

PAPER 5 MEMBER RESOLUTIONS

Resolution 8

The following resolution has been submitted by Matt Thornett and seconded by Aideen Rochford, Claire Heller, Jim Piddington, Adam Russell and Gary Davis:

“Motion Title: Enhancing Member Autonomy in Voting”

In the interest of fostering a more democratic and independent decision-making process, we propose the elimination of the current practice wherein the Dons Trust Board issues recommendations on how the membership should vote on member motions. While the Board retains the right to respond to member motions, they will abstain from providing directional guidance unless facts demand a recommendation – for instance, if enacting the resolution would be illegal, detrimental to the club's financial standing, or result in point deductions. This motion aims to empower members with greater autonomy in their voting decisions.

This motion instructs the board to undertake a commitment to members, whereby they shall refrain from furnishing directional guidance unless a discernible and demonstrable risk to the club arises from the implementation of a resolution, such as a legal or regulatory concern, financial jeopardy, or a football-related issue.

Dons Trust Board response:

This motion does not take account of the feedback that the Board provided as part of their learnings post the SGM and the changes that the Board have already agreed to make. We recognise that the Board giving directions on every motion may be excessive. As a Board we discussed this matter and have agreed collectively that in future we will only make recommendations to members if required, or if the board believes that a resolution is not in the best interests of the club or trust. ***This learning has been published to members and as such we do not believe a resolution is needed to confirm something we have already committed to.***

The Dons Trust Board do not make a recommendation to members on how they should vote on this resolution. As a members’ resolution, Resolution 8 will require a two-thirds majority in order to be passed.

Resolution 9

The following resolution has been submitted by Matt Thornett and seconded by Adam Russell, Keith Buddin, Steve Wilson, Nesta Wood and Colin Wood:

“Motion to Regulate Employment of Dons Trust Board Members within the Football Club and PLC”

In an effort to foster transparency and prevent perceived biases, we propose a regulation prohibiting Dons Trust Board members from assuming paid positions within the Football Club while serving on the Board and for a minimum period of at least 6 months post their term. This proposal addresses instances where Board members transition to paid roles within the club without membership consent, potentially leading to an environment of favoritism.

The motion suggests a minimum cooling-off period of 6 months before any Dons Trust Board Member can assume a paid position within the club. However, in exceptional cases, this waiting period can be overridden by a simple majority vote of the DT membership.

This provision aims to establish a transparent process and ensure a fair and inclusive recruitment procedure.

This motion directs the board to modify Rules 58 and 59 by incorporating language that introduces a six-month cooling-off period between serving on the Dons Trust Board and assuming a compensated position within the club. The specified language should provide for an override provision in cases where adherence to the cooling-off period could potentially impede the club's operational capacity. In such instances, a vote among Dons Trust members shall be conducted, requiring a simple majority to determine approval or disapproval of the appointment.

Dons Trust Board response:

In fact our existing rules work in the opposite way – as per DT rules 58 and 59, if someone wishes to take up an executive role with the club, they need to step down as a Board member.

As an organisation, AFC Wimbledon thrives because we have a tremendous pool of volunteers who help out. If we were to prohibit volunteers from taking up paid positions, this would not be beneficial to the club and might put people off volunteering.

We recognise there would be a conflict if a Board member were to also be an executive of the club and we believe our rules correctly manage this. In terms of good practice, we also believe putting a six-month restriction on someone's ability to take employment with the club could potentially be challenged as a restraint on trade, especially as the DT Board are not employees and as such there is no employment contract setting out any such restrictions. We do not believe this resolution is therefore appropriate or in the best interests of our organisation. Where such cooling off periods do operate, this is typically to prevent former employees making immediate use of sensitive or confidential information. ***There is no such concern with a theoretical future DTB member stepping down and taking up a paid role with the club, we're all on the same side.***

For reference, rules 58 and 59 of the current Dons Trust constitution read as follows:

58. *No person can be a member of the Society Board who:*

a. is an undischarged bankrupt or has been compounded with their creditors;

b. is subject to a disqualification order made under the Company Directors Disqualification Act;

c. has been convicted of an indictable offence (other than a spent conviction as defined in the Rehabilitation of Offenders Act 1974);

d. is or may on the basis of medical evidence be incapable, whether mentally or physically, of managing their own affairs;

e. fails to abide by any rules for the conduct of elections made by the Society Board.

f. is an appointed executive officer of a subsidiary company of the Trust.

g. for any member of the Society Board who has been in office continually for 9 years after December 2022 they shall be ineligible to stand for re-election for one year after reaching that 9 year point.

59. Any member of the Society Board who:

a. ceases to comply with the criteria set out in these Rules; or

b. ceases to be a member of the Society; or

c. resigns; or

d. is an appointed executive officer of a subsidiary company of the Trust.

is to vacate the office of Society Board member.

The Dons Trust Board recommend that members do not vote in favour of this resolution. As a members' resolution, Resolution 9 will require a two-thirds majority in order to be passed.

Resolution 10

The following resolution has been submitted by Matt Thornett and seconded by Geoff Seel, Kevin Thornett, Russell Earl, Mark Hendrix and Laurence Ringsell:

“Motion Title: Enhancing Transparency and Fair Procurement Practices”

In response to recent occurrences, particularly in the ownership consultation process, where agencies have been engaged without a clear tendering process, we propose a regulation. To address potential conflicts of interest, any board member involved in procurement with a conflict of interest or existing/past relationship with a potential supplier/partner should be excluded from the tender process. This motion aims to mitigate conflicts of interest within the Dons Trust which could lead to inefficient use of funds and/or ineffective performance of suppliers/partners.

This motion directs the board to revise the current financial policy by incorporating a stipulation mandating the exclusion of any pre-existing or historical affiliations with a prospective supplier or partner from the tender and selection process.

Dons Trust Board response:

We already have a policy on financial matters that includes guidance on when the Board should formally approve new work and when we should enter into a competitive tender. This can be found on our website.

Rule 69 of our Constitution permits the Board to appoint specialist advisors to advise on any issue. In respect of the recent consultancy work around the debt consultation, this fell below the threshold of £1000 required to go for formal board approval. However we took it to board for sign off because the consultant had been referred to us by an existing Board member. Our rules (72) also state that no Board member shall have any material financial interest in any contract or transaction with the Board. This was not the case in respect of this particular piece of work.

Our policy sets out that if new work is over £5,000, we will get at least two competitive quotes. We did that most recently last year when we were trying to reduce the costs of membership cards (which are now in fact, digital).

We do not believe that restricting existing suppliers or those where an existing relationship with the organisation exists from taking part in a tender makes commercial or financial sense. It would limit our ability to use suppliers again even where they have provided good service and are competitive.

The Dons Trust Board recommend that members do not vote in favour of this resolution. As a members' resolution, Resolution 10 will require a two-thirds majority in order to be passed.

Resolution 11

The following resolution has been submitted by Matt Thornett and seconded by Laurence Ringsell, Keith Buddin, Steve Wilson, Russell Earl and Colin Wood:

“Motion: Separation of Roles on Proboards”

We propose that no elected Dons Trust Board member simultaneously holds the role of moderator/administrator on the Dons Trust Proboards site.

This motion is founded on instances of Dons Trust Board members engaging in the deletion, closure, or merging of posts on Proboards without evident breaches of Proboards or social media rules. The conduct exhibited by some Board members in interactions with the Dons Trust membership has been obstructive and not conducive to a positive relationship.

Under this proposal, Dons Trust Board members may engage in creating and responding to messages on Proboards but will be stripped of the ability to delete, merge, or close posts/threads. In place of Board members in these administrative roles, we suggest the formation of an independent volunteer group from the Dons Trust Membership to oversee and administer discussions on Proboards

This motion instructs the board to cease the existing practice of board member participation in administrative and moderator capacities and establish an autonomous body comprising volunteer Dons Trust Members to supervise and manage Proboards.

Dons Trust Board response:

As a Board, we have a legal responsibility for content posted on this forum. This is unlike other social media platforms, such as X/Twitter and Facebook.

It is also the case that one of the primary purposes of this forum is for communication between Board members and the membership, specifically questions to the Board.

A good example of our legal duty clashing with the function of Proboards is when we had a potential data breach some months ago, and had to temporarily close it.

Furthermore we believe that all deletion, merging and closure of Proboards posts were for good reasons, either to tackle abuse on the platform or to streamline the very large number of threads to help the reader.

Passing this motion will not change our legal duty, and in fact could well place the Board in an impossible position regarding our official responsibilities in this regard. If a member of the DTB isn't allowed to be a moderator, and there is no volunteer moderator under the supervision of the DTB, then Proboards can't continue to be a DT service.

The Dons Trust Board do not make a recommendation to members on how they should vote on this resolution. As a members' resolution, Resolution 11 will require a two-thirds majority in order to be passed.