



Board Meeting Minutes

7.00 pm, 23 May 2018

The Sun, Coldharbour Lane

In attendance: Alex Crane (AC) (chair), Alex Atack (AA), Duncan Chapman (DC), Mel Hughes (MH), Alex de Jongh (ADJ), Darren McCreery (DM), (secretary), Isaac Parnell (IP), Mark Scoltock (MS), Peter Wright (PW).

1. Apologies for absence

Peter Campbell (PC), Nick Pittaway (NP), Dominic Smith (DS).

2. Agree April board meeting minutes

April board meeting minutes were agreed subject to minor amendments, including a clarification regarding the membership forms.

Action – ADJ to make minor amendments to the minutes are arrange for publication.
[Note – this action was completed shortly after the meeting].

3. DHFC has a secure long-term home in East Dulwich

3.1 *Update on recent developments with Meadow Residential*

DHST has had no direct communication with Meadow in the period since the March board meeting. Meadow did not respond to DHST's statements dated 7 and 12 March 2018, in which DHST called on Meadow to sell its land at Champion Hill, reinstate a fair licence to enable the club to return to the stadium; withdraw the threat of insolvency proceedings; and restore payment to the Club of bar profits generated by its activities (from 1 November 2017 onwards).

DHST wrote to Andrew McDaniel at Meadow on 27 April 2018 to press these issues again and further the work to assign the club trademarks to DHST, as Meadow have previously promised to do. DHST also highlighted the statements made in Parliament and elsewhere calling for Meadow to engage and find a way forward to speed their sale of Champion Hill and the return of the Football Club to its home. No response has been received to this letter from Meadow.



In relation to the three trademarks registered by Meadow's Delaware affiliate (Greendales IP LLC) and which Meadow has said it is willing to assign to DHST, a legal advisor was appointed by the club to handle the assignment to DHST. DHST has been unable to progress this work with the appointed legal advisor and needs to consider next steps.

ACTION – AC to speak with the Football Club to agree a joint approach to handling next steps with Meadow (including potential mediation promised by DCMS Minister in Parliament) and establish the position with the trademarks and to report back to the next meeting.

ACTION – AC to email Meadow for an update following DHST's letter to them on 27 April 2018 prior to the next meeting.

On 17 April, Meadow published documents on its website relating to a new pre-application for the development of these plans. DHST are unable to provide a further update on this.

The board discussed the merits of submitting an Asset of Community Value nomination to London Borough of Southwark for Champion Hill and agreed to consider this further with local stakeholders.

ACTION - DC to raise the potential for an Asset of Community Value nomination with local stakeholders and report back to the next meeting.

3.2 *Update on recent political developments: London Borough of Southwark (LBS)*

DHST board members attended the Southwark Civic Award ceremony on 21 May to accept a discretionary award from incoming Mayor of Southwark, Catherine Rose, alongside other representatives from the Football Club. The award is major recognition of the work that DHST and others have done to help save the football club and engage more broadly with the community that the club serves.

There is no update on broader discussions with LBS since the last board meeting.

ACTION – DC, in discussion with the football club, to set up a meeting with LBS and councillors to discuss next steps and report back at the next meeting.

4. DHFC is fully owned by its supporters

4.1 *DHST Annual General Meeting (AGM) preparations*

The DHST AGM will be held on Thursday 5 July in the first floor bar at the East Dulwich Tavern. Notices for the AGM have gone out to all members. Sunday 5 June is the closing date for nomination papers to be returned for people wishing to be on the DHST board.

Under the rules, DHST must offer at least 4 vacancies on the DHST board. AC, MH, and IP must resign and stand for election if they wish to serve again on the DHST board again under



the rules. These resignations, along with the current vacant position on the board, creates the 4 vacancies needed. Prior to the meeting PC and PW gave notice that they intend to stand down at the AGM. This creates a further 2 vacancies on the board, meaning that there could be up to 6 vacancies on the DHST board offered at the AGM (subject to board agreement).

[NOTE – the 5 June deadline for nominations has now passed and DHST received 15 nominations. The board agreed to make the maximum of 6 board spaces available. An election will be held to decide the 6 nominees that will serve on the DHST board, with the outcome announced at the AGM. Ballot papers for the election were sent to members on 11 June. In accordance with the policy an Election Management Group (EMG) has been formed to manage the election that comprises of DM (chair of the EMG), AA, ADJ, and Mark Doidge (independent, non DHST member and Whitehawk supporter).

The board were reminded that it is helpful if as many board members as possible could attend the AGM. AC, AA, and DM are essentials as they all have a reporting role at the AGM. It was agreed prior to the board meeting that the treasurers report will be wrapped up in ACs presentation as IP is unable to attend the AGM.

In terms of timing on 5 July, board members were asked to turn up at 6pm to help with set up (the meeting itself starts at 7pm). Projector, PA, and things like that should be provided by the East Dulwich Tavern so DHST should just need a lap top.

ACTION – DM to confirm set up details for the AGM with the East Dulwich Tavern.

4.2 *“Phoenix club” speculation and statement issued on 5 May*

On 5 May DHST responded publicly to questions from part of the membership regarding DHSTs wish to set up a Phoenix Club. The statement confirmed DHST has done no work towards the formation of a phoenix club, and in the present climate would not do so other than in co-operation with the existing Club. DHST and its board members have instead been fully focussed on working with the Club, and others, to ensure the continued existence of Dulwich Hamlet FC.

The statement is generally thought to have been well received. One direct approach has subsequently been made by a member asking questions which DHST has now been responded to.

5. DHFC is a transparent and well run football club

5.1 *DHFC governance*

In the programme notes for the play off final Liam Hickey (DHFC director) sets out proposals from the Football Club to set up an ‘executive board’ of DHFC to make strategic decisions on the future of the football club. It is understood that DHST could be asked to join this board, but so far no details have been given of how the board would operate. DHST would need reassurances on transparency and good governance before agreeing to join any such board. DC presented a paper (see Annex below) to the board setting out some high level principles of what good governance looks like that should form the starting point for the DHST Board’s



consideration of whether to join any executive board. It is also understood that the football club are working up proposals for a share issue to allow the purchase of shares in DHFC Limited. Again, DHST has been given only limited detail on how this would work.

ACTION – AC to pick up discussions on a proposed executive board of DHFC and potential share issue with the Football Club and report back at the next meeting.

5.2 *Update on match day operations at the football club (Tooting & Mitcham)*

MH updated on match day merch operations and thanked all who had volunteered over the season. In the off season DHST plans to consider how a shop at Tooting could work better, including the potential to move the Mega Container from Champion Hill to Tooting.

ACTION – AC (in discussion with MH) to raise new shop arrangements with the Football Club and report back at the next meeting.

5.2 Review of latest financial accounts for DHFC Limited and related companies

ACTION (from March): AC/IP to publish an addendum to the article (published on DHST's website, 14 March) on DHFC Limited's accounts relating to Healey Development Solutions (Dulwich) Limited

IP agreed to complete this action shortly after the board meeting [*Note – this action was completed*]

5.3 *Update on merchandise*

An update on merchandise was given by MH and MS. The football club have confirmed that there will be a change in club crest for the new season (whether the change will last beyond next season will be subject to review by the football club). Enamel badges with the new club crest on are already available and sales have been really good. MH is developing a line of further merchandise that features the new crest – including hats and scarves.

MH updated the board on an offer from Jale (a former sportswear provider to the football club) for DHST to purchase the stock that they have. The board decided to turn down this offer on the grounds that most of the stock features the old club crest and plans are already underway to develop merchandise for the new season, but to speak further with Jale about price.

MS updated on merchandise plans for the upcoming trip to Hamburg in July. There are plans to include the specially designed 125 logo on merchandise such as t-shirts and scarves. The profit made from these sales will go to support DHST's work. A limited supply of Dulwich Hamlet replica shirts will also be taken to Hamburg for sale. It was noted that DHST would not be running a dedicated shop in Hamburg, but would try to sell merchandise through available Altona outlets and on an ad hoc basis. A small supply of 2017-18 replica shirts would also be taken for sale.



6. DHFC has a growing Supporters' Trust that communicates regularly with its members

6.1 *Membership update*

PW gave an update on membership issues. 24 new members joined DHST when the Trust had a stall at the Goose Green Fair on 13 May. The current number of DHST members is 645. The aim is to achieve the landmark of 650 members by the DHST annual general meeting on 5 July.

On GDPR, PW will shortly be sending out a privacy notice to all members. All the policy documents have been updated and the updates have been made to the DHST website to allow people to opt in and out of receiving updates from DHST.

6.2 *DHST comms*

(a) DHST summer newsletter

AC/MS confirmed that it is planned to send a newsletter to members shortly. All board members were asked to suggest possible items for the newsletter.

ACTION – ALL board members to consider items for the upcoming newsletter and send them to AC/MS.

6.3 *100 Club update*

Nothing substantive was discussed under this item.

7. DHFC has strong links with all fans and the surrounding community

7.1 *Update on plans for community engagement and supporting other causes*

(a) Supporters coaches

MS outlined a proposal for DHST to offer to take over the running of supporters' coaches to away games next year. This would only be done with the agreement of those who currently run coaches for away days. The board agreed to explore this further following the AGM.

(b) Feedback on Dulwich Festival Fair (Goose Green, 13 May).

Feedback was given on the DHST stall at the Goose Green Fair on 13 May. The event was considered as a success, and it was clear that knowledge of the club was high, including the fight against Meadow. In addition to signing up 24 new DHST members, around 30 email addresses were collected. These people will receive free tickets to a game that will be supplied by the football club.

(c) Goose Green Primary School Fair (7 July) and Lambeth Country Show (21/22 July).



DHST will have stalls at the Goose Green Primary School fair and Lambeth Country Show. Volunteers are needed to help with the stall.

ACTION – ALL board members to indicate availability to help with the Goose Green Primary School Fair and Lambeth Country Show stalls.

7.2 *Kids competition - monthly fixture posters*

This item was not discussed. MS informed that board that other priorities meant that he had been unable to make progress.

7.3 *Fixture poster partners scheme*

This item was not discussed.

ACTION (ongoing): NP to provide update on poster partners scheme at next meeting.

7.4 *Volunteering*

(a) Update on volunteering situation at Tooting.

The board noted that DHST board and other members had been essential to making the best of having to ground share at Tooting. Thanks were given to all involved.

7.5 *Trust governance and miscellaneous items*

This item was not discussed. One action was carried over.

ACTION (from July): DM and ADJ to progress review of the DHST's policies and constitution and report back prior to the next board meeting.

8. DHST finances and expenditure

8.1 *Monthly update on DHST finances*

It was agreed that the board needed to understand the likely impact that an extended stay at Tooting will have on Trust finances, particularly in the context of merchandise sales. IP agreed to look into this issue.

ACTION (ongoing): IP to provide monthly update on DHST finances at next board meeting.



DHST asked to be a sponsor at the play off semi and play off final matches but this was turned down by the Club. DHST has previously sponsored matches this season with Boardroom hospitality tickets being given away to DHST members.

8.2 *Update on DHST annual accounts to 31 December 2017*

IP updated on the preparation of DHSTs 2017 accounts. Figures should be available shortly, ready for the AGM. The figures won't be fully signed off but will be sufficient for the AGM.

ACTION (from March): IP to update at next meeting on progress on the preparation of DHST's accounts to 31 December 2017.

9. AOB

9.1 *Date of next board meeting*

To be confirmed.



ANNEX to Item 5

DHST/DHFC: Good practice in governance

This paper discusses the principles of good governance and how these are taken into account in the governance frameworks of DHST (the Trust) and DHFC (the Club).

These are relevant to DHST to ensure that its own governance follows best practice and can guide the Club on what is good practice in governance.

This is also relevant because the Trust's objectives are to ensure that the Club:

- i. has a secure long-term home in East Dulwich
- ii. is fully owned by its supporters
- iii. is a transparent and well run Football Club
- iv. has a growing Supporters' Trust that communicates regularly with its members
- v. has strong links with all fans and the surrounding community.

As is well understood, despite its long history and current success on the field, the Club is currently facing a number of major challenges and its future is not assured.

A good governance framework is key to having a transparent and well run club, will enhance the Club's reputation and will greatly assist in its long term viability.

The Club is currently reviewing its structure and discussing the implementation of an 'Executive Board' (Board) which are key elements of its governance framework.

Ensuring the Club adheres to good practice principles is essential the Club is to obtain financial and other support from Southwark Council as this would undoubtedly be a condition of such support.

What governance means

In this context, governance means the overall framework governing roles and responsibilities, how decisions are made, processes and procedures and accountability. Issues that are important include:

- i. the Board structure and how Board members are selected and appointed
- ii. how the vision, values and objectives are set
- iii. how to ensure effective engagement with stakeholders, including how best to build support
- iv. human resource issues, including paid appointments and the use of volunteers
- v. the rules and processes for ensuring effective operations, financial responsibility, effective risk management and value for money in the running of the club
- vi. performance monitoring and accountability for results, including wider benefits
- vii. transparency.

Issues relating to the Club's Board structure and appointment of Board members



The eventual ownership structure will affect how Board members are appointed. The Trust is committed to greater fan involvement and ultimately, a fan owned club.

Whatever the resulting structure, general good practice principles suggest that:

- i. oversight and management of the club should be separate
- ii. the size and membership of the Board should be decided on the basis of the role of the Board and the skills/experience needed. Each member should have a job description.
- iii. there should be a formal, rigorous and transparent procedure for appointing Board members, taking account of equal opportunities, and their appointment should be subject to renewal at regular intervals
- iv. the Board should set up appropriate sub committees eg audit, remuneration, operations
- v. the decision making processes should prevent any single individual from taking unilateral decisions
- vi. all Board members should have sufficient time to carry out their responsibilities effectively, including undertaking induction activities, familiarising themselves with the club's rules and updating their knowledge/skills as relevant
- vii. the Board, and individual Board members, should evaluate their performance on a regular basis.