

PAPER 3 MEMBER RESOLUTIONS

Resolution 3

The following resolution has been 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."

Dons Trust Board response:

As a Board we fully acknowledge the right of members to submit resolutions and ask other members to vote on such issues as the performance of the Board.

We believe however that it is not in the best interests of the Trust to have no functioning board in place, especially when we as an organisation are responsible for managing the £10m of debt including making monthly interest payments to bondholders and overseeing a football club with a turnover of £8m.

The majority of the Board stood for election in either 2021 or 2022 and as such were appointed by the members. The election process for appointing new Board members this year is already underway with manifestos being released on 1 November, the same date as our SGM.

As a democratic organisation, we want to encourage members to engage with the Trust throughout the year including participation in elections and general meetings. The election process is a good opportunity for members to stand, including those who think they can improve the Board's performance and utilise their skills for the benefit of the organisation. In respect of the elections this year there are six places available.

The Dons Trust Board recommends that members do not vote in favour of this resolution. As a members' resolution, Resolution 3 will require a two-thirds majority in order to be passed.

Resolution 4

The following resolution has been 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."

Dons Trust Board response:

The Board agrees that ProBoards is one of our engagement channels with members. We also operate a Twitter/'X' channel and regular Meet the Dons Trust Board sessions where members can ask questions of the Board and be informed about work being undertaken.

We provide monthly newsletters, summaries and minutes of board meetings. In addition, we have a regular column with the South London Press.

ProBoards is therefore one of many communication channels that the Dons Trust use. Our recent analysis shows that 11% of the total membership have logged in to ProBoards this year and 6% of the total membership have posted on the forum since it started in 2019.

This compares to 57% of our total membership who have read our most recent newsletter and 33% of the total membership who have currently responded to our latest survey.

The analysis also shows that the response rate for threads on the "Ask the DTB" is similar to last year. 81% vs 85% and response time of 1.8 days vs 1.6 days. This is despite having a smaller board and receiving nearly twice as many questions per month.

In terms of the actual questions asked on ProBoards of the DTB, many of them relate to Club operational issues which are best answered by the Club, rather than DT Board members, or involve sensitive information which cannot be shared.

As a Board we endeavour to be responsive to questions as far as we can. The Board is not however able to provide same day answers to all questions asked.

We are also as a Board looking at alternative options for two way engagement which may not involve ProBoards going forward. We would like to have the flexibility to adopt new technologies for engagement if appropriate.

The Dons Trust Board recommends that members do not vote in favour of this resolution. As a members' resolution, Resolution 4 will require a two-thirds majority in order to be passed.

Resolution 5

The following resolution has been 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."

Dons Trust Board response:

At the December AGM, the PLCB will be present to answer questions. The PLCB also have plans to hold a session immediately after the close of the January transfer window. The Dons Trust Board has in addition agreed with the PLCB that they will ensure that two events each season are hosted where questions can be asked of individual board members, both in person and online.

The PLCB is also preparing to record a video introducing all of the Board members which will be available on the Club's website and You Tube channel.

PLCB members are accountable to the DTB, and all board papers are shared with DTB members on a monthly basis. There are also three DTB members on the PLC board, and we appoint the chair of the board. Final approval of key issues such as playing budget and debt management resides with the DTB.

The PLCB however cannot share information which is commercially sensitive or discuss any issues which in their judgement would be harmful to the club or its employees at that point in time.

The Dons Trust Board recommends that members do not vote in favour of this resolution as we believe that the plans above meet and exceed the resolution. As a members' resolution, Resolution 5 will require a two-thirds majority in order to be passed.

Resolution 6

The following resolution has been 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."

Dons Trust Board response:

Resolution 5 covers how the PLCB will be more visible to members and fans and that the DT Board and PLCB have agreed that this will take place.

The Dons Trust Board recommends that members do not vote in favour of this resolution. As a members' resolution, Resolution 6 will require a two-thirds majority in order to be passed.

Resolution 7

The following resolution has been 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.

Dons Trust Board response:

When the change to three year terms was proposed in 2022, this was presented to members over a period of time to ensure proper time was given for discussion and reflection. We first discussed these proposals at the members' meeting on 13 October 2022. We then ran a quick "temperature test" survey after the meeting, in which around two-thirds of those responding said they were happy with the proposals. We then ran a couple of Zoom discussions with members and a face-to-face session in the Phoenix at our stadium. We published an "FAQ" with questions and comments we'd had and our responses to them.

We also ran a quickfire survey on some issues which came up, including on board term lengths. In that survey, two-thirds supported increasing DTB term lengths from two years to three. When the formal vote took place at our AGM in December 2022, 86% of those voting agreed with the decision.

The move to three year terms was driven by the need to ensure institutional knowledge is not lost. Having elections each year where half the board could step down creates unnecessary instability. By increasing the term lengths to three years, this means only one third of the board are due to step down each year, giving the majority of the board the chance to continue the work that members elected them to do. We do not think that it is democratic to reverse a change which carried such a strong majority vote last year.

The Dons Trust Board recommends that members do not vote in favour of this resolution. As a members' resolution, Resolution 7 will require a two-thirds majority in order to be passed.

Resolution 8

The following resolution has been 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.

Dons Trust Board response:

In respect of our response we would first like to ensure that some inaccuracies contained within the motion are corrected.

First of all, for the avoidance of doubt, there are two roles currently held by Mick.

- Chair of AFCW PLC Board: a role which primarily involves setting the agenda for meetings and chairing them. This role does not have a term limit but is ongoing (Iain McNay filled the role for many years). Mick has held this role since December 2022.
- Executive Club Chair: a two day a week paid role which involves being the direct line manager for Johnnie Jackson, Craig Cope, Michael Hamilton (Academy) and the MD role. This role was created following the splitting of the organisation and creation of the Managing Director (stadium and business) and Head of Football Operations roles. Mick commenced this role for an initial term of 12 months in November 2022.
- Following an investigation into events at the club in August 2023, the PLC and DT boards unanimously took the decision to ask Mick to extend his role of Executive 'Club Chair', whilst the recruitment process for a new MD is completed. This is because we want to provide continuity in all areas as far as possible.

The boards and Mick want to take stock in Spring 2024 once we have a new MD in place. As it stands, Mick doesn't have a contract and on the basis that he didn't ask for any of these roles, is happy to stand down at any point that the boards ask him to.

As far as holding the chair of the club and PLC board to account, this is an ongoing process which we do all the time. We have three DT board members sitting on the PLC board who challenge appropriately and all of the PLC board papers are shared with the DT board.

We acknowledge that recent events have been challenging, however we are satisfied that proper process was followed and that the PLC board as a whole acted properly. Decisions were taken by the AFCW PLC board as a whole, not just Mick.

In respect of the recent report in the national press, the club issued the following statement:

"AFC Wimbledon strives to be a responsible, inclusive and modern fan-owned club. As such, it takes its obligation to act properly and set an example, as well as its duty of care towards employees and fans, extremely seriously.

Behaviour such as that being alleged was and is not tolerated, nor is it representative of the culture at AFC Wimbledon.

Once we became aware of the matter we acted appropriately in accordance with our responsibilities and values to promptly resolve it."

The Dons Trust Board recommends that members do not vote in favour of this resolution. As a members' resolution, Resolution 8 will require a two-thirds majority in order to be passed.