

This document consists of the 5 Resolutions proposed by Members and their accompanying explanations. These are printed in full below. This document was not written by the Dons Trust Board.

RESOLUTION 1: Proposer Graham Stacey (DT0-04998)

Seconded by: Sean McLaughlin (DT0-00911), Jim Piddington (DT0-04729), Jane Lonsdale (DT0-02026), Richard Lonsdale (DT0-00343), William Ricketts (DT0-04720), Aideen Rochford (DT0-00191), Claire Heller (DT0-00408)

To change the wording in the Dons Trust constitution to ensure voting on members resolutions is made after the resolution is debated and questions received have been answered at a general meeting.

Paragraph 23 of the constitution would be changed to add a sentence at the end of the first sentence to read: "Voting at a general meeting would open after the members resolution is presented and debated, and be conducted through a show of hands of every member present, in accordance with Paragraph 44 of the constitution, and a poll of all members in accordance with Paragraph 47 of the constitution, with such a poll being opened at the close of the show of hands, and closing within twenty days after the general meeting".

Paragraph 63 of the constitution would have the same line inserted after the first sentence to read: "...a Society Board member may be removed from office by a resolution carried by the votes of not less than two-thirds of the members present in person, and voting on a poll at an annual or special general meeting of the Society of which notice has been duly given. Voting at a general meeting would open after the resolution is presented and debated, and be conducted through a show of hands of every member present, in accordance with Paragraph 44 of the constitution, and a poll of all members in accordance with Paragraph 47 of the constitution, with such a poll being opened at the close of the show of hands, and closing within twenty days after the general meeting."

Background

The DTB has introduced online voting in advance of meetings.

We understand this has seen an improved number of votes being cast. However, it is apparent from several meetings that the voting in the room after discussion is vastly different to those who are voting in advance.

In advance of meetings members currently receive recommendations and advice from the DTB but they do not receive any counter arguments, or answers to questions to the Board that are raised by members at the meeting. Therefore, members may potentially be voting from an uninformed and/or influenced position.

Since the September 2020 General Meeting of the DT, thirteen Members' Resolutions have been submitted to EGM's or AGM's. Of these thirteen Resolutions the DTB has recommended to Reject eight and Approve one Resolution, whilst making no recommendation in the other four cases.

In the 9 instances where the DTB has made a recommendation:

- The overall members vote has followed the DTB recommendation on all nine occasions.
- However, on six of these resolutions there was a statistically significant difference in voting pattern between those that voted in advance (based on the papers and DTB recommendation) and those that voted contemporaneously on the night having heard the debate, including on one occasion where the DTB changed their own recommendation on the night having heard the debate (Resolution 5, November 2023 SGM).

To ensure that all members have access to any counter arguments from members, the resolution is that the DTB opens voting on a resolution at a general meeting AFTER the resolution is debated and questions received have been answered in that forum. Until the current constitution is changed, we are proposing to have a vote by show of hands at the meeting, followed by a poll off all members with such a poll being opened at the close of the show of hands, and closing within twenty working days of the meeting.

Whilst recognising there will be some logistical administration to be undertaken to enable this, other organisations do this, so it is possible to be done.

RESOLUTION 2: Proposer Graham Stacey (DT0-04998)

Seconded by: Sean McLaughlin (DT0-00911), Jim Piddington (DT0-04729), Jane Lonsdale (DT0-02026), William Ricketts (DT0-04720), Geoffrey Ricketts (DT0-05214), Aideen Rochford (DT0-00191), Claire Heller (DT0-00408)

This motion directs the Board to change the wording in the Dons Trust constitution to ensure voting on Board resolutions is made after the resolution is debated and questions received have been answered at a general meeting.

Paragraph 46 of the constitution to be amended to make clear that where a poll of members is either directed by the Chair or demanded, shall take place in accordance with Paragraph 47, with the addition of the following sentence after the existing sentence as follows: "The poll to be conducted in accordance with Paragraph 47 of the constitution".

Paragraph 47 to then be amended so that the second sentence reads "A poll demanded on any other question to be opened at the close of the show of hands at the meeting and closing within twenty days after the general meeting".

Background

The DTB has introduced online voting in advance of meetings.

We understand this has seen an improved number of votes being cast. However, it is apparent from several meetings that the voting in the room after discussion is vastly different to those who are voting in advance. In advance of meetings members currently receive recommendations and advice from the DTB but they do not receive any counter arguments, or answers to questions to the Board that are raised by members at the meeting. Therefore, members may potentially be voting from an uninformed and/or influenced position.

It should be highlighted that at the SGM held on 1 November 2023, the Board recommended that members vote against a members resolution (Resolution 5 regarding Meet the PLC sessions), however having heard the debate on the night, the DTB changed their own recommendation and voted in favour of the resolution, however due to the prior recommendation from the Board the motion failed.

To avoid this, the resolution is that the DTB opens voting on a resolution at a general meeting AFTER the resolution is debated and questions received have been answered in that forum. Until the current constitution is changed, we are proposing to have a show of hands at the meeting, followed by a poll off all members with such a poll, being opened after the close of the show of hands, and closing within twenty working days of the meeting.

Whilst recognising there will be some logistical administration to be undertaken to enable this, other organisations do this, so it is possible to be done.

RESOLUTION 3: Proposer: Charles Williams (DT0-04515)

Seconded by: Sean McLaughlin (DT0-00911), Jim Piddington (DT0-04729), Jane Lonsdale (DT0-02026), William Ricketts (DT0-04720), Geoffrey Ricketts (DT0-05214), Aideen Rochford (DT0-00191), Claire Heller (DT0-00408)

To change the wording in the Dons Trust Constitution to enable a level playing field for resolutions put forward by Dons Trust members and those put forward by the Dons Trust Board. Paragraph 23 would be changed to read:

23. “The members may, by a resolution carried by members voting a simple majority of votes cast at a general meeting, give directions to the Society Board. “

Background

There is currently disparity between the voting needed to pass resolutions put forward by the Dons Trust Board (simple majority or poll) or by Dons Trust Members (where 2/3rds of the members voting at a general meeting give directions to the Society Board).

Voting over a number of years has shown that members resolutions are much harder to pass than DTB resolutions. The differential in voting requirements is a factor in this trend.

At the September 2020 Meeting of the DT, a member highlighted the trend of the DT Board voting against members resolutions and asked the DTB to review their practice in this respect. The motion was passed that the DTB would review this practice.

Since that meeting in 2020:

- Thirteen Members’ Resolutions have been submitted to EGM’s or AGM’s.
- Of those thirteen Resolutions the DTB has recommended to reject eight and approve one of the Resolutions, making no recommendation in the other four cases.
- In the nine instances where the DTB has made a recommendation:
 - The overall members vote has followed the DTB recommendation on all nine occasions.
 - However, on six out of these nine occasions there was a statistically significant difference in voting pattern between those that voted in advance (based on the papers and DTB recommendation) and those that voted contemporaneously on the night having heard the debate, including on one occasion where the DTB changed their own recommendation on the night having heard the debate (Resolution 5, November 2023 SGM).

Furthermore, on two of these occasions the contemporaneous vote would have passed the Resolution by 2/3 majority and on a further two occasions the Resolution would have passed by simple majority had the contemporaneous vote not been outweighed by the up-front vote.

For transparency, and in best practice governance, the current wording for this paragraph in the constitution and the updated paragraph wording, should the resolution be successful are shown below:

Original wording

23. The members may by a resolution carried by not less than two-thirds of the members voting at a general meeting but not otherwise give directions to the Society Board.”

Updating wording

23. The members may, by a resolution carried by a simple majority of the members voting at a general meeting, give directions to the Society Board.”

RESOLUTION 4: Proposer: Sean McLaughlin (DT0-00911)

Seconded by: Jim Piddington (DT0-04729), Jane Lonsdale (DT0-02026), William Ricketts (DT0-04720), Gary Jordan (DT0-02610), Geoffrey Ricketts (DT0-05214), Aideen Rochford (DT0-00191), Claire Heller (DT0-00408)

This motion directs The Dons Trust Board to no longer provide a recommendation to its members (majority owners) on how they should vote on resolutions.

Background

The DTB has historically provided a recommendation to its members on how they should vote. This consciously influences voters. The DTB have been asked not to do this as part of discussions on probocards and in general meetings. At the PLC SGM on 13 May this was raised again, and it was clear that the DTB hadn't taken a decision not to influence voters.

It should be noted that at the DT SGM on 1 November 2023 a members' resolution was proposed, and the papers from the Board accompanying the agenda and resolution recommended that members reject the resolution. On the night of the meeting, following discussions on the floor, the DTB members present unanimously agreed that they would vote in favour of the resolution. Despite this change of heart, due to the prior recommendation of the DTB, the members resolution did not pass with 53.3% of total votes in favour, despite the DTB changing their recommendation on the night and 97% of those in the room voting in favour. To ensure members are actively engaged, they should receive the papers, have the opportunity to take part in the debate and then vote on the issue, without being influenced one way or another by being given a recommendation of how to vote.

As noted at the PLC SGM, the fact that the DTB are putting resolutions indicates their support for it. DTB members, as with all members of the society, get to vote on the resolutions so their stance will be known publicly when they vote in the room at a general meeting.

RESOLUTION 5: Proposer Jane Lonsdale (DT0-02026)

Seconded by: Sean McLaughlin (DT0-00911), Jim Piddington (DT0-04729), William Ricketts (DT0-04720), Charles Williams (DT0-04515), Aideen Rochford (DT0-00191), Claire Heller (DT0-00408)

This motion directs the Board to ensure that all general meetings (both of the DT and PLC) are held in a fully hybrid manner with all members being able to vote and ask questions verbally, either at the meeting in person, or online.

This motion also directs the Board to ensure that all general meetings are filmed, and audio recorded, and that both the film and the audio of such general meetings, be made available to all members within 48 hours of the meeting, in their entirety. Once the meeting has been held, voting on all resolutions should then be opened, with a poll of all members in accordance with Paragraph 47 of the constitution, with such a poll taking place within twenty days after the general meeting, and with proxies only collected after the debate of the resolution at the general meeting.”.

Background

Given that the world has been using hybrid meetings as part of its daily life, for over four years, it is incomprehensible that in 2024 the DTB and PLC do not have fully hybrid meetings when they hold their general meeting.

At present, some meetings aren’t even hosted online (for example the PLC SGM on 13 May wasn’t hosted in a hybrid manner). Where meetings are hosted online, participants are unable to ask questions (other than via a typed Q&A function – which sees questions paraphrased to the in-person meeting).

Technology has been blamed.

In addition, where past meetings have been recorded, this has not always been for the full meeting. It had been understood that the last PLC SGM meeting was being filmed in full, however it was only after the meeting that it was clarified by the DTB Chair and plc board member that “the Meet the PLC part of the meeting only was filmed and would be available next week.” This is not supporting transparency and inclusivity for all shareholders.

For the last PLC SGM (13 May) a question was posed to the PLC Secretary about the hybrid meeting on 18 April (after the SGM notification was issued) and the following reply was received “I raised with the Board this afternoon ... about voting remotely but on this occasion there is no plan to hold the meeting on line although they are considering the possibility for future meetings”.

We are asking that it ensure a fully inclusive environment and a valuable experience for all shareholders (majority and minority), all general meetings should be held in a fully hybrid way with voting and full participation enabled for both in person and remote shareholders.

We are asking that all meetings are filmed, and audio recorded, with the film and video recordings made available to DT Members within 48 hours.