



Board Meeting Minutes

7.30 pm, 20th April 2021

Venue: Online (Google Meet)

Attending: Alex de Jongh (AdJ) (Chair), Mark Scoltock (MS), Mel Hughes (MH), Mark McGann (MM), Philip Mitchell (PM) (Secretary), Tim Scott (TS), Alex Smith (AS), Sarah Ponsford (SP), Gen Williams (GW)

1. Apologies for absence

Liam Ball (LB), Arec Koundarjian (AK), Duncan Chapman (DC)

2. Minutes of previous Board meetings

The minutes of the meeting of 16th March 2021 were accepted.

3. Conflicts of Interest

None were recorded.

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

None.

5. Board Membership

5.1 Positions and Roles

AdJ and MS remain in touch with people who have previously expressed interest in joining the Trust Board, with a view to inviting them to stand for election in the summer.

Action **CONTINUES.** (*Action carried forward from Action 5.1.1 of 16th March minutes*)

ACTION 5.1.1 - MS/Adj to maintain contact with UK-based candidates

Further discussion required to agree exactly what form of investment help is required. This may well take some time.

Action **CONTINUES.** *(Action carried forward from Action 5.1.2 of 16th March minutes)*

ACTION 5.1.2 - DC to continue discussion with Investment candidate

SP has produced a 3-year plan re Diversity. All Board members will comment on it by May 4th.

Action **CONTINUES.** *(Action amended from Action 5.1.3 of 16th March minutes)*

ACTION 5.1.3 - All to comment on Diversity plan by May 4th

5.2 Board Member Development

Nothing to report.

5.3 Election and Succession Planning

PM has confirmed in discussion with the FSA and the FCA that electronic AGMs are permitted under our current Rules. (See related commentary in Section 8.)

Action **CLOSED.** *(Action 5.3.1 of 16th March minutes)*

All Board Members should inform the Chairs before the next monthly meeting if they intend to step down in the summer and, if not, which role(s) they would like to perform in the future. The Board also discussed the need for backup for Board members responsible for key roles.

Action **CONTINUES.** *(Action amended from Action 5.3.2 of 16th March minutes)*

ACTION 5.3.1 - All to advise on board membership plans and future roles.

All Board members will consider how to encourage candidates to put themselves forward for election to the Trust Board, with diversity in particular in mind. (EMG members - see above - should not have contact with, nor propose, specific candidates.)

Action **CONTINUES.** *(Action carried forward from Action 5.3.3 of 16th March minutes)*

ACTION 5.3.2 - All to consider ways of encouraging candidates to stand for election to the Board

PM has issued a revised plan of the arrangements for the AGM and Election. He will draft AGM and Election documentation for agreement at the next monthly Board meeting. (The documentation is to be issued in late May.)

ACTION 5.3.3 - PM to draft AGM and Election documentation

6. DHFC Operations

6.1 Report on Club Board Meetings

Nothing to report.

6.2 Issues for Next Club Board Meeting

Adj will send to MH a list of topics for discussion with BC at tomorrow's Club Board meeting.

The Board agreed to issue a standing invitation to BC to attend (part of) our monthly Board meetings.

ACTION 6.2.1 - Adj/MS to invite BC to future monthly meetings and to the AGM.

7. Relationship with Club

7.1 Shares in Club

Action **CONTINUES.** (*Action amended from Action 7.1.1 of 16th March minutes*)

ACTION 7.1.1 - TS to recontact FSA to seek advice on fundraising options (once Adj has briefed him)

7.2 Club/Trust Communications

BC has asked the Trust to consider working closely with the club re match day operations and the like. We don't have unlimited resources, but we are happy to help with our list of people interested to volunteer.

BC has also asked us to consider stadium funding, since the Club and the Trust will presumably need the stadium to have facilities in excess of those provided by Meadow. This may be done by seeking funding for ancillary items by engagement with fans. The Board agreed that the Trust would be very happy to (for example) help to define the requirement, get people to sponsor specific things, get local companies to help. The Trust would expect to receive shares in return for our efforts and investment.

ACTION 7.2.1 - Adj to respond to BC re funding of stadium facilities

7.3 Seats on Club Board and Positions on Club Committees

Our current Code of Conduct for Nominee Directors requires that such directors be elected members of the Trust Board. The Board agreed to amend that wording so that a co-opted Trust Board member can act as a Nominee Director. PM will issue new versions of the Code of Conduct and the associated Role Profile. The Board agreed that the new versions will be adopted if no comments are received by April 27th.

ACTION 7.3.1 - PM to circulate revised versions of Code of Conduct and Role Profile

ACTION 7.3.2 - All to comments on revised documents by April 27th

MH does not expect to stand for re-election in the summer, but is happy to remain a Director of the Club. She would also be happy to be co-opted on to the Trust Board, if the new Board wishes to re-appoint her. Her responsibilities on the Trust Board would be limited to acting as Nominee Director on the Club Board.

The new Board will (in accordance with the Code of Conduct) need to vote on whether to reappoint MH and DC after the Election. PM will ensure that this happens.

ACTION 7.3.3 - PM to ensure that post-July Board votes on appointment of nominee directors.

7.4 Planning Issues

Little further news at present - increased contact with BC would help us to see how we can contribute.

7.5 Women's Team

The women's team is to be covered on DHTV.

Action below is carried forward for the time when fans return.

Action **CONTINUES.** (*Action carried forward from Action 7.5.1 of 16th March minutes*)

ACTION 7.5.1 - GW to arrange membership drive at a future women's game

8. Constitution & Rules

While we are able to hold electronic elections and AGMs under our current Rules (see 5.3), the Board agreed to update our Election Policy and Standing Orders for General Meetings in order to clarify our intended practices.

PM will circulate revised versions of both Policies for comment. The revised Policies will be adopted if no comments are received by April 27th.

ACTION 8.1 - PM to circulate revised versions of two Policies

ACTION 8.2 - All to comments on revised Policies by April 27th

9. Membership Engagement Update

9.1 Membership Review

Action **CONTINUES.** *(Action carried forward from Action 9.1.1 of 16th March minutes.)*

ACTION 9.1.1 - Adj to document idea and projections

The action below is retained for the moment, but may take the form described above.

Action **CONTINUES.** *(Action carried forward from Action 9.1.2 of 16th March minutes.)*

ACTION 9.1.2 - AK will email people whose membership lapsed 2-3 years ago to encourage them to rejoin when text is agreed

A Membership sub-group consisting of SP, GW, AS, Adj, AK, MS and TS was formed last month. It has agreed that an annual membership card will be produced, and that the Trust will distribute it and badges.

The Board also discussed the use of Direct Debit (via an intermediary) option for membership. The Board agreed to use a restricted Direct Debit, so that people are notified in advance of a renewal. Adj will ask AK to implement this approach.

ACTION 9.1.3 - Adj will ask AK to implement Direct Debit payment of membership

PM and AK have examined the Rules re the membership status of people who, having joined, fail to pay the renewal fee. Adj will also give his view.

Action **CONTINUES.** *(Action amended from Action 9.1.3 of 16th March minutes.)*

ACTION 9.1.4 - Adj will check membership status of people who don't pay renewal fee

9.2 Coaches

Nothing to report.

9.3 Community sub-group

Action **CONTINUES.** *(Action carried forward from Action 9.3.1 of 16th March minutes)*

ACTION 9.3.1 - AS/MM/GW to progress discussion re Kail Foundation relationship and respective responsibilities

Action **CONTINUES.** *(Action carried forward from Action 9.3.2 of 16th March minutes)*

ACTION 9.3.2 - TS/SP to progress sustainable bar materials initiative when appropriate

Action **CONTINUES.** *(Action amended from Action 9.3.3 of 16th March minutes.)*

ACTION 9.3.3 - MH will press the Club Board re signing up to the White Ribbon initiative

ACTION 9.3.4 - TS will consider whether the Trust should sign up to the White Ribbon initiative

Action **CONTINUES.** *(Action carried forward from Action 9.3.4 of 16th March minutes.)*

ACTION 9.3.5 - PM to ensure that sustainability is examined post-COVID

10. Finance update

10.1 Finance Overview

Action **CONTINUES.** *(Action carried forward from Action 10.1.1 of 16th March minutes.)*

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

Action re rates on the Club Shop is closed for the time being.

Action **CLOSED.** *(Action 10.1.2 of 16th March minutes)*

10.2 100 Club

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

AK has produced an initial version of a website page for one-off sales of 100 Club tickets.

Action **CONTINUES.** *(Action amended from Action 10.2.1 of 16th March minutes.)*

ACTION 10.2.1 - AK and PM to finalise new 100 Club payment option

Action **CONTINUES.** *(Action revised from Action 10.2.2 of 16th March minutes)*

ACTION 10.2.2 - GW/MS to get 100 Club draw results on DHTV when possible

Action **CONTINUES.** *(Action carried forward from Action 10.2.3 of 16th March minutes)*

ACTION 10.2.3 - GW/MS/PM to discuss how to improve promotion of the 100 Club.

10.3 Donations

Action **CONTINUES.** *(Action carried forward from Action 10.3.1 of 16th March minutes.)*

ACTION 10.3.1 - Adj to contact BC about investing a recent donation in the Club.

11. Merchandising update

Action **CONTINUES.** *(Action carried forward from Action 11.1 of 16th March minutes.)*

ACTION 11.1 - MH/Adj to consider licensing proposal and discuss with BC

Discussion is under way about merchandising responsibilities - the Club may want to take on more ownership of this operation. We need to understand BC's intentions in this respect before we can determine the appropriate approach for the future.

The new Board will need to find two people to take on MH's merchandising role after the Election. MH will provide a handover.

ACTION 11.2 - All to consider how merchandising will be managed in future

12. Communications & website update

Action **CONTINUES.** *(Action carried forward from Action 12.1 of 16th March minutes.)*

ACTION 12.1 - Comms leads to give monthly plans to MS

Action **CONTINUES.** *(Action carried forward from Action 12.2 of 16th March minutes.)*

ACTION 12.2 - MH to consider general Trust advertising on DHTV

GW has begun the website improvement process.

Action **CONTINUES.** *(Action amended from Action 12.3 of 16th March minutes.)*

ACTION 12.3 - All to assist GW in updating the website

AS has nearly finished a newsletter for the membership.

Action **CONTINUES.** *(Action reallocated from Action 12.4 of 16th March minutes.)*

ACTION 12.4 - AS to draft newsletter

13. IT update

Nothing to report.

14. Volunteering update

Nothing to report.

15. Objectives

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

MS and DC have submitted baselines for their Objectives.

Action **CLOSED.** *(Action 15.1 of 16th March minutes)*

16. Relationships with fan organisations

PM attended an FSA meeting at which an FCA representative explained how Trust Boards can use their services.

17. Any Other Business

The Board discussed the possibility of arranging a pre-season social event at the Club, once people have returned to larger gatherings.

Date of Next Meeting: Tuesday 11th May 2021, 19:30 (online)

Meeting closed at 21:50
