Dons Trust Board Meeting 10th December 2024

DTB in Attendance	Apologies	Also Present
Angus Fox (Chair)	Hannah Kitcher	George Jones (Acting Secretary)
James Macdonald (Vice Chair) (Online)		Reece Wheeler-Kelly (Acting Assistant Secretary) (Online)
Mark Lewis		Michele Little (Treasurer)
Graeme Price		Ivor Heller (Observer)
Kevin Rye		Ian Robinson (Observer)
Richard Shepherd		Simon Hood (Observer) (Online)
Alex Folkes		
James Longhurst		
Anuk Teasdale (Online)		

Agenda

1. Introduction, Apologies and Protocols
2. Approval of previous Minutes (B1)
3. Ratification of Email Decisions

A) None

4. Flood Update
5. Update on PLC Chair Recruitment
6. Secretariat Discussion (C1)
7. DTB Actions List and PLC Questions and Actions List
8. Plough Lane Bond Update and Dons Trust Finance Update
9. Restricted Action Review (D1, D2, D3)
10. Board Theme Groups and KPIs
    A. Community
    B. Member Services
    C. Engagement
    D. Fundraising

E. Culture and Mission and Oversight
11. Risk Register
12. Constitution Review Update
13. 2025 KPIs
14. AGM
15. Half Season Ticket Membership
16. Ticketing Policy (E1)
17. Sponsorship Discussion (James L)
18. AOB

1. **Introduction, Apologies and Protocols**

Angus opened the meeting at 6.05 and started the meeting by welcoming Ivor, Ian and Simon who were observing the meeting ahead of taking up their board seats at the conclusion of the AGM. Angus reminded everyone present that elements of the meeting were confidential for a variety of reasons including containing personal information, due to legal restrictions and for commercial reasons.

Angus then thanked everyone for all their efforts over the last 12 months.

George said apologies had been received from Hannah who was unable to attend.

2. **Approval of previous Minutes**

The minutes of the November board meeting and short notice December Board Meeting were approved.

3. **Ratification of Email Decisions**

None

4. **Flood Update**

Angus provided an update on the flood. Work is progressing in multiple areas and the good news is that all the lifts are now working which will be a major boost ahead of Saturday and for the commercial team in the busy Christmas season.

5. **Update on PLC Chair Recruitment**

James Macdonald provided an update on the PLC Chair recruitment, two candidates were taken forward to the final stage, EiSG are working to organise meetings with James W and CC, these are likely to take place next week. There will then be meetings with DTB members and PLC members before the DTB makes a final decision. Those meetings should take place in early January and a final panel will meet both candidates with a view to ratification of an appointment in January.

Following a discussion it was agreed Michele will be involved in the meeting with the candidates, CC and James W.

Angus added the process has taken longer than we would have liked and as a result it seems sensible to leave the final decision to the new board.

The board thanked James M for all the work he has done on the board.

It was agreed James M will hand it over to Angus.

6. <u>Secretariat Discussion</u>

Angus introduced a paper Dave Boyle had written on a potential structure for the secretariat going forward. Angus said it is important we professionalise what we are doing and how we proceed.

Angus gave an overview of the role of the secretariat within the DTB and PLC organisations.

A discussion then took place on the pros and cons of the potential options.

It was agreed that a beefed-up version of option 2 of the proposed structure is the best way to progress. Angus, James L and George to action beefing up and progressing.

7. <u>DTB Actions List and PLC Questions and Actions List</u>

Angus informed the board that at the PLC meeting it was agreed the policy of not accepting free tickets or hospitality of any kind including parking for MK games should continue. This policy has been in place for over a decade and has been circulated.

James L introduced his induction day one pager which looks to set out an induction day for new board members. It was agreed that George and Angus will work together to set a joint board day and organise the induction day.

It was agreed George will take over from Richard on risk register and KPIs.

It was agreed that membership offerings would need to be decided in January by the new board to ensure that season tickets could be sold at the earliest possible opportunity. It was agreed James L will work with Marc to have initial discussions on the topic.

Michele clarified that the ticketing system will be the same this summer. Michele then asked that the new board capture ideas for the club in one document rather than individual documents so that she can pass onto James W.

Graeme then added that he is writing a document explaining our structure with different groups, committees etc. Graeme also suggested changing the memorandum of understanding with the club where necessary and subject to discussion.

Angus then discussed the role of the PLC secretariat, which was discussed at the previous day's PLC Board meeting. The PLC have responded to our request asking for a role description. It is agreed that this will fit into the audit of the DTB secretariat. James M offered to send an example over to Graeme to review. Kevin suggested speaking to Exeter who could advise. It was agreed Kevin would work with Graeme to get in touch with Exeter.

Graeme then informed the board that a sustainability and B-Corp discussion took place at the PLC meeting. Graeme said it had to sit with the DTB and probably should be part of oversight and needs the DTB to push it.

Angus then informed the board that the club have determined that they can't afford a new turnstile at this point. Graeme added that despite the new processes the issues have not improved. Kevin suggested doing fundraising, Graeme agreed and said he was doing a paper on how best to promote the fundraising which could be used for paying for the turnstiles. It was about £110k for a new set of turnstiles including fitting and system testing. It was agreed to allocate it to the fundraising group. Richard then asked Graeme to make sure that when fundraising starts it is clearly communicated that we are doing it. It was agreed that it should be included in an upcoming RAQ.

Angus then started a discussion on the opportunity of networking at games. Graeme added he is working on a sheet that would help track it and make sure there is lots of engagement with key partners.

Kevin suggested having a director for the day for members to sit in the boardroom. It was agreed to put it to the new board. Graeme added that lots of other clubs do this for away games, Angus said this is a better option.

Angus informed the new board members they will have to undertake FSA training which restarts in February on a monthly online basis. Richard added that it is really important for everyone to do it.

A discussion then took place on how to communicate the successful sales from the academy. Graeme added that this will be key when working on the revaluation process.

8. <u>Plough Lane Bond Update and Dons Trust Finance Update</u>

Michele informed the board that only £15k bonds have not responded so far up to June 2025 and she believes a section of this will end up being rolled over. Having looked at the net interest costs after rollovers the interest costs will be £26k lower annually. Michele has begun work to make sure all the payments and new bond certificates are being prepared to be sent out in the new year. It was agreed that 2027 bond holders will be offered shares at 83p the same price as the 2025 group.

Michele informed the board that she and Graeme are looking at the possibility of a rights issue or a new issue without having the full cost of a prospectus. Graeme added it would be better to sell a slightly lower amount of equity if it means we don’t have to have a prospectus.

9. <u>Restricted Action Review</u>

Angus introduced a paper written by Graeme, James L and Kevin which reviewed the RA process. It set out how the process began in March 2022. Graeme says it is a good internal document for the new board to take the learnings from this process so we can do things better if it is brought back. Graeme added it is likely we will have to bring it back. James L added it is really important to review and take stock when reaching the end of a project. Kevin said it is really important we learn from the issues that came up from the process and he hopes the new secretariat changes will help make sure these issues do not occur in the future.

James L then introduced some analysis Reece had done on the voting data and it has helped identify issues. The analysis showed that over 51% of the new members voted. The data shows the vote did not pass due to a lower turnout from younger members even though they heavily voted in favour.

Reece then added that he has done a breakdown on the swing of people changing how they voted on each resolution. He added that the 25-39 lost more votes from res 1 to res 2 than any other demographic. Reece suggested getting younger content creators involved to help reach this demographic and the 18-25 group.

Reece then provided further analysis, Kevin said there are lots of things we can learn from this. He will get in touch with one of his students who might be able to do some content generation and will put him in touch with George.

Reece then said it would be more helpful to have more D&I data. James L responded that he will work to get him that D&I data and suggested that George and Reece meet with the membership team to set up a new data list.

10. Board Theme Groups and KPIs

1. Community

Anuk informed the board that there has not been a meeting this month, however she is trying to organise a meeting with club related organisations. She added that they are hitting their KPIs.

She added the EID tent project will be happening again. Anuk added the white ribbon campaign has taken place this month. She has also met with Fair Game who will meet with the new board to discuss ethics and communities. She added we have passed the EFL statement of ED&I and asked the new board to make sure it is uploaded to the website. She added it is really important we keep improving our diversity as we are still not where we should be.

Anuk wanted the new board to send out a new survey to collect more ED&I data as the previous one did not have enough responses.

Angus thanked Anuk for all her work for the board.

Graeme asked how much of her work is being picked up by the club and asked if the community group could be absorbed by a different group. Anuk felt strongly that it needs to remain a separate group as otherwise things will be missed. Anuk added that some of the smaller fan groups really appreciate the DTB involvement.

2. **Member Services**

No further update,

Angus thanked Richard for everything he had done for the board.

3. **Engagement**

A meeting took place between the engagement group and John Lynch and Julian a US based fan about promoting the international fans day in February. Mark added that this is something the club should be driving, the board agree. Graeme added that it all fits into having someone who could lead on the membership. Mark added that it is for the new board to decide if there should be different membership offerings for international members.

Mark added that he hopes to send out a newsletter this week.

Richard added that the 16-24 group is keen to stay involved with the new board.

A discussion then took place on communicating the ProBoards replacement timetable and details.

Angus thanked Mark for everything he had done on the board.

It is agreed Golden Goals comms will be handed over to George.

4. Fundraising

Graeme provided an update from the fundraising meeting and hopes the area on the official website and a priority list for projects will be live in January.

A discussion took place on how members can submit suggestions on fundraising.

Graeme added that after turnstiles the next priority will likely be for floodlights which will help generate a return on investment from increased stadium hire.

5. Culture and Mission and Oversight

Graeme spoke about individual business plans and implementation from issues arising from the strategy documents and said there is a lot of work and that Angus would lead on IT and operations implementation for the club.

James asked Michele to make sure that there is a comms plan around communicating progress on the strategy and next steps.

11. Risk Register

No updates since last meeting.

James M thanked Richard for everything he has done on the risk register.

12. Constitution Review Update

George provided an update on the constitution rewrite. A discussion took place on how to communicate the changes that have been made when the time comes.

13. 2025 KPIs

Richard called a vote on the 2025 KPIs, The vote was unanimously approved. James L informed the observers that when the new board meets it can change the KPIs if it deems it appropriate.

14. AGM

Angus reminded the board that the DT AGM is 7-9pm on Monday with PLC AGM at 9.30-10.30pm. Alex asked who is allowed to attend the PLC AGM. It has been agreed that DT members can attend the PLC AGM but won't be able to vote. It was agreed to try and keep all the club financial questions to the PLC AGM.

Angus informed the board that Craig Cope will do a talk between the two meetings.

It was agreed Angus will speak to Phil Clarke about having car parking at the AGM.

15. Half Season Ticket Membership

Already been announced.

16. Ticketing Policy

Already covered

17. Sponsorship Discussion

James has done a one pager on having sponsorship guidelines. He wanted to set up some terms of engagement with guidelines which retain flexibility to have a framework to make decisions. It was agreed this is an issue for the new board to deal with.

18. AOB

Graeme added the DT needs its own strategy separate from the club. Richard responded by saying that it all ties back to the KPIs. Angus said it is an important piece of work for the new board to undertake.

Graeme added that it is important that all DTB get access cards and a key to the kiosk.

It was agreed liaising with Louise to organise boardroom access for home and away games will initially fall to Graeme before someone else takes over in due course.

In relation to kiosk duty it was agreed that for the first few months one continuing board member and one new board member will be on duty each game.

Graeme added that it was important to remind the new board members that they are not allowed to bet on football, and Angus had previously reminded all board members that they would need to complete the Owners and Directors Test (OADT) formalities successfully and that George would manage that administration with the Club head of football administration.

Meeting Closed at 9.10

George Jones
Acting Secretary