Dons Trust Board Meeting 14th August 2024

DTB in Attendance	Apologies	Also Present
Angus Fox (Chair)	Mark Lewis	Andrea Knox (Secretary)
James Macdonald (Vice Chair)	Richard Shepherd	George Jones (Assistant Secretary)
Hannah Kitcher	Kevin Rye	Michele Little (Treasurer)
Graeme Price		
Alex Folkes		
James Longhurst		
Anuk Teasdale		

Agenda

1. Introduction, Apologies and Protocols
2. Ratification of Email Decisions
    a. None
3. Approval of previous Minutes
4. September SGM/ Members Petition for a General Meeting
5. DTB Actions List and PLC Questions and Actions List
6. Strategic Direction
7. Board Theme Groups and KPIs
    1. Community
        i. Community Actions
    2. Engagement
        i. Engagement Actions
    3. Member Services
        i. Member Services Actions
    4. Culture and Mission and Oversight
        i. C&M and Oversight Actions
        ii. Risk Register
    5. Fundraising
        i. Fundraising Actions
8. Restricted Action Process and Comms
9. Diversity and Inclusion
10. Board Member Requirements Discussion
11. Single Use Plastics
12. Recruitment of new PLC Chair
13. Election of Dons Trust Representatives on Charity Boards
14. AOB

1. Introduction

Before the meeting, Angus, Andrea and George attended a meeting with the FSA to discuss their opinion on the member resolutions put forward ahead of the potential member called SGM.

This month's meeting as a one off took place entirely online. The meeting opened at 6.05.

Due to other commitments Andrea and George could only stay for the first hour of the meeting, so it was agreed to adjust the agenda to start with the September SGMs.

2. September SGM/ Members Petition for a General Meeting

George started this section by saying in the half hour prior to this meeting taking place he had received notification from the group of members attempting to call the SGM that they had reached the threshold they had been told was required to call a members called general meeting. However, as the secretariat had not received the list of members who had signed the petition yet, they were unable to verify this therefore they did not consider the 28-day clock to hold the meeting to have formally begun.

Andrea then provided her legal opinion of the process of the members calling the general meeting. Her advice matched the technical advice provided by the FSA earlier in the day. Andrea then told the board that she had had some meetings with the group putting forward the resolutions after they published their proposed resolutions, which she felt was positive. Andrea added that some of the proposed resolutions needed to be changed to be workable.

The board then held a discussion on each proposed members resolution individually and held a vote on whether the board could support each one.

During this discussion George reminded the board that due to the constitution the board could not put forward amendments at this meeting if it was unable to agree any changes needed with those putting forward the resolutions. However, there was nothing stopping the board recommending people vote against the resolutions whilst guaranteeing the board will put forward more workable versions as board resolutions at the next SGM.

When discussing Resolution 1 there was broad agreement with it in principle. However, the board also expressed a desire for a couple of changes to the resolution to put a short set timeframe for online voting after the fact and to continue to allow advanced voting for those who wish to do so. Andrea added that following her meeting with a group she felt they would object to the latter. Graeme added that as the resolution is currently written it discriminates against those who still have paper communication from the Dons Trust. A number of objections were also raised concerning the language of the resolution. When discussing how potential workable solutions could look George suggested using the current software as we currently do but extend the voting deadline by x days after the meeting whilst continuing to allow those who wish to vote in advance the ability to do so. Angus said this solution would solve a lot of problems.

A vote was held on opposing this resolution due to the impact of members who receive paper votes and the lack of ability to vote in advance for those who wish to do so.

However, the board are in favour of extending the voting period to cover a set period of time following an SGM. The board unanimously agreed to hold this position.

Discussing Resolution 2 it was felt was covered by the same discussion points as Resolution 1. The board unanimously agreed it’s position was covered by resolution 1.

At this point Michele reminded the board Resolutions 1 and 2 were asking the board to change the rules which is not permissible. As it would need to be worded as to ask the members to change the rules. Meaning that if the wording is not adjusted neither of the resolutions would be workable regardless of opinions on them.

George then reminded the board of the timelines to get things changed soon enough for the papers to be published in line with the constitution and that is was important to embrace this process.

A discussion was then held on Resolution 3, During this discussion Andrea said she would recommend voting against this due to the fact that if a resolution was something the board agreed with it could adopt it as a board resolution therefore if they don’t adopt it the elected board must feel there is something wrong with the resolution therefore the higher threshold should remain. Graeme then compared it to the members equivalent of a restricted action. James L added that he was happy to back this resolution considering how difficult it has previously proved to get even 50% on a members resolution which is not being supported by the board.

Michele added that any resolution which amends the rules would still require a 2/3rds majority. Therefore, this resolution would not have an impact on any of the other resolutions.

Following a vote it was unanimously agreed to support this resolution.

(Note: This position changed following the meeting after further discussions with the FSA)

Andrea left the meeting at this point

During the discussion surrounding Resolution 4, Andrea’s legal opinion was that this should not be supported as the Board should be helping steer members on which resolutions should be supported. However, she recommended the board be more sparing when they make recommendations. The board already broadly agrees that they need to be more sparing when making recommendations. However, the board also agreed that it would be a dereliction of duty not to make recommendations when appropriate.

Concern was raised that it would be seen as fake to not make any recommendations until after the meeting.

It is unanimously agreed that the board should oppose this resolution.

At this point George left the meeting. The following minutes were completed from the recording.

Following a discussion, it was agreed to review the current wording of collective responsibility to ensure it fits better with the way the board operates.

When discussing Resolution 5. It was noted that it included elements from Resolutions 1 and 2. Andrea’s recommendation suggested supporting the resolution providing a couple of changes are made surrounding timings and the ability to create edits if something defamatory is said. The board supported the idea of it and could consider supporting this if changes were removed to match the board's position on Resolution 1 and 2 and changes to the timings. It was agreed to get an idea on costings to do this in a way which is not reliant on volunteers. Concerns were raised by the fact it required online viewers the ability to speak verbally and this could incur considerable cost. It was agreed the board should speak to Stu and George to discuss potential solutions.

A vote was then held on Resolution 5 where this position was agreed.

A discussion was held on the potential dates for the SGM considering the limitations of room hire and the ability to live stream the meeting.

It was agreed to set up a meeting with the group and the FSA to try to improve the resolutions rather than having to oppose all of them due to issues that could easily be worked out. It was agreed to ask the group if they would mind waiving the 28 days to allow time to work on the resolutions to try to get them to a stage where they would be supportable.

3. **Approval of Minutes**

The minutes from the July meeting and the short notice August meeting were both approved for publication.

4. **Previous Actions**

The strategy review is ongoing. Michele noted that she had a meeting planned with Mick about it the following day. Michele's initial opinion was that it is a very good piece of work. It was agreed to set up a meeting with Angus representing the DTB.

The actions around membership proposals for 24-25 have been completed now and will be removed from the outstanding actions document.

On PLC questions. James L reiterated we need to tell members about the new turnstiles even if we can't comment on timelines, Angus agrees to raise it at the meeting the next day.

James L also asked about progress on sustainable policy and single use plastics. James M agreed to raise it the following day. Graeme added it is important for obtaining B-Corp status.

5. **Ratification of email decisions**

None

6. **Strategic Direction**

Angus suggested making some changes to internal DTB communication and reminded the board of their responsibilities when using external communications. This was unanimously agreed.

7. **Board Theme Groups**

a. **Community**

Anuk provided an update on the latest Community activities. Anuk told the board she attended a meeting with Mandy and WOWSA to get an idea of their ongoing activities. Anuk also informed the board on the latest progress on the club joining the

HerGameToo group. She also informed the group that they still needed to appoint a new chair of Dons4Diversity.

b. Engagement

Angus reported from the latest Engagement meeting where the issues surrounding the new club website were discussed. A discussion also took place on the language surrounding the membership offering with James L given responsibility of working with Marc Jones to ensure the Dons Trust is prominent. As previously discussed, Richard is taking the lead on improving in-stadium visibility. Angus informed the board that the survey results had now been published and discussions had taken place around having an additional survey. James L is working on creating the calendar. James L asked if we could publish the calendar. It was agreed to do this.

c. Member Services

James L updated the board that the membership secretariat has joined this theme group and the group is planning the first meeting.

d. Culture and Mission and Oversight

James L updated the board on the membership handbook he has been working on and it is currently with Marc for some finishing touches, and it will hopefully be published in the next week.

Hannah raised a number of questions from ProBoards on the boards policy on ProBoards. James L said it was covered in the members handbook.

Angus reminded the board that Mick Buckley is invited to the September board meeting as chair of the PLC and would now be attending quarterly for a report and discussion.

e. Fundraising

Graeme updated the board on the latest fundraising theme group and updated the board on their plans for future meetings and when they can expect some output from the group.

8. Restricted Action Process and Comms

A discussion took place on comms surrounding the RA. This included what elements needed to be included in different comms stages. This also included reference to publishing a calendar.

A discussion then took place on the document that James L is working on. He hopes to have it published prior to the Members General Meeting.

9. Diversity and Inclusion

Nothing further discussed

10. Board Member Requirements Discussion

Angus introduced this discussion after conversations with George, which noted that there are certain requirements which are required to be on the board. It was agreed that it would be a good idea to explain this before the election opening. Angus suggested this could for example include the fit and proper persons test and doing a standard background check on candidates. It was agreed to refine this set of requirements and publish it before the elections.

It is also agreed to include in comms what it is like being on the board to help inform people if it is suitable for them to stand.

James L suggested having a group of former board members as mentors available to new board members if they wish.

A discussion then took place on how to help encourage members to stand in elections.

11. Single Use Plastics

Previously discussed.

12. Recruitment of new PLC Chair

James M updated the board on the progress on the appointment of a new PLC Chair. James said that we have approached 3 different companies to run the recruitment process for us. Information and job description has now been passed onto this group.

13. Election of Dons Trust Representatives on Charity Boards

Following discussions.

Graeme was elected as the new Dons Trust representative on WiSHs board.

Hannah was elected as the new Dons Trust representative on the club foundation board.

14. AOB

A discussion took place about Mick's appearance on the club official podcast.

Michele updated the board on the latest progress with the PLB scheme. At the moment just under half of people who have confirmed one way or another want to withdraw their money which is roughly where we budgeted for. Michele is optimistic that going forward more people will roll over. It is agreed to add PLB as a standing agenda item for upcoming board meetings.

Meeting Closed at 8.33pm

George Jones
Assistant Secretary