



We Own Our Football Club

Exeter City AFC Supporters Society Ltd
Trust Board Meeting 30 April 2020
Minutes Part A

Meeting held at: On Zoom

Date: 29 April 2020

Trustees present: Nick Hawker (Chair), Jon Beer, Richard Knight, Neil Le Milliere, Pete Martin, Clive Harrison, Pete Holding, Elaine Davis, Doug Gillard, Yasmin Western, Will Barrett, Mark Cordell.

Officers present: Phil Burden (Secretary), Simon Larkins (Minute Taker), Alice Cooke (Press and Media Manager), Steve Chudley (Finance Officer)

Chairman's update: The chair gave an update on the proposed schedule for a return to football and further information from the EFL on when the likelihood of football returning to St James Park in front of crowds would be. He also gave an update on the club board meeting and the wage deferral of senior players' wages.

The chair also added that he had spoken with finance officer Steve Chudley and asked if the regular donations that the Trust makes for example to sponsor the Exeter City Women's team or to the King George V playing fields could come under overall cost of the Trust rather than be attributed to budget of the working groups.

75 per cent shareholding and untraced shareholders

Trustee Pete Holding gave an update on the 75 per cent shareholding and untraced shares issues. He said the number of untraced shareholders was now down to a 'significantly manageable' level and the aim was to try to make contact with these shareholders. It remained the plan to hold an club extraordinary general meeting at the end of July where the untraced shareholders would be deleted, so there could be a proper clean share register for the first time in years. The new articles of association would be approved as the current ones were not fit for purpose. Pete added that current discussions between the club and the Trust were on going in terms of the valuation of the shares to enable the trust to get to a 75 per cent shareholding which would be funded by a corresponding reduction in the outstanding loan from the trust to the club.

The chair also added that he had asked the Finance and Governance group to look into the ramifications of changing the £100k the Supporters' Trust give the club annually from a donation to a loan to help with the purchase of these shares should that be needed. He also added that as The Trust Board was carrying out a strategic aim, to get to a 75 per cent shareholding, there would not necessarily be a need to go to the membership once the price had been set, but the nature of that price, for example if it was significantly higher than expected, would determine whether the Trust Board needed to go back to the membership or not.

Memorandum and articles of association

The chair said that the Governance Group had met that morning in an attempt to get the articles and governance manual updated, with the original March deadline for that job having already passed. He said the governance manual had been completed, following that meeting, and another meeting would be held next week to do the the same for the articles. It was the chair's hope that the articles would be finished by May 15 so they could then be

presented at the next Club Board meeting to be held on May 21. The reason why he felt this was important is because there is a number of members who have raised the issue that the articles prohibit directors being paid or employed by the club. The new articles will address that and that the club will then be acting in accordance with the new articles. Peter Holding added that when the issue was raised about directors being paid and it going against the articles he approached Terry Falcao, from Stephen Scown Solicitors, to get legal advice back on this and as he had not heard back yet. He, therefore, said he would chase this up on behalf of the Trust Board.

Cash reserves

Foundation

The chair added that he had spoken with club CEO Justin Quick about the Trust taking ownership of the Foundation, a non-profit lottery scheme which raises money for the club, and he was keen for that to happen. Richard Horne, who is currently running the Foundation, would continue to do so and the chair had been in contact with him with regards to this. The Foundation would now be promoted in the newsletter and the current three-year lottery gambling licence the Trust already had would cover them for this.

Corporate Membership

The chair stated that the money received from corporate members would go into the Supporters' Trust cash reserves rather than to running costs. Currently the Supporters' Trust have 32 corporate members which accounted for about £4,500. Currently three corporate members have been given a three-month holiday in terms of payment though because of the Covid19 crisis.

Boosting membership and the amount given

The chair suggested that it would be a good idea to approach a few marketing companies with the idea of coming up with a campaign to boost membership but also the amount current members give to the Trust. He stated that if every member gave an extra £1 a month to the Supporters' Trust that would boost the Trust's income by £36k a year. A number of Trustees raised concerns about the messaging of such a campaign. However, the chair added that the idea would be to approach a number of companies to come back to the TB with ideas and then Trustees could pick the message that suited the Trust best. He added that the marketing company would then be paid to deliver the campaign and, if delivered well, the Trust could just watch the extra income come in. Yasmin Western also stated that currently there are a number of marketing students up at the University of Exeter who are without work placements for the forthcoming year, because of the coronavirus crisis, and it might be also worth contacting them as well. The chair said he would go out and explore those options and then come back to the Trust Board.

Fundraising and NHS

Trustee Elaine Davis raised the possibility of producing a badge to commemorate the birthday of the Supporters' Trust and the NHS, which is July 5th. Mark Cordell agreed it was a good idea and suggested perhaps making the badge £10 with 50 per cent going to the Trust and 50 per cent to the NHS. Chair Nick Hawker, following a number of concerns raised about piggy-backing on the NHS current popularity, suggested that it could, from a PR perspective, be that the Trust just cover the cost of making the badges and give 100 per cent of the profits to the NHS. Elaine Davis agreed that she would look into this but would be approaching Trustees for design help.

Electronic voting trial

Will Barrett updated people on electronic voting trial. He thanked Trustees for taking part in the last test. He is now setting up a second test which will involve Peter Hayles, John Street and a wider section of the Trust membership, which Neil Le Milliere, was helping coordinate.

That was hopefully going to launch on Monday, May 4. The idea was to make it a vote on the best three players of the 1989/90 season so it could mirror a Trust election with profiles for voters to view, where the manifestos for a Trust election would be, and three options for them to pick from. He would then feedback with the results from this. There would be then a fourth stage of testing, which would involve 100s of people voting. However, after these two stages are completed, along with a user manual, the Trust would be at a point where it would be available for launch for the next Trust election, pending approval of the Trust board.

Chair Nick Hawker added that the Trust currently has 250 members that it has no email address for. He would like to write to each of those members, with a stamped address envelope, phone number and email contact, with the intention of giving them every opportunity to send back their email address and correct their details if that is required. The Trust has two or three members that it doesn't even have a postal address for but do have a phone number for and Clive Matthews agreed he would phone those members and document that process. The chair added that he wanted the Trust to be able demonstrate that we have made every effort to contact the people that the Trust doesn't have an email address for. The purpose of that is, if the electronic voting software works as well as it appears it might, that after the next Trust election the Trust could tell members that it is only going to accept electronic votes in future. This year the intention will be to mix it up and take postal votes from those people that the Trust haven't got email addresses for but after the 2020 election, the chair would like to be able to say that it is email/electronic voting only.

Neil Le Milliere raised his concerns about excluding members on the fact that they don't have an email address as there will be a number of members who don't use emails or don't know how to use them. The chair said that could be overcome through proxy voting and Yasmin Western suggested that there could be a drop in vote at the club, where an iPad and help was given for those that had requested to come in and register their vote in person, but this would still enable the vote to be electronic. The Chair added that other issues would be brought up in the process of the electronic trial but the idea of going to email/electronic voting only was something he wanted to raise now so that Trust board members were aware that it was something that was on the table.

Cliff Hill training ground equipment shed money, loan or donation?

It has been proposed by the Trust Board to the club board that they will cover the cost of the £9,000 needed to complete works on the ground equipment shed out at the Cliff Hill training ground. However, there was some discussion as to whether this should be a 100 per cent loan (to be repayed in 12 months), 50/50 loan/donation (to be repayed in 12 months) or a 100 per cent donation.

The results were as follows:

- 5** 50/50 loan/donation
- 4** 100 per cent donation
- 2** 100 per cent loan

That meant the 50/50 loan/donation passed which the chair would now take back to the club board.

Working groups

The chair encouraged the leads of all the working groups to start setting up meetings to keep some momentum going. Richard Knight also expressed an interest in taking over as lead of the Ownership Working Group. There were no objections to this.

Review/strategy report by Mike Finn

Mike Finn's Trust review report had been emailed to all Trustees in advance of the meeting and the chair asked for thoughts from those who had read it. Trustee Niel Le Milliere said that he liked the idea of a Trust members' handbook and said that all eight actions were achievable and should be encouraged. The Chair stated that Mike still wanted to talk to Trustees Will Barrett and Yasmin Western and that he was also awaiting for the approval of one person he had interviewed to get further consent to directly quote them in the review. However, the chair asked if, following that approval, Mike came back to him and said the report was ready for publication if any of the Trustees would have an objection to it being released. No trustees raised any objections. The chair added that any feedback on the strategy from Trustees would be welcomed by the end of the week.

Any other business

AGM and election

Richard Knight raised the question whether tentative plans for an annual general meeting to be held via Zoom needed to be looked into because of the coronavirus outbreak and current social distancing measures. It was agreed that the answer was yes. Secretary Phil Burden also raised the question that if the Trust also might need an election this year, that might have to be done when large scale gatherings are not allowed. Therefore, this was another thing that had to be thought about.

Exeter Community Initiatives

The Chair said he had been looking to partner up with one organisation in terms of the Trust's annual charity donations, so they can deal with them on the Trust's behalf. Currently the Trust, through the ownership working group had set a budget of £2,000 to be given to the CCT and £1,000 to other charitable organisations for the 2020/21 season. Of that £1,000 if was agreed that half of it should go towards causes based around mental health. It was the £1,000 that the Chair was looking into and the possibility of pairing up with Exeter Community Initiatives, a charity that helps people facing poverty, inequality and homelessness to get their lives back on track. The idea would be donate the £1,000 to them and let them administer the Trust's charity donations on its behalf. The chair said he would send out a ballot to Trustees to vote on and also invite the CEO of Exeter Community Initiatives, who was a Trust member, along to one of the Trust board meetings to talk about his organisation. Trustee Neil Le Milliere declared an interest in this discussion as he is friends with the CEO of Exeter Community Initiatives.