



**Exeter City FC Supporters' Trust**

# **The Trust Review 2020**

**Dr Mike Finn**

**FINAL REPORT**

## Introduction and terms of reference

The Trust Review was constituted by a members' motion at the 2018 AGM. The High Level Requirement contained in the terms of reference for the review, as mandated by the motion, is as follows:

*"To review and comment upon how the Trust Board and its officers communicate matters to its members to ensure maximum understanding of Trust Board function and its engagement with the Club.*

*To specifically review and comment upon the content and communication to members of matters reserved for Trust Board Meeting Part B matters, including a review on requirements around confidentiality (i.e. the need for).*

*To review the adherence of legislative requirements in respect of GDPR and of member information."*

The Reviewer, Dr Mike Finn, a Trust member but not a Trust officer, was appointed by the Trust Board in consultation with the movers of the motion in May 2019. The research project was originally intended to complete with a presentation for the 2019 AGM, but for health reasons this was not possible.

### Methodology

The Review has included extensive research using published primary material relating to the evolution of the Trust model and the development of the club, dozens of confidential and on-the-record interviews with Club staff, Trust officers, and figures from the football sphere including staff of the Football Supporters Association. The Reviewer is grateful also for support and interviews from other Football Clubs and Trusts that have played a role the Trust movement (past and present), including Northampton Town Supporters Trust and Wycombe Wanderers Supporters Trust. A survey of the Trust membership was also conducted in early April 2020.

Here presented are the findings and recommendations of the Trust Review 2020.



Dr Mike Finn  
Trust Reviewer  
June 2020

# Executive Summary

## Background

- **Exeter City FC Supporters Trust** have been majority shareholders (holding at least 52% of shares) in Exeter City FC since 2003. A membership organisation, it provides supporter ownership of the Grecians. At the 2018 Annual General Meeting a resolution was passed commissioning a review of Trust communications and governance issues including specific reference to discussion and minutes of Trust Board meetings (Annex A)
- **This Review** was conducted by Dr Mike Finn, an ordinary member of the Trust appointed by the Trust Board following discussions with the movers of the resolution has been conducted between May 2019 and April 2020. It has incorporated dozens of off the record and on the record interviews with a range of stakeholders across the Trust, Exeter City FC, and the wider football sphere, including the FSA and other clubs in the Trust movement. It culminated in a brief survey of the Trust membership conducted in early April 2020. An interim report was published in November 2019 for the Trust AGM that year.

## Recommendations: Governance and communication

- **The Reviewer's overall assessment** is that the Trust's structures and practices are fit for purpose, that the Trust Board pursues the objectives of the Trust honourably and correctly, and that allowing for the tensions that always exist in representative membership organisations, the Trust excels in delivering on the slogan 'we own our football club' in ensuring meaningful participation by members in the Trust's mission, and representing the interests of members and the wider fanbase to the Football Club itself.
- **Trust Board.** However there are improvements that could be made. In connection with the Trust Board, the allocation of materials for discussion to Part A (open minutes) and Part B (confidential discussion) is at times unclear, and the criteria for allocation of such materials isn't widely-known or understood by the members of the Trust. The majority do not understand the distinction and many did not even know the distinction exists. This can be straightforwardly remedied with better communication of the nature of the Part A / Part B distinction, and of the existence of Trust Board minutes and notification to members of their publication. Publication of a **Trust Board Guide** - potentially as part of a **Trust Members' Handbook** - is recommended.
- **Advisory Groups.** These groups are appointed by the Trust Board and offer a degree of expert support and advice to the Trust Board in the discharging of its activities. Their activities can be better communicated to the membership through regular updates.
- **Newsletter, website, Trust digital and social media.** Trust communications via electronic and digital media are good and appreciated. There are

improvements which could be made; **the Newsletter could feature a series of links to 'standing items'** (e.g. Advisory Group updates, latest Trust Board minutes) which would balance succinctness against detail. The Trust could do more with social media, as a number of survey respondents suggested. In one sense the Trust has the difficulty that its social media output will inevitably be overshadowed by that of the Football Club, which has an expertly-run social media operation which excels in communicating with the fans. But the **Communications Advisory Group should take on a role ensuring greater development of a social media strategy.** The Website serves as an effective repository for Trust information, but a number of respondents and the Reviewer agree with the need for **greater use of video** which can then be used across platforms.

- **Continuing need for hardcopy communications.** A printed version of the latest Newsletter should be available for members on matchdays via the Trust Stall.
- **Elections.** Much greater use of video and digital media should be used in the promotion of elections and to facilitate the participation of the broadest range of candidates who wish to stand.
- **The implementation of online Trustee/Chair of Trust Board Q&A sessions.**
- **GDPR.** The Trust has a comprehensive data protection policy within which it operates and the Reviewer has no obvious concerns.

# 1.

**Background: Exeter City, the evolution of the Trust, and the need for a Trust Review**

# The history and the context

Exeter City Supporters' Trust was founded on the 6th May 2000. Inspired by the example of the Supporters' Trust at Northampton Town FC, the Trust initially sought supporter voice within the Football Club, and contributed financially to the signing of players (Porter, 2019). Due to the mismanagement of the Football Club by the then-senior executive team, the Trust in early 2003 formally changed its constitution to seek ownership of the club. Following the Grecians' relegation to the Conference in 2003, the previous owners handed over control of the Football Club to the Trust.

To Grecians of a certain age what followed then is well-known, and is documented in Nick Spencer's *Never Say Die*. The club, insolvent, was on its knees and the Trust - through an epic effort by its members and volunteers - effectively saved it. Being drawn against Manchester United in the FA Cup in 2005 helped restore the club's finances. Following the appointment of Paul Tisdale as Football Club manager in 2006, the Grecians returned to the Football League and enjoyed a brief tenure in League One before returning to League Two where, in recent times, the club have been perennial promotion-chasers.

Exeter City was and is part of a broader 'Trust movement', which began at Northampton Town in 1992, when a group of supporters discontented with the ownership of their football club began an effort to gain supporter representation at the football club. As Brian Lomax, a key figure in the development of the Northampton Town Trust later noted:

Historically, it has usually taken a crisis such as potential insolvency before directors have turned to supporters for help and participation. There is no good reason why this should be so, given the number of successful outcomes we have witnessed... (Lomax, 2000: 85).

Though with the arrival of Supporters' Direct in 2000 (Martin, 2007: 643, Jaquiss, 2000) a template 'Trust model' was developed, no two Trusts are the same, and - by their nature as supporters' organisations - they have different ambitions and contexts which they inhabit. As Chris Porter notes, this presents challenges in the longer-term given the different aspirations supporters hold in respect of supporter-ownership:

Football fandom contains a complex mix of outlooks on the prospects for supporter ownership, some more radical than others. The formal mechanisms of the supporter ownership movement have proven adept at gathering up a diverse mix of aspirations into a coherent whole in the face of immediate local crises. As the challenges eventually become more long term and strategic however, with the realities of compromise and opportunism laid bare, uncomfortable questions arise. The supporter ownership movement trips over its own feet at this point (Porter, 2019: vi).

Porter's perspective recognises the dilemmas supporter-owned football clubs increasingly face. Yet, the Trust movement and supporter ownership in general continue to reflect 'the positive role that supporters play in football...harnessed in formal mechanisms that allow supporters a greater say in how their clubs are run' (Hamil et al., 2001: 1).

Increasingly, as Richard Irving of the Football Supporters' Association (FSA) noted in an interview with the Reviewer, Trust-owned football clubs have become attractive propositions to would-be investors looking to purchase well-run football clubs rooted in their communities (Irving, 2020). This is both a testament to the effectiveness of supporter ownership, but also (potentially) some argue its limitations.

Exeter City's model - though based on the Supporters' Direct template - is nonetheless conditioned by particular circumstances. For his part David Treharne, former football club and Trust chairman, has argued, the Trust model at Exeter City owes much to the exigencies of the takeover and the battle to keep the club afloat, though the Trust has evolved significantly since then (Treharne, 2016).

As the Trust opted at Exeter City for a model of 'Trust-owned, but not Trust-run', with two boards, a professional Football Club Board and a Trust Board, with Trust members sitting on both, there has been a consistent attempt at both democratic accountability but also the recognition of the importance of expertise in the management and administration of a professional football club. The Trust itself has tried to balance the challenge of operating a democratic representative organisation with the introduction of expertise within the Trust itself, and the Advisory Groups constituted by the Trust Board and appointed by it represent an attempt to draw Trust members with required skills into active involvement with the Trust.

Over the past three decades the Trust movement has waxed and waned. Though supporter ownership retains cachet amongst football fans as a whole - in some cases regarded as 'punk football' as Jim Keoghan puts it (Keoghan, 2014) government has increasingly lost interest. Supporters Direct is now part of the Football Supporters Association (FSA). The Trust movement remains a powerful force in non-league football but the pressures of finances in the professional game have persistently raised questions about long-term viability. At Exeter City, the Trust model has been in continual evolution, most notably recently with the 2016 reconstitution of the Club board to reflect greater Trust influence. Adaptation to survive has been a hallmark of the Exeter City Supporters Trust.

As reported in the Interim Report (and reproduced below), the Review identified issues which affect governance and transparency at Trust-owned clubs, as at Exeter City, drawing heavily on the work of Dr Sara Ward:

1. At City, **the democracy-professionalism tension** is represented by the constitution of the two Boards, Trust Board and Club Board. Ultimately, the Trust Board is nominally sovereign, as the Trust owns the club on behalf of Trust members in legal terms and the wider support base in moral terms. However, as former Trustee and Club Chair David Treharne has noted, the balance of power

between the two boards has shifted, and the status of the Club Board (and senior club staff below the level of the Club Board) as an 'operational' rather than strategic entity has placed the Trust Board, at times, in difficulty in terms of maintaining effective oversight. The Trust has attempted to 'bridge the gap' in terms of professionalism and operational functions in part through the constitution of working groups which draw on Trust members with professional/other expertise who do not sit on the Trust Board. These working groups meet between board meetings and thus provide an additional 'layer' of support, but questions arise as to their transparency and to the ways in which they could be used to more effectively to support the development of a coherent vision and operational strategy for the club. In practice, senior Trustees including the Chair (several of whom also hold Directorships of the Club) necessarily have to take action between meetings which increases their workload burden significantly but also raises further questions of communication.

2. The **confidentiality and transparency dilemma** is a live one for Exeter City Supporters Trust, and this Review will highlight the ways in which the Trust has worked hard to mitigate this. The Trust website, Trust-hosted fan forums, the Trust newsletter, social media - the Trust has, through many formats - sought to enfranchise members and fans. However, there are particular issues around 'Part B' elements of Trust Board meetings and reports on decision-making which have occasioned questions from members and fans. It is clear to the Reviewer that significant decisions are taken under Part B of Trust Board meetings which are, often of necessity, difficult to communicate in detail. The Reviewer spoke to a number of stakeholders in the second stage of the Review with a view to developing ideas on how this could be made more transparent. On a broader level, operational communications need to be rooted in a broader vision (see below).

3. **Communicating a vision.** The Trust has engaged in numerous fact finding exercises including a recent (2018) survey to gain a fuller understanding of what its members want from the Trust. Much commentary on this issue is otherwise anecdotal. This issue of vision is, however, on an organisational level, central. There will always be a divergence of views as to what a football club's vision should be, and this is welcome. Such a divergence allows for creative tension and the development of new strategies and ambitions. However, one level at which a shared vision needs to be articulated consistently is between the two Boards. The Trust has made significant strides in this area through the reconstitution of the Club board, but engaging fans in developing such a vision could be paramount for the future growth of the Trust and the Club.

### **Expectations and the need for communication with members**

As intimated above, a key question for Trust-supported or Trust-owned clubs is whether they face greater challenges in terms of transparency than 'conventionally owned' football clubs owned by a private investor or investors. At Exeter City, the Trust has consistently been involved in mobilising its members and the wider fanbase in support of the club, particularly in financial terms (presented clearly in the 'origin story' of the Trust, but also in more recent campaigns such as the STARS campaign in support of the Academy).



Northampton Town Supporters Trust' Chairman Andy Roberts is explicit that Trust-supported or Trust-owned Football Clubs do face greater pressure for transparency than their privately-owned counterparts. In addition, he clarifies how difficult it can be for supporters' Trusts - which rely on lay volunteers - to deliver the rapid and detailed communications members and fans sometimes want:

"One of the challenges we've had...we needed to improve our communications and openness. That's not been without its challenges, in terms of...our resource base, trying to get out mailings, or someone putting out emails, or manning social media...It's a big challenge...whatever we do, whatever we say, however open and communicative we try to be, it's never enough...not just for Trust members but for fans generally....Their expectations of the Trust are huge" (Roberts, 2020)

Yet effective and clear communications are vital to the viability of the Trust model, even as the Trust model has clear limitations in terms of resources in what it can reasonably be expected to deliver. Reasonable expectations, and best practice at other Trusts and similar membership organisations, have been taken into account in the development of the Reviewer's recommendations.

### **The future of the Trust model**

The current COVID-19 pandemic has raised fundamental issues with regard to the sustainability of professional football in the English game below the level of the Premier League. In the period prior to the pandemic, increasingly questions were being asked of the viability of the Trust model in the longer term across Trust-owned and Trust-supporters clubs. However, in the wake of COVID-19, a number of voices have been raised arguing that community-ownership may be a vehicle through which the Football League may seek to ensure the viability of professional football in Leagues One and Two. As Andy Roberts (Northampton Town Supporters Trust) puts it:

"The Trust movement may be at a bit of a crossroads in terms of evolving into a different being...to try and cope with the changing nature of football, not least in the lower divisions...we're coming to a point now where...(we're) focusing on a completely different game in a year or two's time...that being the case, I think community ownership or community governance as part of an ownership model is inevitable..." (Roberts, 2020)

### **The need for a review**

This Review is in itself a demonstration of the Trust's governance structure in action, established as it was by a members' resolution. In any event, Supporters' Trusts and similar organisations which operate on a democratic basis need to keep their openness and transparency under review in order to be able to facilitate their mission. The Trust has, as we have seen, been in a process of evolution and renewal throughout its life. Periodical reviews are vital to ensuring a 'stock taking' approach by a fresh pair of eyes independent of the day-to-day running of the

Trust. As Brian Lomax wrote two decades ago, Trusts 'must be *truly democratic*' (Lomax, 2000: 86). Democracy rests on scrutiny and accountability, of which this Review forms a part.

**2.**

**Trust Communications**

# Communications

The principal focus of this Review is how the Trust communicates with its members, and this is, as has been noted previously, a central question of governance in a membership organisation. The Trust faces particular challenges in communications due to the nature of resources available to it - with the huge strength of the lay volunteer contribution also a limitation in terms of speed and efficacy of communication in a high-speed, reactive, digital environment.

On the whole however members of the Trust are satisfied with how the Trust communicates with its membership, and Trust communications span an impressive range of media, documented below.

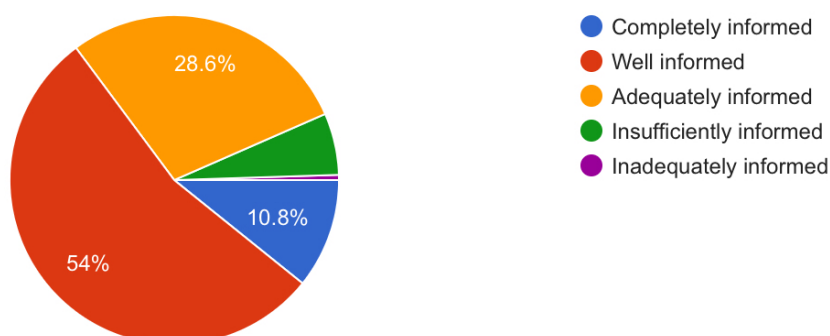
## Methods of communication and reach

The Trust communicates with its members - and the wider fanbase and other stakeholders - through a variety of means. Over the past two decades, this has increasingly taken the form of digital communications, though the Trust continues to communicate through face-to-face means and via other formats. The survey conducted as part of this review revealed that over 93% of respondents feel at least adequately informed about the Trust's activities, with almost two-thirds feeling at least well-informed (Survey, 2020). This is the background against which the following evaluation of Trust communications should be situated (Figure 2.1)

**Figure 2.1: Level of awareness of Trust general activities**

How well informed do you feel about the Trust's general activities as a Trust member?

594 responses



### Trust digital communications: The newsletter and the website

The Trust newsletter, customarily authored by the Trust Chairman, is distributed via mailing list to all members with an up-to-date email address. The newsletter covers monthly updates on matters affecting the Trust and the Football Club, and

serves as a clear and concise exposition of Trust activities and opportunities provided by the Trust. It is supplemented by other occasional Trust email messages relating to specific Trust campaigns and objectives. The Trust newsletter and Trust communications generally deliver a comparatively high 'click through' rate and generate hits on both the Trust and Football Club's website.

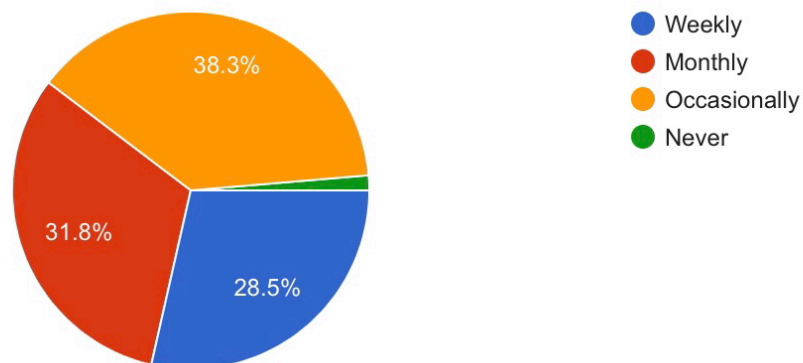
Not all Trust newsletters follow the same format. In January 2020 Trustee and Director of Community Engagement Elaine Davis authored the newsletter, offering an insight into the duties of a Trustee on match days.

The Members' Survey conducted as part of this review illustrated the extent to which digital Trust communication is pivotal to the Trust's ambitions in communicating with its members (Figure 2.2).

**Figure 2.2 : Engagement with Trust digital communications**

How often do you engage with Trust communications, e.g. Website, Newsletter?

592 responses



Over a quarter of respondents engage with Trust digital communications on at least a weekly basis; over over 60% do so at least monthly. 98.6% of members engage with Trust digital communications at least occasionally. Only 1.4% of members claim to never engage with Trust digital communications. Even allowing for the selection bias of the sample - derived as it is from the self-selecting respondents to a Trust members' survey - this is impressive reach and engagement. It is contextualised by a number of qualitative responses. Individual members state that they are 'quite happy' with the availability of information, that the 'trust in its present form are doing fine', and one respondent commenting that Trust communications had improved; '...it's certainly better now than it was three years' ago' (Survey, 2020).

Nonetheless there were a number of suggestions for improvement in digital communications. A number of respondents cited the increased significance of social media platforms including Twitter, with respondents stating that the Trust should make more use of these platforms.

Others discussed the possibility of an app for smart devices, with one commenting, 'an app with push notifications might be a step forward' (Survey, 2020). There was a significant divergence amongst some respondents in terms of content; one respondents arguing for 'short and precise without padded out unnecessary comments' whilst a number of other respondents argued for more detail to be provided in the newsletter, including more regular newsletters (Survey, 2020).

There were however a number of suggestions made which clustered around several themes.

- **Trustee accountability.** A number of respondents wished to see Trust digital communications reflect regular updates on stated and clearly articulated objectives at a number of intervals (Survey, 2020).
- **Desire for greater awareness of Trust structures and governance.** A significant number of responses noted a prior lack of awareness of the availability of Trust Board minutes, and several respondents made suggestions that the membership be notified on their publication (Survey, 2020).

### **Face to face: Trust Board meetings, AGMs, Fans Forums, Trust Stall**

The Trust continues to provide face-to-face and participative communications structures as part of its mission. In practice, a number of these are indistinguishable from the governance of the Trust and amount to the lived reality of the slogan 'we own our football club'.

#### **A) Trust Board meetings**

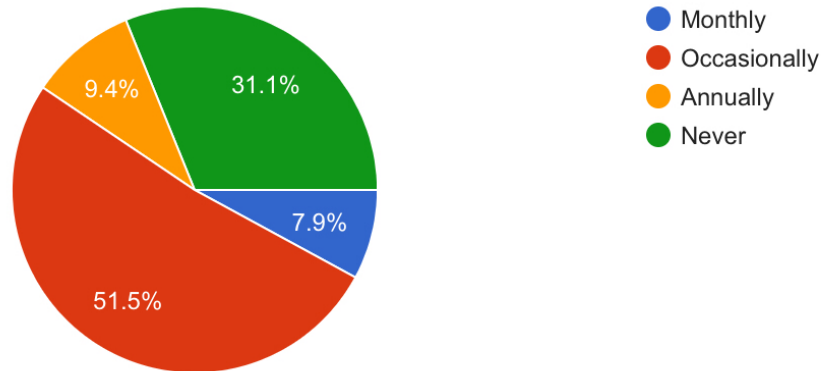
Members may attend Trust Board meetings for 'Part A' business, and members do. The Trust Reviewer attended several Trust board meetings in the 2019-20 season, including Trust Board meetings with ordinary Trust members in attendance. The Trust Reviewer was satisfied of the openness and enthusiasm of elected Trustees to facilitate member attendance and participation here, and was impressed by the extent to which this commitment was 'real' rather than performative as in so many similar organisations. Members are asked to contribute their views on issues raised as appropriate, and thus the 'attendance' of members is an opportunity for dialogue between Trust members and those they elect to represent them in the running of the Trust.

In terms of the wider discussion at Trust Board, members do - at least occasionally - consult Trust Board minutes. Although nearly a third 'never' consult the minutes (Figure 2.3), over 67% of respondents claim to consult them at least annually. Almost eight per cent consult them on at least monthly basis.

### Figure 2.3: Trust Board minutes

How often do you consult/read Trust Board minutes online?

594 responses



A more serious issue - and one directly related to the terms of reference of this review, is the general level of understanding of the distinction between Part A and Part B business in Trust Board discussion, with Part B confidential to the Trust Board and those present by the Trust Board's agreement. Much of the membership of the Trust was, at the time of the survey, lacking in understanding of this distinction, and in the case of a number of respondents, unaware of the existence of such a distinction. Nearly 59% of respondents stated they did not understand the distinction.

A fundamental issue raised by Trust Board meetings is the question of how major decision-making is conducted. As Porter (2019) documents, the Trust Board decision some years ago to convert financing to the Club from loans to donations in connection with turnover rules raised questions of accountability and some respondents have also raised the issue of the departure of directors and other personnel. There are good reasons why (purely in terms of legalities and data protection) certain matters discussed by the Trust Board cannot easily be communicated in the public domain

### B) Annual General Meetings (AGMs)

The AGM is a difficult operation to organise for an organisation with the membership on the scale of the Trust and which is dependent on lay volunteers. Yet it is absolutely essential to the democratic status of the Trust. Trust AGMs have, at times, been a source of tension and controversy. At the 2016 Trust AGM, the following resolution, proposed by Trust members, was passed in relation to the-then Football Club manager Paul Tisdale's contract:

*"Clarify whether the employment contract between Mr Paul Tisdale, football manager, and Exeter City Football Club incorporates a clause that sets out the details relating to any termination of said contract and, specifically, the term of notice required to be given in such circumstances.*

*Should such a clause be proven to exist, the Board of Exeter City Supporters' Trust shall immediately instruct the board of Exeter City Football Club that notice be served on Mr Paul Tisdale, in line with the appropriate and relevant terms of the contract, with the purpose of securing an alternative contract that will best protect the financial interests and security of the football club and be acceptable to both parties jointly and individually."*

This resolution having passed, the Club served notice on Mr Tisdale's contract in November 2016. Though Mr Tisdale was subsequently offered a new contract, he elected instead to leave the football club in May 2018 for Milton Keynes Dons. The AGM resolution and Mr Tisdale's departure still exercise considerable discussion amongst Trust members and the wider community associated with the Football Club. It gained considerable media attention at the time (Pilnick, 2016a, Pilnick 2016b, Byrom, 2018). More recently at the 2019 AGM the Football Club chairman's speech about the Trust's strategic vision (Tagg, 2019) received significant coverage.

AGMs were discussed by a significant number of respondents to the survey. Some made reference to the 'representativeness' of resolutions debated and passed at the AGM, making explicit reference to the Tisdale contract situation. Others - members who had attended only one or a handful of AGMs - found them less accessible, at least in part because to them it appeared there were different 'tiers' of knowledge which marginalised some in discussion. The 'representativeness' issue in connection with the AGM was explicitly raised by one respondent in the following terms:

**"Many members cannot make it to an AGM. When a few members, such as in 2016, can force through such a seismic decision as to serve notice on a manager...Therefore, when there is an important decision put forward at an AGM, then perhaps all members should be balloted, rather than for us to be subjected to decisions made by relatively few members at an AGM."** (Survey, 2020)

Another respondent noted the challenges involved in the AGM in terms of coverage of material:

**"I went to my first AGM and noticed that some individuals seemed to want to know every little thing that what happening, including details of this review. Maybe there could be a simple "bullet point" summary put out of the Trust's core aims and activities as a reminder to members, perhaps as part of this review."** (Survey, 2020)

The AGM is clearly a pivotal part of how the Trust communicates with its members in terms of allowing an opportunity for dialogue and the passage of resolutions. But as discussed above it also raises key questions.

### **C) Fans Forums**

The Fans Forums are greatly appreciated by members and offer an opportunity for interaction with the Football Club not available at many other Clubs. They were widely cited as an excellent form of communication and dialogue in qualitative responses to the survey. Naturally, the Fans Forums - which often feature



members of the Club coaching and playing staff - tend to focus on Football matters, and less on the Trust itself. A number of respondents did raise the possibility of regular 'question times' with Trustees or the Chairman of the Trust Board.

#### **D) Trust Stall / Matchday Presence**

The Trust has a significant presence on matchdays and organises a wide range of activities. The Junior Grecians has benefitted hugely from the work of Trustee Clive Harrison, and the Trust Stall is in Red Square on matchdays. This is without discussing other matchday initiatives such as 'Director for the Day' etc. However, a (significant) number of respondents to the survey claimed to be unaware of the Trust's presence at SJP on matchdays, and a smaller number specifically requested that a Trustee be available on matchdays to answer questions about Trust activity.

# 3.

## Recommendations

# Recommendations

## Overall assessment

Exeter City FC Supporters' Trust is an evolving organisation that continues to fulfil its objectives in sustaining professional football in the city of Exeter, and does so effectively. It holds the participation and engagement of its membership at a core value. The Trust is its members. The Reviewer is pleased to be able say that The Trust, its governance, and its administration, are fit for purpose. The news in November 2019 that Exeter City had topped the inaugural Fan Engagement Index is in line with what the Reviewer has seen in terms of the Trust's commitment to its members and the wider fanbase, in concert with the Club's impressive efforts to facilitate this on an ongoing basis. Credit must be paid to the wide range of Trust volunteers involved in the delivery of the Trust's activities.

There are a number of areas, particularly in terms of communications, where improvement is possible, and these are addressed in the following recommendations, which are listed by heading. Some recommendations naturally touch on more than one area. A consistent theme of this Review has been the reality that governance and communications are intrinsically linked. To avoid duplication recommendations are listed under what in the Reviewer's opinion are the most appropriate heading, but they should, in his view, be regarded as a whole. There are a total of **eight recommendations** listed under the relevant headings as **Actions**.

## Governance

### 1. Trust Board

There is an immediate need to address ambiguities and lack of clarity around the classification of matters as 'Part A' and 'Part B' in Trust Board discussion and subsequent minutes. At present, there is no easily accessible or widely-disseminated criteria for why certain matters are reserved to Part B. Much of the Trust membership is ignorant of the character or even the existence of the Part A and Part B distinction, and whilst this may not be an issue which exercises the majority of the fanbase it is essential that it is clarified for the purposes of transparency and openness.

The Reviewer attended a number of Trust Board meetings, including meetings where he attend only Part A, and meetings where he was present for both Part A and Part B matters. He is satisfied that the Trustees and the Trust Secretary discharge their responsibilities honourably and correctly. Indeed, in meetings the Reviewer attended, items were recategorised into Part A - *so into the public minutes* - to ensure greater transparency. Nonetheless, there is a real need to articulate the set criteria which support Part B classification in the first place. These relate to the business confidentiality required to the operation of a successful Football Club, data

protection, and other legal issues. This is a model of discussion and minuting that other Trusts have even adopted as 'best practice' (including Wycombe Wanderers Supporters Trust) (Interview with Bob Massie, 2020). But it needs to be better explained to members and the wider supporter base.

## **Actions**

- **Trust Board Guide.** Publication of a 'Guide to Trust Board' via the Trust Website which clearly shows how Trust Board meetings work and the distinction between Part A and Part B minutes. This can be accompanied by a short video. The text should also be available in hardcopy. This would not merely be of use to members, but to incoming Trustees. It could form part of a potential **Trust Handbook. See below.**
- **Trust Board Minutes.** These are currently hosted on the Trust website. As requested by members via the survey, their publication and a link should be notified to members via the Newsletter on a monthly basis.
- **Elections to Trust Board.** These should be supported by a greater degree of promotion both of elections and candidacies through digital media, including the use of video. This is a governance issue as well as a communications one, because greater awareness of elections would facilitate a wider range of candidacy, including candidacies from hitherto underrepresented groups.

## **Communications**

### **2. Newsletter**

The Newsletter is a useful and appreciated format of disseminating information via email. It has considerable reach and is widely-consulted. Survey respondents were divided on whether they wanted more detail, or less. This should be contextualised by the quantitative finding that the vast majority of respondents are satisfied with the Trust's communications overall.

## **Actions**

- **Regular items.** There should be links to regular items in the Newsletter. This would balance the desire for more information with the desire from members for a more succinct Newsletter. These should be standing items and may include (but not be limited to) updates on Trust revenue generation schemes, decisions made by the Trust Board which are in the public domain, the latest Trust Board minutes, updates from one of the Working Groups on a monthly basis, etc.
- **Hardcopy availability on matchdays.** A hardcopy of the latest edition should be available for pickup from the Trust Stall on matchdays.

### 3. Trust Handbook

A number of respondents to the survey stated their lack of awareness of how Trust structures function. Whilst some acknowledged that they were sure the information was available should they look for it, it remains the case that the survey indicates a general lack of awareness of many Trust structures (including but not limited to the Trust Board, see above). As such, the Review recommends the composition of a **Trust Handbook**, available in PDF but also in limited hardcopy on request, which can be dispatched electronically to new Trust members on joining or renewal. This could be updated annually and include a provisional calendar of Trust events for the season (something also requested by a number of survey respondents). This could incorporate the Guide to the Trust Board specified above.

Much of the material that would constitute such a handbook already exists and is hosted on the Trust website, or occasionally on the Club's website, or has occasionally appeared in print publications such as The Grecian. As such, the task of developing a Trust Handbook could be one primarily of consolidation and not excessively onerous.

#### Actions

- **Development of a Trust handbook**, distributed to members electronically, updated on an annual basis.

### 4. Trustee Q&A

A number of survey respondents stated their desire for Trustee Q&A or Trust Board Chairman Q&As at regular intervals. Considering the workload that the lay volunteers included elected representatives face, the Reviewer recommends that some form of Q&A session be available via an online platform between AGMs (and in addition to Fans Forums), but that the regularity of this be a matter for the Trust Board (though the Reviewer recommends that it should be **not less** than three times a season).

#### Actions

- **Trust Board to consider the establishment and scheduling of an online Q&A session with a Trustee/Chair of the Trust Board** to take place at intervals during the season.

### 5. Social media strategy

A number of respondents to the survey and interviewees focused on Trust social media presence and how it could be improved. Though the Trust has active accounts on Twitter and Facebook, it is the Reviewer's opinion that a more strategic approach could be adopted in terms of how these accounts are used which emphasises best practice in terms of nature and timing of content in support of Trust objectives.

## **Actions**

- **Communications Advisory Group** to develop a social media strategy to present to the Trust Board.

# Annex A

## Trust Review Terms of Reference

TERMS OF REFERENCE FOR THE COMPLETION OF THE AGM 2018 RESOLUTION TO CONDUCT A REVIEW OF TRUST ENGAGEMENT WITH MEMBERS, INCLUDING BUT NOT RESTRICTED TO TRUST BOARD MEETING PART B MATTERS, AND THE APPLICATION OF GDPR IN RESPECT OF ITS MEMBERS

### **Terms of Reference**

'the Trust' is Exeter City AFC Supporters Society Limited;  
'the Club' is Exeter City Football Club Limited

#### 1. The Review

1.1 The reviewer shall be appointed by the Trust Board who shall be able to act with independence (i.e. not a Trustee, Officer, or employee of the Trust or Club).

1.2 The reviewer shall be subject to the Trust non-disclosure requirements as detailed in the Trust Non-Disclosure Contract.

#### 2. High Level Requirement

2.1 To review and comment upon how the Trust Board and its officers communicate matters to its members to ensure maximum understanding of Trust Board function and its engagement with the Club.

2.2 To specifically review and comment upon the content and communication to members of matters reserved for Trust Board Meeting Part B matters, including a review on requirements around confidentiality (i.e. the need for).

2.3 To review the adherence of legislative requirements in respect of GDPR and of member information.

#### 3. How the review will be conducted

3.1 Over an initial 4-month period the reviewer will have access to Trustees, Officers and employees of the Trust in order to collate a record of processes and procedures that illustrate how the Trust Board function in terms of engagement with its members, the Club, and other interested parties. This will include open attendance to Trust Board meetings, Working Group Meetings, and such ad-hoc meetings that might be reported on at these meetings.

3.2 The reviewer shall have access to Club Board directors, officers and Club management in order to review interaction between the Trust and Club.

3.3 The reviewer shall have access to Trust members in order to review opinion and anecdotes that demonstrate the Trust engagement with its members.

3.4 The reviewer shall have access to systems and personnel that relate to a review of adherence to the legislative GDPR requirements.

3.5 The reviewer shall have access to such Trust records as deemed necessary in order to execute a full and exhaustive review.

#### 4. Outcomes

4.1 The reviewer shall report directly to members at the Trust AGM (2019) in respect of their findings and answer questions directly, or later, as requested by the members.

4.2 A written report will be prepared and shared, unabridged, with the Trust members, Trustees and Officers of the Trust Board, and those others who have actively engaged with the review.

4.3 An Executive Summary shall be prepared, in advance of the Trust AGM (2019), for consideration and preparation of the Trust Board.

4.4 The review shall include commentary on key points and recommendations in relation to its findings, highlighting areas of concern or excellence of performance.

#### 5. Recommendations

5.1 The reviewer shall recommend remedial action wherever appropriate and highlight areas where planned changes are required.

5.2 The reviewer shall extend the review beyond the 4-month period to ensure recommendations are implemented and maintained as required.

5.3 The reviewer shall recommend procedures that deliver ongoing review and improvement of those areas being reviewed.

#### 6. Responsibilities

6.1 The reviewer shall be responsible for maintaining adequate levels of confidentiality as required by the Non-disclosure Contract, and from time to time by Trustees, Officers and employees of the Trust, and especially by directors and senior management of the Club.

6.2 The reviewer shall ensure that the review is extensive and accommodates those areas specified in the Terms of Reference, but also considers such requirements as members, Trustees, Trust Officers and employees, raise in the process of conducting the review. These may be reviewed over an extended period after the Trust AGM (2019) presentation.

#### 7. Authority

7.1 Access to information, documents and personnel shall be arranged through the Trust Secretary and Minute Taker. Where uncertainty arises, the matter shall be referred to the Trust Chair.

7.2 Reasonable expenses will be available for the undertaking of this work.

7.3 Access to a member's representative will be available in order to raise concerns that may not be properly resolved by Trustees, Officers of employees of the Trust.





# Annex B

## References

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- Treharne, David (2016). Ten years of Supporters Trust ownership at Exeter City AFC: an overview. *Soccer and Society*, 17, 732-743.

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