



Board Meeting Minutes

7.00 pm, 15th October 2019

Venue: Boardroom, DHFC

Attending: Mark Scoltock (MS) (Chair), Duncan Chapman (DC), Mel Hughes (MH), Alex de Jongh (Adj), Alex Smith (AS), Michelle Chapman (MC), Mark McGann (MM), Liam Ball (LB), Alec Koundarjian (AK), Philip Mitchell (PM) (secretary)

1. Apologies for absence

Received from Paul Griffin (PG), Nick Pittaway (NP).

2. Minutes of previous Board meeting

The minutes of the meeting held on 17th September had not yet been formally released at the time of this meeting. Actions from that meeting which are referenced below are given in full, and refer to a draft version of the September minutes. Such references will be amended in a later version of these minutes if changes in the final version of the September document make that appropriate.

3. Conflicts of Interest

None were recorded.

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

4.1 Anti-homophobia banner

This has been designed - we now just need to produce it.

Action **CONTINUES**. (Action amended from Action 4.1.1 of 17th September minutes)

ACTION 4.1.1 - MS/MH to produce anti-homophobia banner. (Previous action read "Design and production of anti-homophobia banner - MS")

4.2 Membership cards

Membership cards and forms have been added to Dropbox. Adj will sign off the welcome letter, and MS will then add it to Dropbox

Actions **CONTINUE.** (*Actions amended from Actions 4.2.1 & 4.2.2 of 17th September minutes*)

ACTION 4.2.1 - MS to add welcome letter to Dropbox when 4.2.2 is complete. (*Previous action read "MS to add membership cards, forms and welcome letter to Dropbox"*)

ACTION 4.2.2 - Adj to sign off welcome letter. (*Previous action read "Adj/MS to update welcome letter"*)

4.3 Membership discussion

The topic of membership was given priority in this meeting - see 7.1 below (*Previous action read "PM to prioritise membership discussion in next Agenda"*)

Action **CLOSED.** (*Action 16.1 of 17th September minutes*)

4.4 Disability Inclusion Project

The Trust has been contacted re the Disability Inclusion Project. Action passed from AS to MC.

Action **CONTINUES.** (*Action amended from Action 16.2 of 17th September minutes*)

ACTION 4.4.1 - MC to raise Disability Inclusion Project with RH. (*Previous action read "AS to see email and raise with RH"*)

4.5 Fundraising event

It has been suggested that we should organise a fundraising event for early 2020 to raise money for the Trust. This would be held in the bar, and might feature a quiz.

Action **CONTINUES.** (*Action carried forward from Action 16.3 of 17th September minutes*)

ACTION 4.5.1 - AS to pursue fundraising event to be held in DHFC bar.

5. Positions on the new board

All positions have now been allocated. Descriptions of the roles will be created.

ACTION 5.1 - MS/Adj to email all position holders to record their appointments.

All concerned will respond to the above email when received.

Action **CONTINUES.** *(Action carried forward from Action 5.1 of 17th September minutes)*

ACTION 5.2 - All board members to confirm that they are aware of their new roles and are happy with what is required.

We need to review the post-election Board membership to determine whether we are now able to co-opt additional member(s) on to the Board.

ACTION 5.3- PM to check whether we are able to co-opt additional board members following the recent elections.

6. Relationship with Club

6.1 Shares in Club

DHST has invested a further £8K in shares in DHFC.

Action **CLOSED.** *(Action 6.1.1 of 17th September minutes. Previous action read “LB to circulate finance update and board then to decide via email whether we are able to release the £8K.”)*

Action **CLOSED.** *(Action 6.1.3 of 17th September minutes. Previous action read “Sub-committee to meet and discuss timing of £8K investment and possibility of further investment in the Club in the future, and to pursue meeting with Ben Clasper.”)*

ACTION 6.1.1- Adj to write article for Trust website explaining what we have invested over the last period and why.

We remain concerned that our shareholding may be diluted by investment by others, and/or that to avoid dilution we may have to invest rapidly without sufficient information. Adj has discussed this topic with BC, and we believe that our concerns are understood. We will continue work in this area via the actions which follow.

Action **CONTINUES.** *(Action carried forward from Action 6.1.2 of 17th September minutes)*

ACTION 6.1.2 - Adj to raise DHFC Limited shareholders’ agreement with BC.

We will seek advice from a Trust which has raised a large amount of investment money.

Action **CONTINUES.** *(Action amended from Action 6.1.4 of 17th September minutes)*

ACTION 6.1.3 - MH to arrange to meet Bath City Trust representatives. *(Previous action read “Board member to speak to representatives from Bath City ST re raising money from fans for investment in the Club.”)*

We will also seek advice from the Football Supporters' Association.

ACTION 6.1.4 - AdJ to recontact FSA to seek advice on fundraising options.

Action to influence changes expected in the Club's articles continues.

Action **CONTINUES.** (*Action carried forward from Action 6.1.5 of 17th September minutes*)

ACTION 6.1.5 - DC to continue discussions about shareholding pre-emption agreement.

6.2 Financial relationship with Club

There was confusion over some payments to the Club re merchandise. This has now been sorted out.

There was some discussion over Club budgeting. The Trust hopes to have greater input to and visibility of this process in future years.

6.3 Governance issues

The Trust Board is concerned at the lack of formal DHFC Board Meetings, and the delay in naming directors at Companies House.

Action **CONTINUES.** (*Action carried forward from Action 6.3.1 of 17th September minutes*)

ACTION 6.3.1 - DC/AdJ to arrange meeting to discuss improved Club/Trust co-ordination.

ACTION 6.3.2- AdJ will create an issues tracking sheet for ongoing discussion with BC.

6.4 Seats on Club Board

Actions **CONTINUE.** (*Actions carried forward from Actions 6.2.1, 6.2.2 & 6.2.3 of 17th September minutes*)

ACTION 6.4.1 - MH to consider whether to join Club Board

ACTION 6.4.2 - DC to continue discussions about protocols governing Trust Board nominee directors

ACTION 6.4.3 - DC to pursue question of who the Directors of the Club are, and whether this is consistent with those registered at Companies House.

6.5 Planning Issues

Planning information on the DHST website has been updated. Al Crane has done detailed analysis of the current application.

Action **CLOSED**. (*Action 6.3.2 of 17th September minutes. Previous action read “MS and others to remove information about past planning applications and update with link to new application.”*)

6.6 Women’s Team

Action **CONTINUES**. (*Action amended from Action 6.4.1 of 17th September minutes*)

ACTION 6.6.1- MH to find out dates of women’s team meetings so that the Trust can attend and discuss how we can help them. (*Previous action read “MH to continue to recommend how DHST should build its relationship with the women’s team”*)

7. Membership Engagement Update

7.1 Membership Review

Action **CONTINUES**. (*Action carried forward from Action 7.1.1 of 17th September minutes*)

ACTION 7.1.1 - NP to identify lapsed members & draft an email encouraging them to rejoin

The Board discussed the balance between the competing desires of membership fee income and membership numbers. Some Board members felt that we should be happy to accept a reduction in income (whether through lower fees or less frequent charging, or both) if we could increase the number of members substantially, building a stronger campaigning base as a result. Other Board members thought that membership income was important, that the current level of cost was acceptable, and that paying a reasonable amount demonstrated commitment to the cause.

The Board also discussed the method by which membership is currently run (software etc), and whether a change in timing of renewals would ease the load.

The Board agreed to continue consideration of these topics through the following actions.

ACTION 7.1.2 - MH to investigate other Trusts’ membership charges and methods, and the percentage of average gate represented by the membership of other Trusts

ACTION 7.1.3 - AK will email a note proposing the benefits of the mass membership model for Board consideration

ACTION 7.1.4 - AK/PM to discuss future responsibility for membership administration with NP

ACTION 7.1.5 - PM to ensure that renewal timing and software support are discussed at a future meeting.

7.2 Coaches

DC will recoup money owed by Club by offset against other debts.

Action **CONTINUES.** (*Action carried forward from Action 7.2.1 of 17th September minutes.*)

ACTION 7.2.1 - DC to recoup Club contribution to subsidised 18/19 coaches

The Board has put considerable effort into publicising coach plans. Despite this, bookings have been low:

- the Chippenham coach was cancelled
- cancellation of the Chelmsford coach looked likely at the time of this meeting.

More positively, bookings for the Havant and Waterloo FA Cup coach were promising.

Discussion of Board members on coaches was deferred until a later meeting, as was a thorough review of whether running coaches is a viable and appropriate activity for the Trust.

ACTION 7.2.2 - PM to ensure that the topic of Board members on coaches is discussed at a future meeting.

ACTION 7.2.3 - PM to ensure that the the viability of running coaches is discussed at a future meeting.

7.3 Community sub-group

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

7.3.1 Community sub-group liaison with Club

AS continues to work together with RH, and has followed up a Carer's concession.

Action **CLOSED.** (*Action 7.3.1 of 17th September minutes. Previous action read "AS to continue to coordinate community plans with RH"*)

Action **CLOSED**. (*Action 7.3.2 of 17th September minutes. Previous action read "AS to pursue question of a Carer's concession with Southwark Carers and RH"*)

MM continues to build our relationship with LinkAge.

Actions **CONTINUE**. (*Actions carried forward from Actions 7.3.3 & 7.3.4 of 17th September minutes*)

ACTION 7.3.3 - MM to arrange access to bar during the day once per week for LinkAge.

ACTION 7.3.4 - MM to liaise with RH to arrange for a LinkAge presence at a game this season.

7.4 Xmas party

The Xmas Party will be on either 12th or 14th December.

Action **CONTINUES**. (*Action amended from Action 7.4.1 of 17th September minutes.*)

ACTION 7.4.1 - MS to finalise date of Xmas party and publicise it. (*Previous action read "MS to liaise with DHFC bar re availability"*)

8. Finance update

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

8.1 100 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 8.1.1 of 17th September minutes.*)

ACTION 8.1.1 - PM to ensure that 100 Club membership is better marketed to fans

Work on closing down the 1893 lottery and converting members to the 100 Club continues.

Action **CONTINUES**. (*Action carried forward from Action 8.1.2 of 17th September minutes.*)

ACTION 8.1.2 - PG to complete close down 1893 lottery and marketing of 100 Club to members.

MS will tweet information about 100 Club draw results when PM publishes on the website.

Action **CONTINUES.** *(Action carried forward from Action 8.1.3 of 17th September minutes.)*

ACTION 8.1.3 - PM and MS to tweet details of 100 Club draws.

PM and AK will explore feasibility of setting up electronic Direct Debit for the 100 Club. AK has produced a version of the PDF Standing Order form which can be completed on line and printed

Action **CONTINUES.** *(Action carried forward from Action 8.1.4 of 17th September minutes.)*

ACTION 8.1.4 - PM and AK to explore feasibility of setting up electronic Direct Debit for the 100 Club.

8.2 Potential liabilities

Adj and LB are in discussion with an external advisor as agreed.

Action **CONTINUES.** *(Action amended from Action 8.3.1 of 17th September minutes.)*

ACTION 8.2.1 - Adj/LB to complete liabilities process

9. Merchandising update

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

New SE22 T-shirts have been checked.

Action **CLOSED.** *(Action 9.1.1 of 17th September minutes. Previous action read "LB & MS to check quality of sample SE22 T-shirt when it arrives")*

Other merchandising actions were carried forward as below.

Actions **CONTINUE.** *(Actions amended from Actions 9.1.2, 9.1.3, 9.1.4 & 9.1.5 of 17th September minutes)*

ACTION 9.1.1 - MH to arrange photo shoot for baby products when received and confirm launch date. *(Action carried forward from Action 9.1.2 of 17th September minutes.)*

ACTION 9.1.2 - Adj to progress discussions on licence re merchandise with the Club. *(Action carried forward from Action 9.1.3 of 17th September minutes.)*

ACTION 9.1.3 - AK/MH/LB to discuss moving management of online shop from Purple to iZettle or another supplier. *(Action carried forward from Action 9.1.4 of 17th September minutes.)*

ACTION 9.1.4 - AS to source photos and design for Calendar for launch on 16th November. *(Action amended from Action 9.1.5 of 17th September minutes.)*

10. Communications & website update

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

Newsletter has been sent out.

Action **CLOSED.** *(Action 10.1.1 of 17th September minutes. Previous action read "NP to send out newsletter")*

Access to Club website has been secured.

Action **CLOSED.** *(Action 10.1.2 of 17th September minutes. Previous action read "MS to arrange access to Club website")*

Action **CONTINUES.** *(Actions carried forward from Action 10.1.3 of 17th September minutes)*

ACTION 10.1.1 - MS to pass on details of out-of-date Trust website pages to Board members.

11. IT update

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

12. Volunteering update

Volunteering emails circulated before games.

Action **CLOSED.** *(Action 11.1 of 17th September minutes. Previous action read "NP to circulate volunteering email in advance of Bognor game and potentially other October games")*

MS has published programme notes re new Board members.

Action **CLOSED.** *(Action 11.2 of 17th September minutes. Previous action read "MS to include notes re future Board members in programme on 21/09/19")*

13. Progress against DHST Objectives

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

ACTION 13.1 - PM to send a note proposing how we can make progress against current Objectives.

ACTION 13.2 - PM to propose date for annual Objectives review session.

14. Review of DHST Constitution & Rules

14.1 Diversity Statement

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

Action **CONTINUES.** (*Action carried forward from Action 13.1 of 17th September minutes.*)

ACTION 14.1.1 - PM to incorporate new Diversity Statement in Constitution when revision is implemented

14.2 Constitutional Change

We have agreed that we would like to move to a Constitution based on the current FSA version, but we doubt that we can secure the necessary number of voters in favour, even using proxies. We may return to this approach, but will initially consider whether we can achieve what is required without changing the clauses which require a large number of voters.

Action **CONTINUES.** (*Action carried forward from Action 13.2 of 17th September minutes.*)

ACTION 14.2.1 - PM & AdJ to progress constitutional change

15. Behaviour at Matches

White Ribbon initiative is expected to go ahead.

Action **CONTINUES.** (*Action carried forward from Action 14.1 of 17th September minutes.*)

ACTION 15.1 - MC to pursue White Ribbon proposal with the Club

The Board believes that reporting to a steward is an appropriate way of handling trouble in the ground.

Action **CLOSED.** (*Action 14.2 of 17th September minutes. Previous action read "MC to suggest to the Club that fans should be able to report problems during a match by text to a steward"*)

16 Relationships with fan organisations

MH represented the Trust at a meeting of the FSA.

17. Any Other Business

None.

Date of Next Meeting: 12th November 2019, 19:00 (Champion Hill Board Room)

Meeting closed at 22:15
