the report, it had been felt proper to raise with members at this SGM and to seek their approval.

As a result of the risk identified by the auditors, Michele Little (Treasurer), had contacted bondholders to ask if they would be prepared to extend the maturity. Consequently, the amount repayable at short notice was now lower.

Questions

Charlie Talbot requested that in future delays in the accounts being presented to members should be avoided.

Mark said that Michele had been a very helpful addition to the Dons Trust and had been working through the requirements to satisfy the auditors. Tom believed that this year the club accounts were if anything in advance of where they should be, and was confident that the club would now be prepared for the auditors. Michele agreed with Tom’s assessment.

Resolution 1: To re-approve the Society’s annual report and accounts for the year ended 30 June 2019.

(This was an ordinary resolution requiring a simple majority of votes cast. The Dons Trust Board recommended that members voted in favour of Resolution 1).

The online vote was provisionally 93% in favour with 100 votes polled.

Final Result

	ONLINE POLL	PROXY FORMS	TOTAL
For	104	10	116
Proxies for	N/A	2	
Against	0	0	0
Proxies against	N/A	0	
Abstain	8	0	8
% of votes cast in favour of resolution:			100.0%
% of votes required to be passed in favour of resolution:			Simple majority
Outcome of resolution:			Passed

3. AFCW PLC 2018/19 Annual Report and Accounts

Due to Covid, the Trust’s March SGM had been cancelled, and it was not possible for the Board to obtain members’ approval for casting the Trust’s votes in favour of approving the AFCW PLC accounts at the AFCW PLC AGM on 19 March 2020. Nonetheless, the Trust had cast its votes in favour. The present resolution sought retrospective approval. Whilst voting against it would essentially serve just as a ‘protest vote’, the resolution gave a further opportunity for members to discuss the accounts (which were also discussed at the January SGM, albeit not voted upon). There were no questions over this course of action.

Resolution 2: To ratify the Trust’s vote in favour of approving the AFCW PLC annual report and accounts at the AFCW PLC AGM held on 19 March 2020. (This was an ordinary resolution requiring a simple majority of votes cast. The Dons Trust Board recommended that members voted in favour of Resolution 2).

The online vote was provisionally 95% in favour, with 107 votes polled.

Final Result

	ONLINE POLL	PROXY FORMS	TOTAL
For	103	10	115
Proxies for	N/A	2	
Against	0	0	0
Proxies against	N/A	0	
Abstain	5	0	5
% of votes cast in favour of resolution:			100.0%
% of votes required to be passed in favour of resolution:			Simple majority
Outcome of resolution:			Passed

4. Appointment of AFCW PLC directors

Mark pointed out that members had wished to be able to vote for each AFCW PLC director separately, rather than as the block presented at the January AGM. As the March SGM was cancelled due to Covid, this item had been carried over to this meeting. The Board had cast the Trust’s votes in favour of all the directors, but agreed to retrospectively put it to the members at this meeting to get approval. Mark invited questions about the process and, as there were none, invited questions on the proposed PLC directors.

Mark Lewis asked if Anna Kingsley was staying on the AFCW PLC Board as she was stepping down from the Dons Trust Board. Mark said that that she would be stepping down and would be replaced by another DTB member so as to preserve the Trust’s majority on the AFCW PLC board.

Resolution 3: To ratify the Trust’s vote in favour of re-electing Michael Buckley to the Board of AFCW PLC at the AFCW PLC AGM held on 19 March 2020. (*Note: Resolutions 3 to 7 were ordinary resolutions requiring a simple majority of votes cast. The Dons Trust Board recommended that members voted in favour of each of them*).

The online vote was provisionally about 74% in favour.

Final Result

	ONLINE POLL	PROXY FORMS	TOTAL
For	82	10	94
Proxies for	N/A	2	
Against	5	0	5
Proxies against	N/A	0	
Abstain	25	0	25
% of votes cast in favour of resolution:			94.9%
% of votes required to be passed in favour of resolution:			Simple majority
Outcome of resolution:			Passed

Hannah Kitcher noted that Charlie Talbot had posted on the chat function that he was not happy voting for directors on an individual basis. He said the role of the AFCW PLC board needed to be properly defined. He felt that it posed questions about the democratic nature of Dons Trust Board and he would abstain from voting on Resolutions 3 to 7. Mark pointed out that the AFCW PLC Board was an advisory board providing largely commercial advice to the other boards.

Resolution 4: To ratify the Trust’s vote in favour of re-electing Anna Kingsley to the Board of AFCW PLC at the AFCW PLC AGM held on 19 March 2020.

The online vote was provisionally announced as in favour.

Final Result

	ONLINE POLL	PROXY FORMS	TOTAL
For	66	10	78
Proxies for	N/A	2	
Against	19	0	19
Proxies against	N/A	0	
Abstain	28	0	28
% of votes cast in favour of resolution:			80.4%
% of votes required to be passed in favour of resolution:			Simple majority
Outcome of resolution:			Passed

Resolution 5: To ratify the Trust’s vote in favour of re-electing Edward Leek to the Board of AFCW PLC at the AFCW PLC AGM held on 19 March 2020.

The online vote was provisionally announced as 56% in favour.

Final Result

	ONLINE POLL	PROXY FORMS	TOTAL
For	62	8	72
Proxies for	N/A	2	
Against	27	0	29
Proxies against	N/A	2	
Abstain	21	0	21
% of votes cast in favour of resolution:			71.3%
% of votes required to be passed in favour of resolution:			Simple majority
Outcome of resolution:			Passed

Resolution 6: To ratify the Trust’s vote in favour of re-electing Jane Lonsdale to the Board of AFCW PLC at the AFCW PLC AGM held on 19 March 2020.

The online vote was provisionally announced as 93% in favour.

Final Result

	ONLINE POLL	PROXY FORMS	TOTAL
For	101	10	112
Proxies for	N/A	1	
Against	4	0	5
Proxies against	N/A	1	
Abstain	4	0	4
% of votes cast in favour of resolution:			95.7%
% of votes required to be passed in favour of resolution:			Simple majority
Outcome of resolution:			Passed

Note. At this point, Laurent Ghibaut posted in chat to remind the Chair that on the agenda there was to be a vote for Joe Palmer.

Resolution 7: To ratify the Trust’s vote in favour of re-electing Joseph Palmer to the Board of AFCW PLC at the AFCW PLC AGM held on 19 March 2020.

The online vote was provisionally announced as 94% in favour.

Final Result

	ONLINE POLL	PROXY FORMS	TOTAL
For	108	10	120
Proxies for	N/A	2	
Against	1	0	1
Proxies against	N/A	0	
Abstain	6	0	6
% of votes cast in favour of resolution:			99.2%
% of votes required to be passed in favour of resolution:			Simple majority
Outcome of resolution:			Passed

5. Members’ resolution regarding Milton Keynes

This and the following members’ resolutions required at least two-thirds of the votes cast to be in favour of the resolution in order for it to be passed.

The following resolution had been submitted by Xavier Wiggins and seconded by Ben Adams, Stephen Chandler, Mick Adams, Stephen Rowlands, Geoff Ricketts and Philip Worsfold.

Resolution 8: “We believe it is essential for the guardians of the football club (PLC/Football Club Board and Dons Trust Board) to respect the historical position of fans and the club with regard to any interaction outside of absolute necessity with MK and would like that clarified so there is no ambiguity. ”

Paper 1 - Draft minutes of SGM Sep 2020

The Dons Trust Board recommended that members voted in favour of the resolution.

On behalf of Xavier Wiggins, who had to miss the meeting due to DLAG business, Charlie Talbot said the resolution wanted it clarified that only one person from the club would access the MK tunnel area, this person having to be Club Secretary David Charles due to football regulations requirements. The online vote was provisionally announced as 84% in favour.

Final Result

	ONLINE POLL	PROXY FORMS	TOTAL
For	99	10	110
Proxies for	N/A	1	
Against	8	0	9
Proxies against	N/A	1	
Abstain	12	0	12
% of votes cast in favour of resolution:			92.4%
% of votes required to be passed in favour of resolution:			Two-thirds
Outcome of resolution:			Passed

6. Members' resolution re: members' resolutions

The following resolution had been submitted by Charlie Talbot and seconded by Mick Adams, Ben Adams, Dave Boyle, Chris Phillips and Ed Scott.

Resolution 9 (see paper 7 for full text): "This resolution... requests the Dons Trust Board to review previous agendas and minutes to list all resolutions requisitioned by members and brought to General Meetings of all forms since the society was created in 2002, indicating what course of action the Board of the society recommended to members in each case."

The Dons Trust Board recommended that members voted in favour of the resolution.

Proposer Charlie Talbot pointed out that over the last couple of years, most members' resolutions had been recommended to be voted against by the Dons Trust Board, which did not strike him as encouraging ideas from the floor. Mark said that the constitutional review could look at this, but did request that members put resolutions in before the deadline, so that the Secretary could, if necessary, help the proposer to make it technically workable. However Mark agreed it was important to have a better record of resolutions, and asked for volunteers to perform the review.

Sean Fox suggested an annual timetable for resolutions and amendments' deadlines, and Mark agreed that this should be done in future.

The online vote was provisionally announced as 87% in favour.

Final Result

	ONLINE POLL	PROXY FORMS	TOTAL
For	96	8	107
Proxies for	N/A	3	
Against	7	0	8
Proxies against	N/A	1	
Abstain	7	0	7
% of votes cast in favour of resolution:			93.0%
% of votes required to be passed in favour of resolution:			Two-thirds
Outcome of resolution:			Passed

7. Members’ resolution re: Dons Trust Board elections

The following resolution had been submitted by Peter Bowles and seconded by Lou Carton-Kelly, Niall Couper, Sean Fox, Charlie Talbot and Mark Lewis.

Resolution 10: “To introduce and encourage a policy within the Dons Trust Board and the club whereby members of the Dons Trust Board, the AFCW PLC Board, and senior club officials do not propose potential Dons Trust Board election candidates.”

On this occasion, the DTB had decided not to make a formal recommendation to members and DTB members would cast their own votes on this issue at the SGM according to their own conscience. Accordingly, any proxy votes left to the discretion of the Chair would be recorded as an abstention.

Proposer Peter Bowles felt a candidate proposed by the Dons Trust Board may be taken ‘on trust’ with less critical scrutiny, that there was a degree of conflict of interest, and it was not actually that difficult to get nominations from outside the Dons Trust Board. John Dolan, who had recently stood down as Chair of the Election Steering Group (ESG), said in the rules last year, club officials other than the Dons Trust Board had been precluded from nominating candidates, as well as no one being able to nominate more than one person. Later in the meeting, on behalf of the Trust, Mark thanked John Dolan for his many years of sterling service as Chair of the ESG.

Charlie Talbot asked if an abstention counted towards the two thirds required.

The online vote was provisionally announced as 70% in favour.

Final Result

	ONLINE POLL	PROXY FORMS	TOTAL
For	80	5	85
Proxies for	N/A	0	
Against	19	0	23
Proxies against	N/A	4	
Abstain	15	3*	18
% of votes cast in favour of resolution:			78.7%
% of votes required to be passed in favour of resolution:			Two-thirds
Outcome of resolution:			Passed

*As noted in Paper 7, the Chair cast votes left to his discretion as an abstention.

8. Members’ resolutions re: protecting ownership of stadium

The following resolutions had been submitted by Peter Bowles and seconded by Nigel Higgs, Nicole Hammond, Colette Mulchrone, Mark Lewis and Adam Procter.

Resolution 11a: “To initiate the process of updating the dons trust constitution such that the restricted action protections which formerly applied to the stadium at kingsmeadow are applied to the Plough Lane stadium as soon as possible. Since it may take time for these actions to be carried out, the Dons Trust Board must, at a minimum, produce the plan for how and when this will be carried out by the time of the next General Meeting.”

Resolution 11b: “Until the actions of [Resolution 11a] have been completed, to instruct the Dons Trust Board to use its controlling interest in AFCW Plc to ensure that the ownership of the stadium at Plough Lane remains entirely within AFCW Plc or a wholly owned subsidiary unless approval is received from a Dons Trust meeting.”

The Dons Trust Board recommended that members voted in favour of Resolution 11a and against Resolution 11b.

Proposer Peter Bowles said there was a strong and clear desire to remain owners of our stadium forever, and resolution 11a was designed to ensure the constitution was amended and a plan developed to put the restricted action in place, whilst 11b was designed to ensure that, before 11a had happened, the stadium would not be sold. Peter was unconvinced from the Board’s response to 11b that the use of the word ‘entirely’ would create an unfeasible stricture on some of the remaining stadium build activities.

Mark said that the Dons Trust Board supported resolution 11a, as it most certainly did not want to get rid of the stadium that so much effort had gone into getting, and should be part of the restricted action procedure - a procedure that ensured that only with a very high bar of voting acceptance by the Dons Trust membership could any change take place. However, the stadium was now mortgaged to our lender MSP Capital, and there was a lease over the land where the stadium’s electricity substation was positioned, and resolution 11b would hamper the club’s activities in completing and developing the stadium.

The online vote for 11a was provisionally announced as 98% in favour.

Final Result (11a)

	ONLINE POLL	PROXY FORMS	TOTAL
For	111	10	123
Proxies for	N/A	2	
Against	1	0	1
Proxies against	N/A	0	
Abstain	1	0	1
% of votes cast in favour of resolution:			99.2%
% of votes required to be passed in favour of resolution:			Two-thirds
Outcome of resolution:			Passed

The online vote for 11b was provisionally announced as 42% in favour.

Final Result (11b)

	ONLINE POLL	PROXY FORMS	TOTAL
For	47	7	54
Proxies for	N/A	0	
Against	43	0	48
Proxies against	N/A	3	
Abstain	22	2	22
% of votes cast in favour of resolution:			52.9%
% of votes required to be passed in favour of resolution:			Two-thirds
Outcome of resolution:			Failed

9. Members' resolution re: AFCW PLC transparency

The following resolution had been submitted by Peter Bowles and seconded by Colette Mulchrone, Niall Couper, Kris Stewart, Nigel Higgs and Adam Procter.

Resolution 12: "To apply the same standards of transparency to AFCW PLC Board meetings as currently exist for Dons Trust Board meetings - i.e. publish meeting dates, summaries, attendances, minutes (redacted only where absolutely necessary), and recorded votes with the names of those voting, and to make this retrospective for a minimum of the past 24 months."

The Dons Trust Board recommended that members voted in favour of the resolution.

Proposer Peter Bowles said AFCW PLC was initially set up to raise money to buy Kingsmeadow, but during last year its role appeared to be changing, and it was felt that greater transparency was now appropriate.

Owing to an administrative oversight, this resolution was not included on the proxy form or the online poll held at the SGM. Accordingly, Mark obtained Peter's agreement that if it be withdrawn, the Dons Trust Board would undertake to comply with the resolution as if it had been carried, and in advance of the PLC AGM.

10. Club and Trust update

20/21 season so far

Joe Palmer said that with the season being delayed by a month by Covid, the club had started with an unbeaten run of six league and cup games, and there was a positive mood in the first team camp. There had been five new signings, and four loans including the popular return of Steve Seddon, as well as new professional contracts to academy graduates and scholars. The club was keen to get the younger players out on loan to get experience.

Continuing, Joe said that Covid had had a huge effect in preventing fans entering stadiums, but the EFL were pushing for a return to crowds in late November, helped by forceful lobbying of government by both fans and MPs. Preparations for the actual return of fans into Plough Lane were progressing well, and the planned return to Plough Lane for a first behind closed door game against Doncaster on the 3 November was on track. Although at the mercy of Covid and the authorities, Joe hoped that the long wait for fans to again watch the club in Plough Lane would soon be over.

Graham Stacey said that an online Meet the Manager was planned for 15 October with Glyn Hodges, and possibly Nick Daws.

Questions for Joe

Joe responded to posted questions by saying:

- There was no longer a requirement for players to be Covid tested, but with the recent rises in cases, the EFL might insist on one per week.
- The possibility of the Ladies playing at Plough Lane was being looked at.
- Another behind closed doors test event would be needed before fans were allowed into Plough Lane, and another protocol document would need to be produced, based on a likely 20-30% capacity allowance.
- The pitch would be marked up by an engineer, and the goals would go up in a week or two, to enable training on it by mid-October.
- Unfortunately, as the stadium was still a building site, it was not likely for Season Ticket (ST) holders to view their seats before 3 November. Group stadium tours, as well as the possibility of the pub and club shop opening while games were behind closed doors, were being looked at.
- For the three job roles recently advertised, there had been 500 applicants for the marketing assistant. Joe had seen five for the head groundsman role. The revenue controller had recently been put on hold due to Covid.
- Players were not self-isolating as long as they had not had a positive test result.
- There were no financial concerns as the club had budgeted for no fans and the club was close to its target on debentures/ non-refundable STs.

Physical completion of stadium

Mark updated the meeting. As we had wished not to have an all-seater stadium, the club had had to wait for confirmation from the Football Stadium Improvements Fund that we would continue to be eligible for grants if we installed rail seating and so there was a late delivery of rail seating. There was now an agreed handover date from Buckingham in early December. Some decorating, finishing off behind some of the stands, final utilities connections, and a testing and commissioning process had also still to be completed.

The club can occupy the stadium from 3 November for matches behind closed doors. After the December handover the boundary wall behind the East Stand would remain to be completed over the winter, and a-five-a-side pitch in the NW corner for which planning permission had been sought. The latter was outside the main construction contract and would be paid for by benefactors and grants.

Mark said there were not many outstanding concerns, although there was the wall behind the East Stand, the impact of Covid on connection of utilities, and some extra expenses eating into the stadium build contingency.

Further questions for Joe

- For each restricted match a ballot was being considered.
- A scoreboard on the wall behind the South Stand had been suggested.
- Club staff were hoping to move into their offices late October from their current on site portacabin.
- The club was looking to continue to sell sponsorships.
- The 85% of target reached, as mentioned the day before, referred to debentures and STs, although hospitality STs had not been added in.
- The club was comfortable with the League 1 salary cap of £2.5m.
- The club was optimistic of crowds being admitted for test events.
- It was believed from this November the EFL wanted 1,000 fans allowed back in at first.
- The financial break-even point for attendances was about 1,000.
- Seedrs rewards including plaques - hoping to be done this year.
- Flags and banners at Plough Lane would be actively encouraged. Joe would have to see if there was storage at QPR, but Plough Lane was no problem at all.

Museum

Mark said there had been a recent meeting with Wimbledon in Sporting History (WiSH) about the club museum and confirmed that space for the museum was available behind the club shop. The matter would be discussed further at the 17 December AGM.

Imperial report

Mark said that when we move into the new stadium, the strategy put in place ten years earlier – to return to Wimbledon, get into the Football League and remain fan owned - would have been successfully achieved. A new one was now needed. The Imperial Report had confirmed areas for improvement that had already been mooted, such as the cumbersome three-board structure, and the very flat reporting structure to Joe. Co-opted Dons Trust Board member Alistair Brown had started work on the process to deliver a new strategy, and in parallel some initial work had begun on how the club was run i.e. its governance.

Election Process

Alex Folkes had taken over from John Dolan as Chair of ESG. Mark informed members of this year's timetable:

- Nominations open: Saturday 3 October.
- Nominations close: Friday 30 October at 23:59 GMT.
- Following announcement of the candidates, campaigning to start around 3 November.
- Voting forms and Manifestos sent to members: around 7 November.
- Closing date for voting: Saturday 5 December at 23:59 GMT.

Paper 1 - Draft minutes of SGM Sep 2020

- Results announced via website, etc – as soon as possible after counting.
- Formal announcement of result at the AGM on Thursday 17 December.

There were five vacancies on the Dons Trust Board. Mark added that in the coming year there would be the constitution review, as well as strategy and governance reviews, so it would be an important year for the Dons Trust and the members of its Board.

Remaining questions

In response to further questions, Mark said that the pub, shop and museum would be on the ground floor of the West Stand close to the main entrance. Management of the pub had not yet been decided. Luke Mackenzie said that the recent matchday experience survey had provided a clear idea of what fans wanted and felt that the exciting possibilities regarding the pub would very much meet fans aspirations. Luke added that the survey would be published.

11. Q&A and AOB

Jane Lonsdale informed the meeting that

- The Junior Dons survey due to go out in October had been delayed, partly so that the overhaul of the Junior Dons membership could be reviewed, and the impact of Covid preventing attendance at games.
- Mandy Bynon and Jane attended a Merton Hate Crime meeting, and the meeting were impressed with the work the club was doing.
- The club had put itself forward for FSA awards for diversity and inclusion.

In conclusion, Mark said that it had been a difficult year, but thanked the 100+ members for attending the meeting. The club was 'learning as we go' with online meetings, of which this was the first SGM, and the first with online voting, and feedback from members would be welcome. He was hoping there would soon be an SGM physically at Plough Lane, although he feared this was unlikely for some time.

The next meeting would be the Dons Trust AGM on 17 December 2020, and likely also to be another online meeting.

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Mark Davis, DTB Chair