Dons Trust Board Meeting, Wednesday 8th October 2025, Plough Lane

In attendance	Apologies	Also in Attendance
Angus Fox (Chair)		George Jones (Secretary)
Graeme Price (Vice Chair)		Reece Wheeler-Kelly (Assistant Secretary)
Martin Drake		Michele Little (Treasurer) (Online) (Specific Agenda Items)
Alex Folkes		
Hannah Kitcher		
James Longhurst		
James Ledward		
David Rey (Online)		

1. **Introduction, Apologies, Protocols and Directors Interests**

The meeting began at 6.05. With Angus welcoming everyone to the meeting. Angus went onto congratulate Martin, Alex and James Le on their re-election to the board which was publicly announced the previous day.

2. **Approval of Minutes**

The minutes from the September Board Meetings were approved subject to further redactions.

3. **Equity Discussions Update**

Due to commercial sensitivity the entire section redacted from public minutes.

4. **50.01**

Discussed as previous agenda item

5. **SGM Planning**

The next SGM is Monday 17th November, with Craig Cope and Maddi Sweetman confirmed as the warmup session and Phil Hastings from the Foundation presenting on their strategy mid-way through. There is nothing yet booked for the AGM on Monday 15th December.

There were not any board resolutions currently planned, just a constitution update being led by James Le. The deadline for members' resolutions is the end of the month. James Lo suggested explicitly communicating that deadline to members.

6. **Constitution Update**

James Le informed the board that a draft new constitution was now ready for the board to review and to be presented at the November SGM. The board expressed thanks to the constitution working group on getting to this significant milestone.

James Le explained this new document had been mapped to the FSA model rules, with a mix of content carried directly from the old document and content marked for policies to accompany the main constitution document. A written summary of the most important aspects for the board to be aware of and a gap analysis of when each policy will need to be ready was provided. Those policies marked as high priority were being developed first. Those had been identified as Resolutions Policy, Disciplinary Policy and Standing Orders for Meetings Policy.

There was a discussion on the appropriate threshold for calling a members' meeting. The new proposed constitution received from the CWG proposed a lower limit of either 10% of the membership or 300 members. James Le was of the view of the CWG that this is appropriate. The Board discussed and preferred to remove a numerical reference. FSA advice is that it can be whatever the society wants it to be and that there is not an FSA rule or guidance on the threshold. It is also in the board's gift to allow a members' meeting at a lower threshold regardless of the constitutional limit.

The plan for the November SGM is that James Le, George and Dave Boyle will field questions submitted in advance and on the night. The documents can be amended afterwards based on discussions before a formal vote.

There was a discussion on the classification of any vote. It was agreed this should be run as a Category B Restricted Action (RA).

7. **Dons Trust Finance, Plough Lane Bonds, Debt and Equity Update**

The Plough Lane Bond rollover campaign has officially concluded, we have £868k donated or switched for equity, comprising of £214k donations to club, £100k donations to the DT and £554k switched to equity. It was agreed that the DT should do another update to promote the work that has been done.

Michele provided an update following the Finance Committee (FinCom) meeting the previous night which focused on how we manage cashflow and whether we use the Bond as part of our debt refinance. There was a suggestion of doing an early 2027 bond holder survey to gain a better idea of what bond holder intentions are in a similar way to what we did for 2025 redemptions. Part of that survey could be asking if people would be open for further investment. If more bonds were to be issued at lower interest rates, this would allow for a reduction in the overall interest payable.

8. **Election Update**

George went through the results of the election and congratulated all those re-elected. There was a turnout of 1660 which is the second highest absolute number of votes cast in an election, down from last year which was the highest. Voting per day was higher due to a shorter voting window. Onboarding will start on Friday with Chris Atkinson, while Simon Hood is available at the end of October. Once paperwork is completed they can both attend board meetings as observers until their appointment at the AGM.

There was a discussion on how to handle casual vacancies and co-options. There will be 1 casual vacancy to cover Ian Robinson's seat which was not filled via the election, and the board can co-opt a further 2 people for the year.

The plan to hold a very short board meeting after the AGM to appoint Chair, Vice Chair and PLC reps to spend as little time in transition as possible.

James Lo updated the board that having agreed to an independent review into the election that we are continuing to pursue the options for an independent review. James Le would lead as key point of contact for the review from the Board as this aligns with the governance remit.

9. **Ratification of email decisions**

    a. **Various Board Statements published since September board meetings.**

The board ratified the decision to publish the various statements that had gone out since the September board meetings.

    b. **Subject Access Request (SAR)**

The board ratified the decision to refuse a SAR application following advice that it could be deemed manifestly excessive given the completion of two SAR's already for the same person, one of which was completed just a few weeks ago.

10. **DTB Actions List and Club Board Action Monitoring**

Michele confirmed that she is still chasing tender policy documents. A discussion took place on strategy on how to move it forward. It was agreed to publish a draft statement before the end of the month. It was agreed the new board induction day will be held on 17th December diaries permitting.

11. **Club Board Meeting Summary and Questions**

Graeme provided an update on the latest club board papers. Discussion are ongoing to install additional seats on the third floor. There is a competing expense to improve the air conditioning in the kitchen. More work is being done on additional claiming on the flood insurance in respect of the East stand bar flooring.

The Ashley Bayes testimonial dinner will take place on the 18th November. It was also confirmed that the Academy operations role is still recruiting.

Graeme flagged up that currently you get no refund for returning a ticket to the club before the official window for resale opens, as well as highlighting the process ticket returns through the club app.

James Lo highlighted that there don't seem to be any terms & conditions for debentures. The club currently allows for tickets to be secured up to 10 days before a fixture after which debenture seats are released to general sale. The club have asked if this window can be extended further away from the fixture so unclaimed seats can be put in sale earlier, particularly as tickets for fixtures to the end of the year are all on sale now. Graeme said that debentures with other organisations are handled at their discretion with no stipulation for a fixed priority window within their terms and conditions. The 10-day window was initially created by the DT. There are 500 debentures which do not also have season tickets.
The board agreed the debenture window should be extended to 21 days to allow the club to put seats on general sale earlier.

<u>12. EDI</u>

James Le informed the board that concerns had been raised about the club being cashless and how it does not work for certain people for various reasons. There are several different issues which he is working through with the Club's ED&I Officer. It is noted that the advice from Level Playing Field is that 'reasonable adjustments' must be made.

a. Unite the Kingdom Flag

J-Led said a member complained to the club about the flag. Alex added that someone told him flags sold in the shop were being refused it was agreed that this shouldn't be the case. It was agreed the club should have a flag policy. The board agreed to support the club stance that only pre-approved flags will be allowed. Flags in the club shop ought to be reviewed to make sure that they are in line with the stadium regs.

<u>13. Fundraising</u>

No update

<u>14. B-Corp</u>

No update, to be reviewed

<u>15. Women's Team</u>

Due to a conflict this item was minuted by the Assistant Secretary.

The next women's board meeting will be next Thursday.

<u>16. Board Working Groups and KPIs</u>

a. Communications

Alex informed the board he had discussed doing a survey on a separate international membership offering which will be distributed to the board and others. This needs to go out before Christmas so the club can action for the upcoming season.

b. Constitution

Covered as previous agenda item

c. Youth Engagement and Advisory Board

George shared that the group had provided feedback at the recent meeting that returning tickets didn't feel worthwhile, particularly for concession tickets, The group had also suggested replacing youth season tickets with debentures, but this idea was rejected by the board due to the complexity in administering debentures.

The group spoke about feeling put off by the tone of the elections due to the behaviors and conversations they had witnessed online and that this acted as a barrier to wanting to get involved. James Le said that should be captured as part of the individual review. George added that it would also feed into the disciplinary policy and that the FSA model rules would be very helpful for managing behavior.

17. Board Member Guidelines

George presented a draft of guidelines taken from an FSA model noting that the only thing missing was something covering collective responsibility. The guidelines will be brought back to the next meeting for approval.

There was a discussion on what the collective responsibility section should look like in the guidelines. It was agreed this should broadly reflect the current guidelines such that the default position allows board members to talk about how they voted on issues without impeding implementation of a decision, unless the board decides an issue falls under stricter standards of collective responsibility.

18. Regulator

Angus updated the board that there was a meeting during the day between all regulated clubs which was attended by the Head of Football Administration. The club had to respond to a consultation about timings for the OADT and the EFL also sent out a response to the consultation. The main issue is that under proposals it could take 3-6 months for an approval to be processed. This could make an investment deal go away or even impact administration proceedings in a worst-case scenario, but for us it would have a big impact on elections. The EFL seems to agree with these views and Angus suspected that other clubs communicated that during the meeting as well. The regulator has now been appointed and it looks as though they want to make an impact quickly. Angus will provide more feedback after getting a debrief.

James Le volunteered to lead on the regulator, which the board agreed to. George will invite Niall to the induction in December to discuss the regulator briefly.

19. X (Formerly Twitter)

Angus introduced a survey he had prepared and proposed sending to members which covered the DT leaving X, the platform formerly known as Twitter. A discussion took place on timing this decision and given the number of high importance votes it was agreed to delay until Q1. A discussion took place on how to manage social media going forward.

20. Discord

George informed the board of discussions, and further advice sought on the viability of having an online forum. The advice received was that having a members' forum was a liability for the Trust. Every expert spoken to advised against having one. Members' behaviour on Discord supports this conclusion. George and Reece believed the DT Forum should be shut down and not replaced. It was suggested that it should be kept open until the conclusion of the upcoming RAs.

Reece suggested having an open meeting to make the best use of the platform whilst we still have it. The board agreed to have a vote on the future of Discord in January and then review on a quarterly basis. The board thanked George and Reece for all their work on Discord and their attempts to keep the platform viable.

21. Debenture Terms

Discussed as previous agenda item

22. Rule 121

The board were updated that the same member who submitted a Rule 121 appeal last year which was put on hold pending a reconciliation process has submitted another one, meaning there are now two concurrent appeals active. This meant that the board needed to decide on a deposit to request for any arbitration. The new constitution will set the contribution at 50% of the anticipated costs. The previous quote received was for £10k per arbitration. The board unanimously agreed to ask for a minimum £5k contribution for each appeal from the member concerned.

23. AOB

a. DT Rota

The board were reminded to regularly review the rota and fill it in, especially those re-elected who can now fill in spots beyond the AGM.

b. Remembrance day

It is agreed that Hannah will represent the club at the annual remembrance day event.

c. Naming rights

It is agreed not to publish the stadium rights costs due to commercial sensitivity.

d. Discord open meetings

It is agreed to do an open meeting on Discord to cover the constitution and do them ad-hoc when needed.

e. WWW2

Alex updated the board on WorldWideWombles 2 weekend. Club staff are now up to speed and supportive. The club will be offering both GA and hospitality offerings.

f. WAWF

It was agreed Graeme will organise the teams for the WAWF quiz night with two teams representing the DTB and their families.

The meeting concluded at 9.45