



*We Own Our Football Club*

## **Exeter City AFC Supporters Society Ltd**

### **Trust Board Meeting Minutes Part A**

#### **Meeting held in the RGB Legends Lounge**

**Date: 11 October 2022**

**Trustees present:** Nick Hawker, Will Barrett, Julen Beer, Mark Cordell, Elaine Davis, Nick Edwards, Pete Ferlie, Clive Harrison, Richard Knight, Kayleigh Jade West

**Apologies:** Neil Le Milliere, Doug Gillard,

**Officers present:** Steve Chudley (Finance Officer), Phil Burden (Secretary), Pete Cordwell (Minutes Taker) Celia Lowman (Membership Secretary)

**Apologies.** none

Trust members present. Paul Furnbanks, Steven Chown, Alistair Yates.

#### **Part B Summary**

Under Part B of the Trust Board meeting, the Trust Board:

1. Approved the accounts for 2021/22
2. Heard from the Chair about some of the circumstances surrounding the departure of the Manager
3. Discussed actions being taken to prevent abusive chanting in the ground.
4. Discussed the need for a code of conduct for Club employees and Trustees.
5. Were informed about the signing of the lease on the OTR building.

#### **Approval of minutes from August Meeting**

Approval of Part A minutes proposed by Clive Harrison, seconded by Richard Knight

Approved unanimously

#### **Matters Arising**

None.

#### **Update of Part A matters from Chair.**

NH is preparing for manager interviews.

**VeryConnect** (new trust membership software). CL, Membership Secretary, is working hard on cleaning data. We should have a vibrant interactive system. Members' names are being imported, packages are being set up. Will be able to pay cardless and directly to Supporters' Trust. Family payments are in the process of being sorted. There has been a surge in interest since priority ticketing system for Plymouth Argyle game was announced. Membership at 3,500 (inc 600 Junior Grecians)

It was confirmed that no tickets have been sold to Plymouth supporters in Exeter City areas for the away game with Plymouth Argyle.

AY. (Trust member) The view has been expressed that season ticket holders should have priority alongside Trust members.

AGM arrangements. Speakers, Justin Quick, Nick Hawker, Julian Tagg.

### **Any Other Part A business**

None

### **Working Group Updates**

#### Finance and Governance Group

The accounts for 2021/2022 have been approved and work is taking place on how to present them more effectively.

SC (Trust member). It would be useful if the minutes of these working groups could be posted on the website. Meeting agreed that there's no reason not to do so.

#### Ownership and Membership Group

Next meeting is on Wednesday. "One Club", new membership scheme is successful so far.

**Veryconnect** is hoping for a mid November launch. All members will be asked to reregister. Press release around that time.

AY asked for more detail about **Veryconnect**. It is interactive; allows emails, newsletters, voting, blog – all in one place.

#### Community Working Group

NH and DG attended unveiling of Jack Leslie statue. Very moving and poignant presentation.

Fleetwood is the Rainbow Laces Game. Chair of DCC, who is focussing on diversity has been invited.

Discussions have taken place about how to receive and store material for ECI Jelly Shop

#### Communication and Engagement Group

Main focus has been on AGM and election. Pleased that there is a good number of candidates.

ED promoted Pitch Perfect. Not enough tickets have been sold.

AGM. Any resolutions would have to be considered by Trustees by email as there is no meeting before the AGM.

AY. Had emailed about timing of hustings. As a candidate timing for him was difficult, after Plymouth game, but regrettably the decision was made to stay with original timing. It was possible for him to meet voters on a match day. He'll be available after Oxford game and is happy to do this in conjunction with other candidates.

PF (Trust member) Question about comms around new manager. There will be announcements from the Club.

### **Kit Out the Cliff Update**

£45,500 raised so far. Online auction should be close to £3,000, quiz maybe another £1,000. Exeweb have been particularly generous. Thanks to everyone.

Last £1,000 could be “sticky”. Plans for a competition to identify player images.

### **20 in 23 (Twenty Years Owning Our Club)**

2023 is anniversary of Trust Ownership. A Trustee will be needed to organise celebrations. Please email ED. Might start with a calendar of momentous events in Trust history. Actual date is 4 September. NH has asked FSA if they'll hold their AGM here. 2023 is also anniversary of “White Horse Final” at which Dick Pym was in goal. Topsham Museum is having an exhibition and we are expecting an invitation to a private showing.

SC. 30<sup>th</sup> anniversary of ECI is next year. It could be celebrated with the Trust anniversary.

AY. Has been in touch with Brian McDermott with a view to organising an event for World Mental Health Day at the ground. It would be supported by AY's company and profits could be split between Mental Health charity and the Club. Some dates need to be suggested.

### **Any Other Part A Business.**

#### **Trust AGM Resolution No 1 (Donation to Loan)      NH**

**“The TB proposes that the existing £100k cash donation to the Club, paid monthly, is converted to a loan. This would be subject to the Club not being disadvantaged in respect of the EFL Salary Cost Management Protocol (SCMP), and negatively impacting the playing budget. The purpose for making this change is to allow the Trust to receive repayment of the loan by way of shares, thus growing our % holding in line with the strategic aim of reaching a 75% +1 shareholding.”**

*Word “annual” to be added after “existing”*

*Add separate sentence at end. “This will take effect from 1<sup>st</sup> January 2023.”*

AY. If 57% of shareholders are contributing so much, shouldn't we be encouraging the remaining shareholders to contribute more?

NH. This has been discussed. Will seek to gain advice. Many hold only one or two shares and are not wealthy.

MC. This proposal is aimed at these shareholders. If they don't contribute, they will have a smaller percentage of total shares.

#### **Trust AGM Resolution No 2 (CTA and Governance Manual)      NH**

**“The TB gives permission for the Club to remove the Club Trust Agreement (CTA) and Governance Manual from Club Articles.”**

#### **Supporting Information**

This is a Club Board matter, but membership approval is sought. Both the CTA and the Governance Manual are ‘living documents’ and could quite easily change several times during the year. At present, due to them being a part of the Articles, as opposed to separate, any change must be made at a Club general meeting and requires the consent of the club shareholders. We would, of course, always achieve this, but for the sake of ease, whereby changes could be made at Club Board meetings (following approval by the Trust), it seems sensible to remove them from the Club's Articles.

It is worth noting that within the Articles any failed compliance around the requirements of these documents would be remedied via the Company's Act and recompense could be sought from the director(s) who caused the failure. Separated from the Articles any non-compliance would be dealt with under Contract Law, which would involve legal representations.

**Trust AGM Resolution No 3 (Club Board Parity)            NH**

**“The Trust Board shall remove the requirement for there to be parity of voting directors between those appointed directly from the Trust, and those appointed from external sources.”**

Supporting Information

1. The Trust already appoint ALL DIRECTORS regardless of how they were sourced. The Trust may choose to appoint the entire Trust Board to the Club Board or none;

2. The Trust can dismiss ANY DIRECTOR with immediate effect;

3. There is no requirement for Trust Directors to vote in unison. Indeed, this could be detrimental to the legal requirement of being a company director and there is a danger of fettering individuals. Frequently, they have not done so in the past;

4. The time commitment required to perform a directorial role is significant and it may not always be possible to achieve parity simply due to the availability of people willing or able to do so. As such, the only way to achieve parity would be to reduce the club board by removing people who may already be playing a valuable role;

The number of Trustees appointed to the Club Board shall never be less than two. This would ensure that there is an appropriate check & balance function.

**Any Other Business**

MC is approaching the Terrace about Trust merchandise for the Club shop.

Jamie from Big Step (against gambling advertising and sponsorship in football) is to be invited to December meeting. (JB)

In reply to a question about energy price increase, the meeting was told that the rate is fixed for the rest of the season. Moving kick off times has been mentioned but this was on a club by club basis. Arguments were raised against the idea.

PF asked about legacies from wills. NH is to approach firm of solicitors to see if they will administer it.

Elaine Davis, who is stepping down, offered a farewell to the Trust, wished everyone best of luck in the future and thanked them for their support and friendship.

**Date of next meeting:**

Monday 14th November 2022 at 18:00.