



Board Meeting Minutes

7.00 pm, 19th May 2020

Venue: Online (Zoom)

Attending: Alex de Jongh (AdJ) (Chair), Mark Scoltock (MS), Mel Hughes (MH), Mark McGann (MM), Alex Smith (AS), Duncan Chapman (DC), Philip Mitchell (PM) (secretary), Nick Pittaway (NP), Paul Griffin (PG), Michelle Chapman (MC) (*part of meeting*), Alec Koundarjian (AK) (*part*), Peter Wright (PW) (*part*)

1. Apologies for absence

Received from Liam Ball (LB)

2. Minutes of previous Board meetings

The minutes of the meeting of 21st April 2020 were accepted subject to a minor change.

3. Conflicts of Interest

None were recorded.

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

None.

5. Relationship with Club

5.1 Shares in Club

AdJ has written an article explaining to members our investments over the last period and our reasoning.

Action **CLOSED**. (*Action 7.1.1 of 21st April minutes.*)

We still intend to seek advice from the FSA on ways in which we could raise substantial funds if required.

Action **CONTINUES.** *(Action carried forward from Action 7.1.2 of 21st April minutes)*

ACTION 5.1.1 - PW to recontact FSA to seek advice on fundraising options.

We have discussed fundraising methods and ownership models with the Bath City Trust.

Action **CLOSED.** *(Action 7.1.3 of 21st April minutes.)*

Discussions with the Club about possible further investment by the Trust in return for shares have continued. Our confidence in the Club's viability, transparency and governance has now improved. The Trust Board authorised Adj to proceed with an investment of up to £30K if requested, subject to normal checks.

ACTION 5.1.2 - Adj to continue discussions about possible investment.

Action **CONTINUES.** *(Action carried forward from Action 7.1.4 of 21st April minutes)*

The Board notes that more investment could take the Trust's shareholding above thresholds of interest to Companies House (25%) and the National League (30%). We will monitor the position and consider implications.

ACTION 5.1.3 - Adj to monitor position re shareholding thresholds.

5.2 Club/Trust Communications

Adj has created an Issues Tracking Sheet re topics under discussion with the Club, and has sent it to Ben Clasper (BC) and to Board members. He will continue to update this as a rolling record of Club/Trust interest areas.

Action **CLOSED.** *(Action 7.2.1 of 21st April minutes.)*

5.3 Seats on Club Board

DC's nomination to the Club Board has now been registered at Companies House. MH will be the Trust's second nominee director. The Trust Board recorded its pleasure with her decision to take the role.

Action **CLOSED.** *(Action 7.3.1 of 21st April minutes.)*

BC invites the Trust to propose people to take roles in some or all of the 8 areas into which he has organised the Club's operations into 8 areas, and or all of them.

ACTION 5.3.1 - All to propose nominees for Club operational areas to Adj.

ACTION 5.3.2 - Adj to pass nominations to BC by May 26th.

5.4 Planning Issues

DC reported that no date for determining the result of Meadow's planning application has yet been set. The action below is carried forward in case further action is required.

Action **CONTINUES.** (*Action carried forward from Action 7.4.1 of 21st April minutes*)

ACTION 5.4.1 - Adj to ask BC how the Trust can help to progress the planning issue.

The Board noted that a misleading banner against the development has been put up on GreenDale. We will consider whether any response is appropriate.

5.5 Women's Team

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

Nothing further to report.

6. DHST AGM 2020

The Board agreed to proceed towards an Annual General Meeting (AGM) to be held in July, using a timetable proposed by PM. The Board further agreed that the AGM will be held by Zoom. This decision is consistent with the Trust's Rules, according to advice received from the FSA.

ACTION 6.1 - PM to proceed with planning of AGM and necessary announcements.

7. DHST Board Election 2020

The Board agreed that an election to the DHST Board will be held in the coming months, with the results to be announced at the AGM. The Board further agreed that email voting will be used wherever we have email details for a member, with postal voting for others. PM had issued a proposed election timetable. This was approved.

Action **CLOSED.** (*Action 18.1.1 of 21st April minutes.*)

PM, MS and Mark Doidge (from Whitehawk) were confirmed as members of the Election Management Group (EMG). A further member may be appointed in the coming week.

ACTION 7.1 - PM to finalise membership of EMG

Two Board members (DC and NP) will retire by rotation at the AGM, and may offer themselves for re-election. As the Constitution requires that at least four positions be made available in the election, other elected Board members had been asked to consider whether they would like to retire at the AGM.

Action **CLOSED**. (*Action 18.1.3 of 21st April minutes.*)

PG informed the Board that he will retire at the AGM. The Board thanked PG for his service during his Board membership.

We require one further Board member to retire at the AGM. In accordance with the Trust's Rules and Election Policy this person will be taken from those who have been Board members for the longest period, i.e. MC, MH, MM & AS. If none of these people has volunteered to retire by May 25th, PM will pick one by a random draw, witnessed by MS. The Board member selected will be welcome to offer themselves for re-election.

ACTION 7.2 - PM to determine fourth Board member to retire

ACTION 7.3 - PM to progress election process

It is important that good candidates are encouraged to make themselves available as candidates in the election. All Board members (except EMG members) should encourage suitable people.

Action **CONTINUES**. (*Action amended from Action 18.1.2 of 21st April minutes.*)

ACTION 7.4 - Board members to encourage Trust members to stand for election to the Board

8. Review of DHST Constitution & Rules

The FSA are to send us a clean copy of a new version of our Rules which they believe will be acceptable to the FCA. This will be submitted to the membership at a Special General Meeting (SGM). If the new text is received in time, we will hold the SGM on the same evening as the AGM. In any event, we will hold the SGM by Zoom.

ACTION 8.1 - PM to monitor FSA response and arrange SGM when possible

Action **CONTINUES**. (*Action carried forward from Action 15.1.1 of 21st April minutes.*)

9. Membership Engagement Update

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

9.1 Membership Review

AK had written a report proposing a new approach to membership.

Action **CLOSED**. *(Action 8.1.2 of 21st April minutes.)*

The Board agreed the new approach to membership which AK had proposed in his report. In essence:

- A. DHST will move to season-based membership. (The choice of start month remains pending.)
- B. The transition will be managed by extending current memberships until the end of the relevant season. (We will encourage members to make a donation in recognition of the free period.)
- C. We will introduce lifetime memberships.
- D. We will merge child and concession rates.
- E. We will change the payment technology.

ACTION 9.1.1 - AK to implement new membership scheme

Certain actions are superseded by this change:

Actions **CLOSED**. *(Action 8.1.1, 8.1.4, 8.1.5 of 21st April minutes.)*

MC has written text explaining why people should join and assist the Trust. We will use this following the incorporation of comments and amendments from other Board members.

Action **CONTINUES**. *(Action carried forward from Action 8.1.3 of 21st April minutes)*

ACTION 9.1.2 - All to comment on MC's note and suggest amendments (if any)

9.2 Coaches

Action **CONTINUES**. *(Action carried forward from Action 8.2.1 of 21st April minutes.)*

ACTION 9.2.1 - PM to ensure that the viability of running coaches is discussed at a meeting in time for next season

9.3 Community sub-group

9.3.1 Community sub-group liaison with Club

Action **CONTINUES.** *(Action carried forward from Action 8.3.1 of 21st April minutes)*

ACTION 9.3.1 - MC to discuss Disability Inclusion Initiative with RH & check if DHST can assist.

Action **CONTINUES.** *(Action amended from Action 8.3.2 of 21st April minutes)*

ACTION 9.3.2 - MM to liaise with RH to arrange for a LinkAge presence at a Sunday game.

MC has written a Newsletter update re the sustainable bar materials initiative. This has potential, but is dependent on a level of business that may not be achievable in the next period.

Action **CONTINUES.** *(Action carried forward from Action 8.3.3 of 21st April minutes)*

ACTION 9.3.3 - MC to progress sustainable bar materials initiative.

AS will design, in liaison with the Club, an online event to entertain our junior members during lockdown.

Action **CONTINUES.** *(Action carried forward from Action 8.3.4 of 21st April minutes)*

ACTION 9.3.4 - AS to design online event for junior members.

A fans' forum was considered, but will be replaced by the AGM.

Action **CLOSED.** *(Action 9.3.5 of 21st April minutes.)*

9.4 Pint of Science

The family of events planned for May has now been postponed. There may be a smaller set of Pint of Science events late in the year, but the proposed Dulwich event will be deferred into 2021.

Action **CLOSED.** *(Action 9.4.1 of 21st April minutes.)*

10. Finance update

10.1.1 Finance Overview

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

Action **CONTINUES.** *(Action carried forward from Action 9.1.1 of 21st April minutes)*

ACTION 10.1.1 - LB to produce financial model of Trust's year

Action **CONTINUES.** *(Action carried forward from Action 9.1.2 of 21st April minutes)*

ACTION 10.1.2 - LB to produce 2019 FY accounts

10.2 100 Club

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

Action **CONTINUES.** *(Action amended from Action 9.2.1 of 21st April minutes.)*

ACTION 10.2.1 - PM and AK to keep 100 Club payment methods under review.

10.3 Potential liabilities

Action **CLOSED.** *(Action 9.3.1 of 21st April minutes.)*

11. Merchandising update

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

Action **CONTINUES.** *(Action carried forward from Action 10.1 of 21st April minutes.)*

ACTION 11.1 - MH to investigate adding promotional tags to merchandise

ACTION 11.2 - MH to consider selling DHFC masks

12. Communications & website update

MH has checked through each website page, and now needs a volunteer to complete work on each page.

Action **CONTINUES.** *(Action amended from Action 11.1 of 21st April minutes)*

ACTION 12.1 - All subgroups to update out-of-date Trust website pages in discussion with MH

Newsletter content has been sent to MS.

Action **CLOSED**. (*Action 11.2 of 21st April minutes.*)

Action **CONTINUES**. (*Action carried forward from Action 11.3 of 21st April minutes*)

ACTION 12.2 - MS to produce and issue Newsletter

13. IT update

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

Nothing to report (but note the large IT component of the comments under Membership above).

14. Volunteering update

The lockdown makes it difficult to provide volunteering opportunities, e.g. in support of the DoE scheme. We will investigate whether we can support the local food bank.

15. Progress against DHST Objectives

Action to arrange an Objectives review session is retained, but deferred indefinitely given lockdown.

Action **CONTINUES**. (*Action carried forward from Action 14.1 of 21st April minutes*)

ACTION 15.1 - PM to arrange annual Objectives review session.

16. Behaviour at Matches

It remains the Board's intent to implement the White Ribbon proposal, though this is inevitably delayed. MC will discuss with BC what he has in mind re a Code of Conduct.

Action **CONTINUES**. (*Action carried forward from Action 16.1 of 21st April minutes.*)

ACTION 16.1 - MC to pursue White Ribbon proposal with the Club

17. Relationships with fan organisations

Nothing to report.

18. Any Other Business

None.

Date of Next Meeting: 16th June 2020, 19:00 (probably online - tbd)

Meeting closed at 21:00
