Dons Trust Board Meeting, 17/07/2024, Plough Lane

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

1. Introduction

The meeting opened at 5.35. Earlier in the day members of the board and the assistant secretary visited Dons Local Action Group to take part in various volunteering roles throughout the afternoon and speak to DLAG volunteers to help get further understanding about the vital work they do. Following the board meeting members of the board and the assistant secretary attended a club Foundation fundraising event.

Apologies were received from Richard, Hannah, Anuk and Andrea.

2. Ratification of Email Decisions

Following further discussion it was agreed to ratify the decision taken over email to approve the PLC budget for the 2024-25 season. This vote was unanimous.

Following an email discussion on the purchase of a new DT Kiosk, a further discussion took place after further quotes had been received. A vote was held and it was unanimously approved to purchase a new kiosk with the existing kiosk donated to the Foundation.

Alex joined the meeting.

3. Approval of Minutes

The minutes for the June meeting were unanimously approved.

4. Previous Actions

An update was given on progress of the strategy review which is being undertaken. An initial draft is due to be received imminently.

A discussion took place on planning the next steps required for the SGMs planned to take place on 28th October and 25th November.

Following conversations with club employees earlier in the day, the board discussed the issue of membership on the club website. During the course of the meeting the Membership page was updated online, so that it was in line with what had been discussed earlier in the day.

James M informed the board that Andrew Stead, the head of commercial presented a road map for the commercial department at the last PLC meeting and shared some figures that Andrew had presented to the PLC board.

James M said the previous day's PLC meeting was very encouraging and he was happy to see a number of club employees who had left for senior roles at higher ranking clubs and said that it shows the type of club we should aspire to be with development for both players and staff.

James L said he will write a paper with some of the comments he had on Andrew's presentation to the PLC and said that he will send it to the DT PLC reps.

Graeme also confirmed that there will also be a change in process with the DTB receiving the PLC minutes as soon as possible after a meeting rather than waiting until close to the following meeting.

5. **Strategic Direction**

Discussed in other agenda items.

6. **Board Theme Groups**
    a. **Community**

This month's Community theme group meeting was canceled due to unforeseen circumstances.

However despite the cancellation Anuk was able to give a written update on the latest undertakings. This included that following a meeting with James W the EFL Club Code of Conduct has been completed and submitted. Anuk also said that following conversations she had with Jane it was her understanding that WOWSA is continuing to grow in membership size. The club has scheduled a meeting for 5th August to focus on ED&I where Anuk will offer additional DTB support for fan-led ED&I groups.

b. <u>Engagement</u>

Engagement had their first meeting following the creation of the new Theme Group. The main topic was the issue of memberships on the club website. Following conversations with club employees earlier in the day, changes to the membership page would be made on the club website later that day.

Mark informed the board that Kevin will be doing more analysis on the results from the most recent survey. Kevin informed the board that he was hoping to have it published before the start of the season. A discussion took place surrounding the timing of the next survey which will be targeted at new members.

Mark informed the board that the board calendar has now been updated to include all DTB dates, Men's and Women's fixtures. It is agreed the board will publish the dates for the upcoming restricted actions votes will be 28th October and 25th November. A discussion took place on branding ideas for this campaign.

c. <u>Member Services</u>

This new theme group has not had a meeting yet. Richard has been appointed the lead for this group.

d. <u>Culture and Mission and Oversight</u>

A discussion took place on what had been received following the FSA review. The FSA said that there were a number of policies missing and there are a number of rules that needed updating. They also recommended that the constitution be updated. A discussion took place on what is the best process to update the model rules given the lack of support received from the FSA. It was agreed that the board will go back to the FSA to ask for further guidelines.

A discussion took place on who should take on board responsibilities for the ongoing strategy review and it was agreed that Angus will lead it.

Michele informed the board that the bond website is now live. Around 300 people have committed one way or the other so far. People with bonds expiring in Jan and Feb 2025 have until the end of August to commit.

Graeme informed the board that from September the PLC Chair will be attending quarterly DTB meetings to directly answer questions. The plan is the PLC chair will also attend December, March and June meetings.

A discussion took place on restricted action planning. James L informed the board that a new timeline has been created which will be used to develop comms strategy surrounding both votes

James L then updated the board about planned events around the campaign. It was discussed having an event targeted at 16-24 and an open meeting on the 23rd September. It was agreed that there would be board representation upstairs in hospitality during the campaign for player of the match presentations. A discussion then took place on other potential events that could take place. It is agreed there should be a September event with further discussions to take place in relation to the format of the event.

Following these discussions Michele then called for a vote to take place to determine any recommendation the DTB would make on how members vote in the upcoming restricted action in relation to the Dons Trust reducing its voting rights down below 75% + 1 share.

Prior to the vote taking place Michele reminded the board that if the restricted action was to pass it would allow the DT to reduce its voting rights below the current threshold down to a minimum of 50.01% however there was no desire to drop that low. Graeme emphasised that it was essential the DT retained as much equity as possible and that one of the aims of the new Fundraising theme group was to enable this. Michele offered further clarification that there are no ongoing discussions with any parties interested in equity currently and making the change to allow more equity to be sold did not mean it would happen immediately and there would be further involvement of both boards and members in any significant share sale. Graeme added that this restricted action is purely about freeing up an additional financial lever.

The vote then took place with everyone in attendance both in person and online confirming they support the Board making the recommendation. It is agreed that George would contact those not present to ask for their vote. It was also confirmed that the board will present both sides of the issue.

Following the meeting Hannah and Richard confirmed they would vote against the DTB making the recommendation. Therefore, the final tally was 7-2.

An update was given on the risk register. Graeme added there might be some changes to this.

James L confirmed the membership sales had just gone live.

e. Fundraising

The first meeting of this theme group will be taking place on Monday 22nd. All the people who had been invited to take part had accepted. One additional person has been in contact about joining who wanted to focus on international growth.

7. Member Comms Plan

James L informs the board he has created a welcome to the Dons Trust pack. It is agreed Kevin will author a short piece on the history of the Dons Trust. Angus agreed to proofread anything that comes from it.

8. Diversity and Inclusion

There is nothing further to report given the lack of a community meeting this month and the fact it is the off season.

9. AOB

Michele confirmed to the board that comms surrounding the issue that was next on the agenda were due to be published the following day after James W had the opportunity to inform the club's senior leadership team. Michele will then attend the SLT meeting next Tuesday. James W will be taking a lead on club comms with Angus taking point on comms from the DT.

10. Leadership of the PLC Board and Dons Trust Board

Over the weeks preceding this meeting there were numerous discussions over email and a number of teams meetings discussing the future leadership of the PLC board. Following these discussions a PLC-led proposal was developed which was broadly supported by the DTB.

A vote was then held over email. At the meeting the board ratified its decision to approve the following motion: The DTB will be leading the recruitment for an executive chair of the AFCW PLC board. This will be for an initial 3-year term. The DTB will be responsible for the appointment of the AFCW PLC Chair. The Chair is responsible for leadership of the Board and ensuring that the Board operates as a highly functioning inclusive board. The AFCW PLC Chair position is accountable to the DTB Board and will report to the DTB on at least a quarterly basis.

This vote was approved online 8 in favor with 2 against (Hannah and Richard).

An additional element of the PLC led proposals included the appointment of a PLC Vice-Chair by the PLC Board. The PLC proposed that Michele Little fill this role until the end of December 2025. Following advice from Andrea, it was confirmed that the creation of this position was a decision for the PLC board not the DTB. However, following consultation the DTB was broadly in favour and supported the move. Due to the nature of this role and the potential for remuneration by the club Michele Little would have to step down from the DTB. She would however be able to remain DT Treasurer, which is a non-board position and includes responsibility for Plough Lane Bonds.

Following these developments and prior to this meeting a discussion took place with the assistant secretary in relation to the process that would need to be followed in order to ensure the changes that would be required following the above developments. After reviewing the constitution, a process to ensure a smooth transition was agreed.

Following the formal ratification of the vote Michele Little resigned as chair but remained a board member and as Treasurer. This was done in order to ensure the DTB stayed at the minimum 8 elected members that would enable a new chair to be elected.

A discussion then took place on appointing a new chair of the DTB. Graeme formally nominated Angus which was seconded by James M. Following a vote, Angus Fox was unanimously elected as the new chair of the Dons Trust.

Following his election as chair Angus wished to add the following:

> “I'd personally like to publicly thank Michele for her tireless work chairing the Dons Trust Board. Meeting members regularly at the kiosk, running our formal meetings and participating in activities all around our club alongside the detailed work in being Treasurer are just a few examples of her energy. Michele motivated all of us on the board behind the scenes to get engaged and get things done through turbulent times.
>
> The challenges we have faced and continue to face are not able to be solved by simple one-line answers, they need purposeful consideration before detailed planned action and you can clearly see how far we have progressed under Michele’s leadership. I'm extremely glad that Michele remains as our Treasurer and am looking forward greatly to see what we can achieve this coming season and beyond.
>
> Thanks for everything you do for our club Michele, you will be a tough act to follow!”

With Angus formally elected as the new chair, Michele Little formally resigned as a board member, however will remain Treasurer of the Dons Trust which is a non-board position however it does include the right to attend board meetings to ensure the smooth running of the Trust. The board taking into account the Plough Lane bond situation deemed it appropriate to continue with this tradition.

Following Michele's resignation from the board, the board wished to include the following:

"The Dons Trust board want to put on record our thanks for the work Michele has done over the last few years.

As Treasurer, DTB member, and DT chair. Michele has been fundamental to the successful running of the Trust, Club and managing our debt.

We are delighted she's staying on as Treasurer and can't wait to see the impact she will have as Vice Chair of AFCW PLC."

Following Michele's resignation as a DTB member, the board went down to 7 elected members. In line with the constitution the board at this point had limited powers and was only able to act to either fill the vacancy using the casual vacancy mechanism or call an SGM.

The board then voted unanimously to appoint a casual vacancy. This would allow the board to resume normal function when the casual vacancy was appointed.

A discussion had taken place online in the weeks prior to the meeting surrounding who could fill any potential casual vacancy. Consideration was given to the skill gaps within the remaining board and people who had nominated themselves to fill the co-opted position that was eventually filled by James L, including Alex Folkes.

James L then formally nominated Alex Folkes to fill the casual vacancy with Angus seconding.

A discussion took place with Alex, which also included reference to the previous interview board members had with Alex during the previous co-option processes.

Following these discussions a vote was called on asking Alex to fill the casual vacancy until the December AGM in line with our constitution. At this point Alex was asked to leave the meeting.

The vote then took place and it was unanimously agreed to ask Alex to fill the casual vacancy until the December AGM to allow the DTB to resume normal function.

Alex was then invited to rejoin the meeting.

Alex was then formally offered the opportunity to fill the casual vacancy position. Alex then accepted the position. In line with our constitution this allowed the board to resume normal function.

After filling the casual vacancy position Alex wished to add:

> “I'm delighted to have been asked to join the Dons Trust Board. Wimbledon is the club that I have loved and supported since I was 16. From being involved in producing Yellow and Blue, to being a club photographer in CCL and Ryman League days and most recently Chair of the Elections Group, I have been happy to volunteer my time and energy to helping our unique club. As a DTB member I hope to help guide AFC Wimbledon as we aim for promotion. My commitment is to listen to and work with all fans.”

The process surrounding this Agenda Item was determined using points 62 and 64 of the constitution. The process of Michele stepping down was done in a multi-step way, in order to allow the election of a new chair to lead the casual vacancy appointment, that would have to imminently follow her official resignation from the board.

With the board now able to resume normal function, a discussion took place in relation to filling the DTB representative seat on the PLC Board left vacant following Michele’s resignation from the DTB. It was agreed that the precedent of the DTB Chair being on the PLC should continue, therefore Graeme nominated Angus to fill the vacant representative seat. This was unanimously approved.

Meeting Closed at 7.15pm

George Jones - Assistant Secretary