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2018 ANNUAL GENERAL MEETING MINUTES

5 July 2018

7pm, 1st Floor Bar, East Dulwich Tavern, 1 Lordship Lane, SE22 8EW

Existing Board Members:

Mel Hughes	Elected July 2015
Isaac Parnell (Treasurer)	Elected July 2015
Alex Crane (Chair)	Elected July 2015
Alex Atack	Elected July 2016
Mark Scoltock	Elected July 2016
Peter Wright	Elected July 2016
Alex De Jongh	Elected July 2016
Duncan Chapman	Elected July 2017
Dominic Smith	Elected July 2017
Pete Campbell	Elected July 2017
Nick Pittaway	Elected July 2017

Darren McCreery (Secretary) – appointed.

MINUTES

1. APOLOGIES – Apologies were given at the meeting from DHST member Patricia Leahy.

2. MINUTES FROM LAST MEETING – 29 June 2017 – copies were available at the AGM. No additional comments were received. The Chair (Alex Crane) signed the minutes as an agreed record of the meeting.

3. CHAIR'S REPORT (Alex Crane) – see separate [slide presentation and annual report](#). The presentation covered progress against the Trust's objectives for 2016-18, i.e. the ground development, supporter-ownership (including volunteer hours and vision & governance), a growing supporter's Trust and ensuring DHFC has strong links to the community.

General DHST priorities for the next year were identified as being inducting the new board and refreshing DHST objectives, campaigning for DHFC to return to Champion Hill, helping support the club in their proposed re-structure and forming a clear vision for the club going forward, maintaining current levels of DHST membership, and continuing to promote and grow the 100 Club

Alex Crane thanked everybody for their contribution in what has been a very challenging year for all connected with the club.

4. TREASURER'S REPORT (Alex Atack, on behalf of Isaac Parnell) - A summary of the Trust's finances was presented (see slide pack [INSERT LINK](#)), including contributions to the football club and other organisations in the last year. The current position with the 100 Club was also reported.

5. SECRETARY'S REPORT (Darren McCreery) – A report was given on key matters relating to the operation of the board. It was confirmed that the board had stayed within the size limit set out in the rules, had not co-opted any board members over the year. One board member resigned in September 2017 (David Rogers). It was also confirmed that no disciplinary action had been taken over the year. 11 full board meetings have been held since the last AGM – with a number of ad hoc and sub group meetings also taking place. In terms of roles, the board has consistently had a chair (Alex Crane), a treasurer (Isaac Parnell), and a secretary (Darren McCreery). The meeting was asked to note that Darren was unable to attend a number of board meetings this year due to paternity leave. Alex De Jongh from the board covered for the meetings that Darren was unable to attend. Thanks were extended to Alex for filling in.

6. QUESTIONS AND ANSWERS - The Chair (Alex Crane) opened the meeting out to questions from the floor.

Q1: How will DHST board help get the club back to Champion Hill next year.

A: At present the situation is that Meadow say that they do not wish to sell the land and have ceased all contact with the London Borough of Southwark, the Football Club, DHST, and others in the community. Instead they prefer to let Champion Hill become

overgrown and dilapidated, further stoking the community anger towards them and worsening their own reputation. They would be best advised to sell up, move on, and let DHFC return home. However, Meadow cannot be forced to do that.

Looking ahead the DHST board consider the best action is for the Football Club, DHST, the London Borough of Southwark, MPs and others to move forward together. DHSTs general aim will be to continue to be part of this and help to ensure that we are lined up strategically with others. Given the lack of engagement from Meadow, the time may have arrived for Southwark Council to take DCMS Minister Tracey Crouch MP (Parliamentary Under Secretary of State for Sport and Civil Society) up on her offer to appoint a mediator. This mediation is unlikely to involve resolving any planning dispute (as the Government cannot do that) so we need to be clear about what form of mediation we think would be helpful and realistic and agree that with other parties before engaging the Government again on this issue.

It was put on record that DHSTs work with the London Borough of Southwark and in Parliament over the last year has been excellent and vitality important in both putting pressure on Meadow and raising the profile of the Clubs' fight on a national platform.

Q2: Will DHST push to ensure that the London Borough of Southwark retains Champion Hill entirely as a sports facility and prevents the building of any housing on the site?

A: DHSTs priority is to get DHFC back playing at Champion Hill. The most likely way to achieve this is to encourage Meadow Residential (who own the land) to sell to another party who has the confidence of the community and is willing to either retain Champion Hill as a sports facility in its entirety or proposes a level of development that allows DHFC to play at the ground in a way that is viable. DHST (along with the Football Club) are in close dialogue with the London Borough of Southwark about how best to achieve this and will continue to look at all options, as resources allow.

Q3: Does DHST know how much money Meadow want for Champion Hill?

A: DHST hasn't spoke with Meadow for 6 months, despite numerous attempts to contact them. Meadow have previously indicated publicly that they do not wish to sell the land.

Q4: Does DHST think that Meadow ever owned the Football Club or had a legally enforceable option to buy it?

A: It is clear that officials from Meadow were in control of the Football Club up until Autumn 2017. They managed the finances and made several key strategic decisions in the name of the club. DHST knew that this was never from a position of formal ownership of the Football Club. Instead, DHST understood that Meadow had an option to purchase Nick McCormack's shares in DHFC Limited and would exercise that option on the successful grant of planning permission for the development of Champion Hill. DHST never saw a signed option agreement and wouldn't have been entitled to see it as DHST was never a party to it. DHST cannot therefore verify whether any option was legally enforceable, however we understand Meadow have now removed this which has enabled the Directors of DHFCL to restructure the Club.

Q5: Will DHST make an application to the London Borough of Southwark to list the ground as an Asset of Community Value?

A: The primary purpose of listing a community facility (such as a football ground) as an Asset of Community Value is to allow give the community an opportunity to purchase the asset prior to sale on the open market. DHST hasn't removed the option of making an application from the table but would need to be clear that doing so would be effective and a good use of DHST volunteer resources before doing so. The DHST board will keep this option under review.

Note – 4 years ago DHST made a successful application to list Champion Hill as an Asset of Community Value. This listing was successfully challenged by the then owner of the land (with the support of the Football Club) on the grounds that the company that owned the land was insolvent. The listing was removed on this basis.

Q6: What's the latest on Nick McCormack's intention to transfer his shares in DHFC Ltd.

A: DHFC Ltd is the company that effectively manages most of the day to day operations of the Football Club. The company is responsible for paying most of the clubs' outgoings and receives income primarily from gate receipts at games and commercial activity such as game sponsorship. The current Directors of the DHFC Ltd are Liam Hickey and Tom Cullen (Hamlet fans) and Nick McCormack (who has commercial interests stretching back to previous owners of Champion Hill before Hadley). Nick McCormack is also the secretary of DHFC Ltd. In terms of the shareholding in DHFC Ltd, Nick McCormack is a majority shareholder, with others (mainly Hamlet fans) holding a minority shareholding. DHST currently holds 90 ordinary shares in DHFC Ltd.

DHST understands that Nick McCormack has agreed to release a significant proportion of his shares, which would take his overall shareholding in DHFC Ltd down to around 25%. The released shares would be sold on the open market to raise capital for the Football Club. The sale of the released shares would be managed by a new company with Directors that mirror those of DHFC Ltd.

Duncan Chapman (DHST board member) attended the annual general meeting of DHFC Ltd at the start of July (representing DHST as shareholder). He did not vote on any of the motions due to lack of available information. At the meeting measures were agreed to modernise the Articles of Association of DHFC Ltd, authorise the transfer of part of Nick McCormack's shareholding to a new company, and to add Gavin Rose as a Director of DHFC Ltd.

DHST has no further update at this time and awaits further details before being able to comment on the suitability of these arrangements. DHST may have the opportunity to increase its shareholding in DHFC Ltd as a result of any share issue but, again, will need to see the detail.

Q7: Will DHST buy Nick McCormack's remaining shares?

A: DHST has not been offered these shares and would need to consider further if such an offer is made.

Q8: Is full fan ownership of the Football Club still the aim of DHST?

A: DHST's priority is to get DHFC back playing at Champion Hill. In doing that we must ensure that sustainable arrangements are put in place for owning and running the club and securing the land that the club plays on. This is an ambition that is shared right up the political levels. While the clubs' current situation is dire, there is also an opportunity to forge something better for the future. DHST maintains the view the fans are best placed to decide the future of their football club and have the best interests of the club at heart. DHFC is also fortunate to have so much goodwill and talent within our supporter group that DHST believes that channelling this can only produce benefits for the football club. DHST's position on fan ownership will be reviewed as the board refreshes DHST's objectives. DHST will also continue to engage with the football club as more details become available about their proposals for the future. In looking at and deciding whether to support these plans the DHST board will consider carefully the degree to which they genuinely engage supporters in the ownership and running of the football club and ensure standards of transparency and good governance.

Q9: If someone wishes to invest heavily in the Football Club, but is not interested in fan ownership, will DHST oppose?

A: DHSTs overriding interest is in the long term sustainability of DHFC. DHST also believes that the supporters are best placed to make decisions that affect the future of the club for the long term. DHST would assess any proposal for taking the club forward, including financial investment, on a case by case basis before deciding whether to support it.

Q10: How long can Dulwich Hamlet remain at Tooting without it impacting on the financial viability of the Football Club?

A: DHST hasn't had sight of the current running costs and budgets for the Football Club so can't comment with any certainty. What is evident is that, based on the normal league matches held at Tooting so far, attendances look to be around 50% down on what they were at Champion Hill. That's a significant loss of income for the Club and could have an impact on the Club's ability to achieve its ambitions.

Q11: How much will DHST invest in the Football Club over the next year?

A: DHSTs position on use of funds is set in the statement dated 27 April 2018. DHST will continue to provide significant financial and non-financial support to the Football Club. Financial support includes match day sponsorship, payments for advertising at the ground and in the match day programme, organising fundraising events such as the Christmas party in December (which raised £2,000 for the 12th man scheme), and sharing the profits from merchandise sales (30% of which goes back to the Club to be spent at their discretion – currently some of this money going towards maintaining the Club's online video channel DHFC-TV).

Non-financial support includes co-ordinating match day volunteers, promoting the Club, and lobbying in support of its' interests.

Ad hoc requests for money will be looked at by the DHST Board on a case by case basis in line with the 27 April position statement.

The full position regarding the amount of money that DHST holds is set out in a consultation that was sent to all members on 28 February 2018 and led to the position statement of 27 April. It should be noted that a significant amount of money held by DHST is as part of the 100 club. The 100 club is a lottery that was set up by DHST in 2004. Any release of funds from the 100 club could only happen following consultation with those who contribute to it.

Q12: Will the DHST offer to arrange away travel for supporters next season?

A: The DHST board discussed this issue at the May board meeting. The new DHST board will look into this, in discussion with those who currently run the away travel.

Q13: During the Chair's Report (item 3) the possibility of DHST marketing DHFC games in the Tooting area was mentioned. In doing this will DHST consider whether this would have an impact on Tooting & Mitcham FC crowds, if people migrate to watch DHFC games instead?

A: In looking to promote the club in the community, DHST's primary focus will be on the Dulwich area. This is our home, our community, and reminding the community that DHFC still exists during our time in exile at Tooting will be vitally important for when we return home. The potential to market the club in Tooting is a secondary point and something that DHST would only do in discussion with Tooting and Mitcham FC (where there may be potential for joint promotion of games) and the Tooting Supporters club (who DHST will try to make links with in the coming year)

Q14: Given the record breaking interest in being on the DHST board this year can we change the rules to increase the number of people who can sit on the board?

A: Yes. One of the first actions for the DHST board will be to decide how best to engage with those who have been unsuccessful this year and to consider more broadly how best to galvanise the interest across the membership in volunteering for the good of the club. The board will also review the existing rules around board membership, co-option, and sub group membership to ensure that they remain fit for purpose and will make any necessary changes to the rules if needs be.

Q15: How will DHST maintain our relationship with Supporters Direct (SD) over the next year?

A: SD is a national umbrella organisation for supporters' trusts. SD offers help and advice and has assisted with handling of some of DHST's Parliamentary work over the last 6 months. DHST will continue to be a member of SD and maintain a good relationship with their officials, with the board values as a source of independent advice. The Football Club Directors have also indicated that they are happy to sit down and talk with SD about how they can move the club forwards. DHST will facilitate this meeting.

End of Q&A session

Thanks were put on record from the floor, to the members of the DHST board (and all other volunteers at the club) for all the hard work over the year. In particular, thanks were given the Alex Crane for his work on the DHST board over the last three years, which has included chairing for the last year and a half

7. RESOLUTIONS – none received or raised from the floor.

8. ELECTION OF NEW BOARD – RESULTS –

At the AGM Alex Crane, Mel Hughes, and Isaac Parnell are automatically resigned from the board as required by the rules. In addition, Pete Campbell and Pete Wright gave notice that they will also resign from the board at the AGM. These resignations (along with an additional vacancy that existed) create 6 spaces on the DHST board for the 2018/2019 season. 15 nominations were received for these board spaces, which triggered the need for an election, the ballot for which was held between 5th and 30th June. 91 members cast valid votes in the election, with an additional 2 ballot papers treated as spoilt. The total number of valid votes cast amongst the candidates was 527.

The outcome of the election is as follows:

NAME OF CANDIDATE	Votes
BALL, Liam	39
BUTTERWORTH, Carl	8
CHAPMAN, Michelle	41
GRIFFIN, Paul	43
HUGHES, Mel	83
HUNT, Jonathan	18
KENSINGTON, Joe	32
KING, Dan	18
KOUNDARJIAN, Arec	9
MCGANN, Mark	41
MITCHELL, Philip	37

PANTON, Gary	28
PARNELL, Isaac	56
SCOTT, Tim	30
SMITH, Alexandra	44

The six successful candidates are Mel Hughes, Isaac Parnell, Alexandra Smith, Paul Griffin, Michelle Chapman and Mark McGann who are duly elected to serve on the board for a period of three years. The six successful candidates, along with Alex Atack, Mark Scoltock, Alex De Jongh, Duncan Chapman, Dominic Smith, and Nick Pittaway will form the new DHST Board. The date for the first meeting of the new board will be confirmed shortly.

Thanks were put on record to all the candidates who put forward nominations and to the members who voted in the election. Thanks were also extended to Alex Atack & Alex De Jongh from the DHST board and to Mark Doidge for their help in managing the election of new board members.

Finally, thanks were given to all the members of the 2017/18 board for their hard work over the year, and in particular to outgoing chair Alex Crane, Peter Campbell, and Peter Wright who will not be returning to the board for 2018/19.