

## **MEMBERS' RESOLUTIONS**

### **Members' resolution re: Milton Keynes**

The following resolution has 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."

### **Dons Trust Board response**

The original version of this resolution included a further requirement in relation to transparency in relation to the mediation that was started with Milton Keynes back in 2018. However, recognising that the board would be obliged to recommend against the resolution, on the basis that it would breach confidentiality undertakings, the proposer has agreed to postpone that further element of the resolution but has asked for an update instead.

In April 2018, we agreed to enter into a mediation with Milton Keynes, convened by the EFL, regarding our interactions with that club. That mediation is not yet concluded and is covered by a non-disclosure agreement that prevents us from saying more at this stage. However, the Dons Trust Board maintains our original stance: once the mediation process is complete, we will take soundings and hold a membership vote, if appropriate, on its outcome. The Dons Trust Board also recognise the date of the next potential home fixture against Milton Keynes and the need to seek a conclusion before then.

Our club has operated a policy for a number of years. This policy is that our directors will refuse any hospitality at away matches in Milton Keynes and minimise contact with their club officials beyond the minimum necessary.

At last season's away match in Milton Keynes, three club officials (club CEO Joe Palmer, AFCW PLC chair Iain McNay, and club secretary/operations director David Charles) sat in the seats immediately behind the AFC Wimbledon dugout. The Dons Trust Board recognise that some supporters were unhappy with this.

As is usual, these directors did not have sit-down pre-match hospitality. However, the home club set aside a small room near our changing room for their sole use and provided them with a cup of tea. The availability of these refreshments had been brought to the attention of Dons Trust Chair Mark Davis in advance of the match but Mark did not object to the arrangement and did not construe it as 'hospitality'. We accept that individual Trust members will, like board members, have different interpretations as to whether a cup of tea in a segregated room constitutes hospitality.

Although the room was solely for their use, they were briefly visited by the home club's executive director, Andrew Cullen, who wanted to check that they were okay.

As members may have seen reported on our website, this matter was discussed by the Dons Trust Board at our September 2019 board meeting. We recognised that we are now moving more towards a set-up where our club officials are often non-Wimbledon fans who may have formed professional relationships with MK staff when

## **Paper [7]: Members' resolutions**

both parties were at previous clubs. However, the Trust board reaffirmed the existing policy that club directors should not accept hospitality of any sort (accepting that David Charles as club secretary may have matchday responsibilities that require his presence in the tunnel area.) The Football Club Board has agreed to follow this policy.

We will be happy to take any questions on the hospitality issue at the SGM but unfortunately won't be able to answer any questions about the mediation as to do so at the current time would breach our contractual obligations.

The Dons Trust Board recommends that members vote in favour of the resolution. As a members' resolution, it would take a two-thirds majority for the resolution to be passed.

### **Members' resolution re: members' resolutions**

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

**Resolution 9:** "Recent resolutions brought by members have all been opposed by the Dons Trust Board who have further recommended that members vote against them, including those that did not have any commercially sensitive implications (eg adding additional Meet the Manager events). Because of the proxy vote defaulting to the chair under the DT constitution this makes it very unlikely any members' resolutions will pass. Members might be discouraged from engaging with DTB matters and bringing further resolutions if there is a perception that any resolution proposed "from the floor" is opposed by the incumbent DTB.

"This resolution therefore 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."

### **Dons Trust Board response**

Whilst a tally of past members' resolutions doesn't currently exist, it is probably true that, over the years, the board has recommended voting against most of them.

Given the turnover of board members, it isn't easy to generalise as to why this is. In some cases, it may simply be that a resolution was brought on an issue that the board disagreed with and therefore recommended against. In other cases, there have been resolutions which the board has supported in broad terms but which haven't been workable as worded. Two conclusions to be drawn from this are:

- Where members think the board will be amenable to a proposition, it is worth seeing if the board will bring forward its own resolution on the subject. In most cases, this will mean that a simple majority will carry the vote rather than the two-thirds majority that applies for a members' resolution.
- When bringing forward a members' resolution, it is worth engaging with the Secretary as early as possible, to check that the resolution works technically.

Whatever the merits of having lots of members' resolutions, it would be useful to have a log of the members' resolutions that have been passed and rejected, and we are grateful for this proposal. Such a log cannot be produced overnight, as we are currently reorganising the way SGM minutes are stored. Furthermore, it will take a reasonable amount of work to go through all the minutes and to produce it. If any

## Paper [7]: Members' resolutions

member would like to take on this task, and has a methodical approach to work of this nature and an eye for detail, they should contact [secretary@thedonstrust.org](mailto:secretary@thedonstrust.org)

The Dons Trust Board recommends that members vote in favour of this resolution. As a members' resolution, it will require a two-thirds majority in order to be passed.

### **Members' resolution re: Dons Trust Board elections**

The following resolution has 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."

Explanation:

The purpose of this resolution is to encourage and foster a democratic environment where those who wish to run for election to the Dons Trust Board are encouraged to look to the membership for their nominations. This would encourage DT members to look beyond the names of those who are nominating a candidate, and more carefully examine a candidate's manifesto, and limit the unintentional but undeniable influence that those currently serving on boards may have in the election of those they serve alongside.

### **Dons Trust Board response**

This resolution was received before the rules for the 2020 election were finalised and was therefore forwarded to the Election Steering Group (ESG) for comment.

The ESG commented that

- The resolution makes a suggestion rather than formally amending the constitution.
- As such it is open to the Board to consider in their normal manner and, if passed, would not require a rule change, merely being advisory to the two boards and club officials.

There has been limited time for discussion of the resolution among the Dons Trust Board since receiving it, but there are varying views among the board on this issue.

One school of thought is that DTB members are themselves members of the Trust who should not be disenfranchised from their rights as members. Furthermore, DTB members are quite often well placed to have a view on the suitability of a candidate, when they have had direct experience of working alongside them on the board (in the case of DTB members who are standing for election) or in other volunteer roles. It might also be the case that there are members who have something positive to offer the Trust but don't have personal connections within the Trust and therefore contact board members for assistance with nomination.

The opposing school of thought is that a candidate who has been nominated by a DTB member may be perceived as having an unfair advantage if they are perceived as being given a seal of approval by an incumbent DTB member (and, arguably, all the more so when the DTB member is in the position of Chair or Vice-Chair). There may also be a perception (whether justified or not) that the board is a self-selecting elite that is keeping a hold on power by nominating like-minded people.

On this occasion, the DTB has decided not to make a formal recommendation to members and DTB members will cast their own votes on this issue at the SGM

## Paper [7]: Members' resolutions

according to their own conscience. Accordingly, any proxy votes left to the discretion of the Chair will be recorded as an abstention.

As a members' resolution, Resolution 10 will require a two-thirds majority in order to be passed.

### **Members' resolutions re: protecting ownership of stadium**

The following resolutions have 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."

Explanation:

The purpose of these resolutions is to ensure that we retain ownership of our stadium within the overall structure of AFCW PLC (including its subsidiaries), which itself is majority owned and overwhelmingly controlled by the Dons Trust.

It is possible that debt refinancing options that may become available to the club would technically require the short term ownership of the stadium to be transferred to another entity, and such an arrangement may be desirable. In such circumstances we think that it is appropriate and necessary for Dons Trust members to have an opportunity to interrogate the proposal and hold a vote on whether or not to proceed.

### **Dons Trust Board response**

The Dons Trust Board agrees in principle that it would be appropriate to extend the same protections that applied to Kingsmeadow to the new stadium. As Resolution 11a notes, there are a number of issues to think through before this can be incorporated into the Constitution (some of which are discussed below), so this will not happen immediately. The Dons Trust Board is content to work up a plan for how and when this will be carried out in time for the next General Meeting.

The Dons Trust Board is sympathetic to the intent behind Resolution 11b. There is no intention to sell Plough Lane or to dispose of AFCW PLC's ownership of The Wider Interests of Football Limited (TWIOF), the subsidiary which owns Plough Lane. However, it is not possible to ensure that ownership remains 'entirely' within AFCW PLC or a subsidiary, as TWIOF's ownership interest is already subject to various third party interests. Most importantly, the stadium is subject to a mortgage in favour of TWIOF's lender, MSP Capital. Furthermore, TWIOF has granted various minor leases and wayleaves to allow utility companies to provide connections and service the stadium. We are also in the process of tidying up the boundary with the neighbouring UK Power Network site by exchanging small parcels of land at the edge of the site. Given the existence of MSP Capital's mortgage and the other ongoing operational matters, it is not possible to comply with Resolution 11b.

## Paper [7]: Members' resolutions

The Dons Trust Board recommends that members vote in favour of Resolution 11a and against Resolution 11b. Each will require a two-thirds majority in order to be passed.

### **Members' resolution to improve and increase AFCW PLC transparency**

The following resolution has 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."

Explanation:

The reasoning behind this resolution is based on the fact that, for many of the last 17 years, the AFCW PLC has largely existed only as a consequence of the way in which the purchase of Kingsmeadow stadium was financed, and it has not in any meaningful way been seen as a decision making body.

In the more recent past the role of the PLC board seems to have shifted such that it considers itself to have a role in advising both the Dons Trust Board and the Football Club Board.

We therefore believe that it is appropriate that the AFCW PLC board have a similar level of transparency to that of the Dons Trust Board.

If, following any governance or structural review, changes took place which resulted in the PLC board taking a different role, this standard of transparency could be reviewed, particularly since any such restructuring would inevitably require a vote by Dons Trust members. It is envisaged that any changes to the PLC transparency could be included in that decision making process and consequently this motion does not pre-empt the findings of any governance review.

If there are legal restrictions placed upon the AFCW PLC board which mean that certain elements of this motion are illegal, it is expected that a thorough explanation of this can be provided and that the Dons Trust Board will ensure that the maximum level of transparency that is legally permitted will be introduced.

### **Dons Trust Board response**

To put the motion in context, the AFCW PLC board was formally constituted but did not meet in person for a number of years. With the increased focus on the legal entity AFCW PLC for the various funding initiatives for the stadium (Seedrs, external debt, Plough Lane Bond) it became necessary for the board to meet, and desirable that it be constituted with a focus on the business side of the club. It is not that the PLC board considers itself to have a role – that role came to exist due to the funding of the club. The board is controlled by the DTB as the majority of members of the board are direct appointees from the DTB.

The DTB agrees that the minutes of AFCW PLC board meetings should be published (redacted to remove commercially or personal sensitive material) in order to enhance transparency.

It should be noted that the AFCW PLC meetings are not decision-taking meetings except in a very formal sense where required (e.g. the issue of shares). Votes are not taken (or have not been to date) and no detailed recording of individual members views has been made, as it has not been relevant for democratic accountability to

## **Paper [7]: Members' resolutions**

date. Producing detailed minutes in the style of the DTB meeting minutes is a resource-intensive exercise and it is likely that minutes of the AFCW PLC board will continue to be less detailed than DTB minutes.

The Dons Trust Board recommends that members vote in favour of Resolution 12. As a members' resolution, it will require a two-thirds majority in order to be passed.