



## **Board Meeting Minutes**

**7.00 pm, 31st July 2019**

**Venue: Boardroom, DHFC**

**Attending:** Duncan Chapman (DC) (Chair for items 1-6), Mel Hughes (MH), Alex de Jongh (AdJ) (Chair for item 7 onwards), Alex Smith (AS), Michelle Chapman (MC), Mark McGann (MM), Nick Pittaway (NP), Mark Scoltock (MS), Liam Ball (LB), Alec Koundarjian (AK), Philip Mitchell (PM) (secretary)

### **1. Apologies for absence**

Received from Paul Griffin (PG).

### **2. Appointment of Secretary**

PM was re-appointed as Secretary. (PM was not present for this part of the meeting.)

### **3. Welcome to New Board Members**

New and returning Board members (see 8.2) were welcomed. The meeting also noted the contribution of Pete Wright, a previous board member who was the unsuccessful candidate in the recent election.

### **4. Minutes of previous Board meeting**

The minutes of the meeting held on 18th June 2019 were agreed.

### **5. Conflicts of Interest**

None were recorded.

### **6. Positions on New Board**

The Board agreed the following appointments:

Co-Chairs: Alex de Jongh, Mark Scoltock

Co-Vice-Chairs: Mel Hughes, Alex Smith

Treasurer: Liam Ball

The Board will consider other responsibilities at a future meeting.

**ACTION 6.1 - PM will ensure that role allocation features on a future agenda.**

**7. Actions arising from previous minutes** (*where not covered under headings below*)

### **7.1 Graphical representation of Trust's achievements**

This was produced, and will be displayed in the shop.

Action **CLOSED.** (*Action 3.1.1 of 18 June minutes*)

### **7.2 Anti-homophobia banner**

This has been designed. Funding may be available from FARE. MS & AS will prepare a bid.

Action **CONTINUES.** (*Action amended from Action 3.2.1 of 18 June minutes*)

**ACTION 7.2.1 - MS to apply for funding for, and produce, anti-homophobia banner**

### **7.3 New stationery**

Membership cards can now be ordered. Forms will be finished in the near future.

Action **CONTINUES.** (*Action carried forward from Action 3.3.1 of 18 June minutes*)

**ACTION 7.3.1 - MS to produce new stationery**

### **7.4 Conflicts of Interest**

Topic has been added to standard agenda.

Action **CLOSED.** (*Action 15.2.1 of 18 June minutes*)

## **8. AGM and Election Schedule and Arrangements**

### **8.1 Trust AGM 2019**

The DHST 2019 AGM was held on 10th July 2019 and was quorate. Draft minutes have been published.

## **8.2 Trust Election 2019**

The results of the 2019 election to the Trust Board were announced at the AGM. LB (previously co-opted) and AK were elected to the Trust Board. MS and Adj were re-elected.

## **9. Relationship with Club**

### **9.1 Shares in Club**

There has been little progress on clarifying the precise proportion of the shares in DHFC Limited now held by DHST. Clarity is expected when the Club files its Confirmation Statement at Companies House (expected imminently).

Action **CONTINUES.** (*Action 5.1.1 of 18 June minutes*)

#### **ACTION 9.1.1 - Adj to chase progress re formalisation of current position.**

We will also seek to progress discussions with the Club about the pre-emption rights to apply in the event that a major shareholder wishes to sell shares in DHFC Limited. It is likely to be most convenient to address this as part of the process by which DHFC Limited updates its Articles, which we expect it to do.

#### **ACTION 9.1.2 - DC to continue discussions about shareholding pre-emption agreement.**

### **9.2 Seats on Club Board**

As agreed at the last meeting, DC, having been selected as a Trust-nominated member of the DHFC Board, stepped down as Chair (see 6 above).

Action **CLOSED.** (*Action 5.2.1 of 18 June minutes*)

The Club has suggested that MH would be a welcome second nominee from the Trust. The Board agreed with this proposal, subject to MH being happy with it. (She would step down as Co-Vice-Chair of the Trust.)

#### **ACTION 9.2.1 - MH to consider whether to join Club Board.**

The Board expressed continuing concern about the need for clarity as to the responsibilities and liabilities of Trust-nominated DHFC Board members. DC will seek an agreement on this.

**ACTION 9.2.2 - DC to continue discussions about protocols governing Trust Board nominee directors.**

### **9.3 Planning**

The planning application for the redevelopment of the Champion Hill site has now been submitted.

The Board will issue a statement within 24 hours (initial draft by AS) in support of the application, with emphasis on its football-related elements.

**ACTION 9.3.1 - Adj to issue statement.**

The Board expressed disappointment that the Club's announcement about the application was issued without any consultation with the Trust. This is unhelpful to both the Trust and the Club. The reason may be oversight, but this is not the first such occasion. The Board agreed to seek an urgent minuted meeting with BC about our role, with the aim of ensuring closer and timely involvement in all major issues in the future.

**ACTION 9.3.2 - DC to arrange meeting.**

The Trust website currently holds information about a previous application rather than the new one.

**ACTION 9.3.3 - MS to remove old information and replace with link to new application.**

The first home league match on August 6th is a great opportunity to hand out flyers encouraging people to support the application. These could come from the Trust, the Club, or both together,

**ACTION 9.3.4 - DC to ensure that flyers are available for first home match.**

### **9.4 Women's Team**

The Board intends to build a close relationship with the women's team. The shop has already been opened at the first two women's games. MH will report to the Board on how to achieve this, and will consider inviting a representative of the women's team to a future Board meeting.

**ACTION 9.4.1 - MH to recommend how DHST should build its relationship with the women's team.**

## **10. Membership Engagement Update**

### **10.1 Membership Review**

10.1.1 Technology refresh

*(The sub-group had submitted a report in accordance with the Board's reporting policy.)*

AK will implement various IT changes discussed in his report, including moving the online shop from PayPal to Stripe.

The need for MH to manage AK's activities has been removed by his election to the Board.

Action **CLOSED.** *(Action 6.1.1.1 of 18 June minutes)*

#### 10.1.2 Membership renewals

We need to remind lapsed members to rejoin. NP will need help with this.

Action **CONTINUES.** *(Action amended from 6.1.2.1 of 18 June minutes)*

#### **ACTION 10.1.2.1 - NP will identify lapsed members & draft an email encouraging them to rejoin**

We agreed to discuss at a future meeting how to balance the competing desires of membership fee income and membership numbers. Would we be happy to accept a reduction in income if we could increase the number of members substantially?

#### **ACTION 10.1.2.2 - AK to provide thoughts on fee income versus membership numbers to the August meeting**

### **10.2 Coaches**

AS has published a list of coaches to be run and prices.

Action **CLOSED.** *(Action 6.2.1 of 18 June minutes.)*

DC will recoup money owed by Club.

Action **CONTINUES.** *(Action carried forward from Action 6.2.2 of 18 June minutes.)*

#### **ACTION 10.2.1 - DC to recoup Club contribution to subsidised 18/19 coaches**

### **10.3 Community sub-group**

#### 10.3.1 Community sub-group liaison with Club

AS has met Rob Hyneman to ensure co-ordinated activities in the 19/20 season. The Club's Community activities will now be under a new registered charity. This should give us access to new funding streams.

Action **CONTINUES.** *(Action carried forward from Action 6.4.2.1 of 18 June minutes.)*

### **ACTION 10.3.1.1 - AS to co-ordinate community plans with RH**

#### 10.3.2 Budget for Community initiatives

The need for an overall budget for the Community group has diminished with the prospect of new funding streams (above).

Action **CLOSED.** *(Action 6.4.3.1 of 18 June minutes)*

#### 10.3.3 Environmental Issues

The Club proposes to work with Plastic-Free ED to improve our practices.

## **11. Finance update**

*(The Treasurer had submitted a report in accordance with the Board's new reporting policy.)*

### **11.1 100 Club**

*(The Secretary had submitted a report in accordance with the Board's reporting policy.)*

The use of 100 Club funds in investment makes it important to increase income in order to replenish our resources. The action below is retained to ensure continued monitoring.

Action **CONTINUES.** *(Action carried forward from Action 7.1.1 of 18 June minutes.)*

### **ACTION 11.1.1 - PM to ensure that 100 Club membership is better marketed to fans**

PG has announced the close down of the 1893 lottery, and will attempt to persuade members to transfer to the 100 Club. The Board is keen to speed the closedown and to convert as many 1893 members as possible into 100 Club members. We will see when the August payments have been received how successful this has been to date, and decide then whether further action is appropriate.

Action **CONTINUES.** *(Action carried forward from Action 7.1.2 of 18 June minutes.)*

**ACTION 11.1.2 - PG to complete close down 1893 lottery and marketing of 100 Club to members.**

PM assisted in the transfer process as agreed.

Action **CLOSED.** (*Action 7.1.3 of 18 June minutes.*)

We need new GDPR wording for the 100 Club forms. This can be based on wording produced in 2018. PG has proposed draft wording. Adj/PM to finalise and action - MS to produce new forms.

Action **CONTINUES.** (*Action revised from Action 7.1.4 of 18 June minutes.*)

**ACTION 11.1.3 - PM to complete revision of 100 Club form.**

### **11.2 SD review of DHFC's finances**

The action below continues. We may decide to switch to using SD on planning or investment issues.

Action **CONTINUES.** (*Action carried forward from Action 7.2.1 of 18 June minutes.*)

**ACTION 11.2.1 - AA/DC to advise on brief and timing for remainder of SD work**

### **11.3 Tax return**

Adj and LB are in discussion with an external advisor as agreed. The next step is for the advisor to draft a letter which we will send to HRMC. The current expectation is that the provision we have made will be approximately adequate.

Action **CONTINUES.** (*Action amended from Action 7.4.1 of 18 June minutes.*)

**ACTION 11.3.1 - Adj/LB to complete process**

### **11.4 Payment system for Trust shop**

iZettle has been implemented successfully in the Trust shop.

Action **CLOSED.** (*Action 7.6.1 of 18 June minutes.*)

## **12. Communications & website update**

## **12.1 Access to Club website**

Action **CONTINUES.** *(Action carried forward from Action 8.1.1 of 18 June minutes.)*

### **ACTION 12.1.1 - MS to arrange access to Club website**

## **12.2 Updating Trust website**

Action **CONTINUES.** *(Action amended from Action 8.2.1 of 18 June minutes.)*

### **ACTION 12.2.1 - MS to ensure Trust website is up to date with help from AS & AK**

## **13. Merchandising update**

*(The sub-group had submitted a report in accordance with the Board's new reporting policy.)*

### **13.1 Next season's shirts**

Delivery was expected for 6 Aug, but that date may be under threat.

Action **CONTINUES.** *(Action amended from Action 9.1.1 of 18 June minutes.)*

### **ACTION 13.1.1 - MH to secure next season's shirts**

### **13.2 Licence**

DHST and DHFC have discussed the replacement of the current merchandise MoU (under which the club licenses DHST to design and sell DHFC-branded merchandise) with a licence agreement. The club will prepare a draft in due course - discussions continue.

Action **CONTINUES.** *(Action amended from Action 9.2.1 of 18 June minutes.)*

### **ACTION 13.2.1 - Adj to progress discussions on licence re merchandise with Club**

## **14. Volunteering update**

*(The sub-group had submitted a report in accordance with the Board's reporting policy.)*

## **15. Progress against DHST Objectives**



*(The Secretary had submitted a report in accordance with the Board's reporting policy.)*

## **16. Review of DHST Constitution & Rules**

### **16.1 Diversity Statement**

The action below is carried forward until the revised Constitution is agreed.

Action **CONTINUES.** *(Action carried forward from Action 12.1.1 of 18 June minutes.)*

#### **ACTION 16.1.1 - PM to incorporate new Diversity Statement in Constitution when revision is implemented**

### **16.2 Governance vs Operational Roles**

Action **CLOSED.** *(Action 12.2.1 of 18 June minutes.)*

### **16.3 Consideration of Constitution review**

The proposal for constitutional change has been agreed. We expect to arrange a Special General Meeting in the autumn to consider the adoption of the newer model. We will need to persuade one-third of the membership to attend the SGM, or to appoint proxies. This will require considerable lobbying. Failure to achieve the change would not cause major problems, but future actions around the constitution will be significantly easier if the change is made.

Action **CONTINUES.** *(Action carried forward from Action 12.3.1 of 18 June minutes.)*

#### **ACTION 16.3.1 - PM & AdJ to progress constitutional change**

## **17. Behaviour at Matches**

Rob Hyneman is likely to be responsive to our White Ribbon proposal. The initiative could perhaps be launched on International Women's Day.

Action **CONTINUES.** *(Action carried forward from Action 13.1 of 18 June minutes.)*

#### **ACTION 17.1 - MC to pursue White Ribbon proposal with the Club**

Action **CONTINUES.** *(Action carried forward from Action 13.2 of 18 June minutes.)*

**ACTION 17.2 - MC to suggest to the Club that fans should be able to report problems during a match by text to a steward**

**18. Relationships with fan organisations**

18.1 Bath City Trust

Action **CLOSED.** (*Action carried forward from Action 14.1 of 18 June minutes.*)

18.2 FSA Jacqui Forster award

Nominations were submitted as agreed, but our candidates were not successful.

Action **CLOSED.** (*Action 6.4.3.1 of 18 June minutes.*)

**19. Any Other Business**

**19.1 Technology**

**ACTION 19.1 - PM will add Technology as a standard agenda item**

**19.2 Photography**

We propose to use Ollie Jarman as the Trust's new photographer. MH/MS will agree a deal.

**ACTION 19.2 - MH/MS to arrange photography deal**

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**Date of Next Meeting: 20th August 2019 (Champion Hill Board Room)**

**Meeting closed at 22:15**

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