



## **Board Meeting Minutes**

**7.00 pm, 24 July 2018**

**Venue – The Palmerston, Lordship Lane, East Dulwich**

In attendance: Alex Atack (AA) (Chair for item 5 onwards), Duncan Chapman (DC), Michelle Chapman (MC), Paul Griffin (PG), Mel Hughes (MH), Alex De Jongh (ADJ), Darren McCreery (DM) (secretary, chair for items 1 -4), Nick Pittaway (NP), Alexandra Smith (AS), Dominic Smith (DS), Mark Scoltock (MS)

1. **Apologies for absence** - Mark McGann (MM), Isaac Parnell (IP)

2. **Agree May board meeting and AGM minutes (17/18 board members only)**

The minutes from the last board meeting were agreed. DM requested comments on the AGM minutes that were circulated around the board prior to the meeting.

**ACTION – 17/18 board members to comment on AGM minutes by close 29 July. DM to finalise and publish AGM minutes prior to the next board meeting.**

3. **Introductions and welcomes to the board**

Board members introduced themselves. Special welcome was given to new joiners appointed at the AGM – MC, PG, MM and AS.

DM set out the overarching purposes of DHST and highlighted key elements from the constitution and policies that members were advised to read in advance (including the board membership and conduct policy, standing orders for boards meetings, and disciplinary policy).

4. **Nominations and appointment of chair**

A single nomination was put forward for AA and DC to jointly chair the DHST board for 18/19. The nomination was proposed by NP and seconded by MH. The unanimous decision of the DHST board is to appoint AA and DC as joint chair for 18/19.

It was agreed the AA and DC would rotate chairing board meetings. It was agreed that whoever was chairing the meeting would have a casting vote in decision making.



## **5. Appointing roles and reviewing objectives for 18/19**

### **5.1 Treasurer**

The unanimous decision of the DHST board is to appoint IP as treasurer for 18/19 (proposed by NP and seconded by MH). It was noted that IP will formally serve as treasurer for part of the year to manage handover to a new treasurer.

### **5.2 Secretary (appointed)**

The unanimous decision of the DHST board is to continue to appoint DM as secretary.

DM gave the board notice that he intends to step down early during 18/19. The detail of this, along with hand over will be agreed further with AA and DC.

### **5.3 Other roles**

It was agreed that ADJ would be vice chair for 18/19.

For other roles, the board discussed dividing the work of DHST up into four main subgroups, each with members of the board leading work as follows:

- 1. Membership engagement, which includes:**
  - a. Match day volunteers – NP/DS lead
  - b. Management of membership system and liaison with members – NP lead
  - c. 100 Club – PG lead
  - d. Coaches – AS lead
  - e. Strategic communications - MC
  - f. Other communications – MS and AS
  
- 2. Community engagement and events – to be shared/split between AS, MM and MC – which includes:**
  - a. Local ED community/promotion
  - b. Local Tooting community/promotion
  - c. School initiatives
  - d. Special promotional activities
  - e. Local community events



**3. Club and stakeholder engagement – led by AA, DC, ADJ – which includes:**

- a. Return to Champion Hill/ East Dulwich
- b. Establish clear structure for the club
- c. Update vision and governance document to reflect the current situation
- d. Assist with the planning of the structure/governance of the new executive board

**4. Merchandise – overall lead by MH (with additional leads as indicated), which includes:**

- a. Relocating the mega container to Tooting – led by MM and Alex Crane (DHST member and former chair)
- b. Purchasing of non-garment merchandise – led by MH
- c. Purchasing of replica kit – led by DS
- d. Purchasing of garment merchandise – led by MH
- e. Designs of new merch – led by MS

5.4 Reviewing objectives for 18/19

DHST currently has published objectives that run until 2018. The objectives need to be reviewed and republished to cover the period until 2020. This work needs to be carried out in addition to a full review of the DHST constitution and supporting policies. Work is already under way to consider how the objectives may be updated. To take this work forward AA and DC need to engage further with specific leads (now they are in place).

**ACTION - AA and DC to consider update to DHST objectives to 2020 further and engage with other leads as needed on way forward and provide an update at the next meeting.**

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

6.1 Update on recent developments with Meadow Residential

AA provided a brief update. Meadow Residential still refuse to engage with DHST (and other key stakeholders). Alex Crane (former DHST chair) sent a chaser email to Meadow on 25 May asking for a response to DHSTs letter of 27 April and has received nothing. DHST will continue to chase a response from Meadow.



DC confirmed that he had spoken with the football club directors and representatives from the London Borough of Southwark since the last board meeting. He generally felt that there was a joined up approach across stakeholders.

**ACTION – AA to email Meadow for an update following DHSTs letter to them on 27 April 2018 prior to the next meeting.**

DC updated on an action he took away from the May board meeting to raise the potential for an Asset of Community Value nomination with local stakeholders (this same issue was also raised during the question and answer part of the AGM). DC confirmed that he has raised this issue with an officer at London Borough of Southwark (in general terms only). The overall view of the DHST board remains that making an Asset of Community Value nomination is still an option for the future. However, before making such a proposal the board would need to be satisfied that it would be worthwhile and have a positive impact and would be done after discussions with the club and other interested parties.

#### 6.2 Update on recent political developments: London Borough of Southwark (LBS)

DC provided an update. DC has had an introductory meeting with Councillor Johnson Situ (new Cabinet Member for Growth, Development and Planning at LBS) and is keen to get a further meeting in the diary asap to discuss Dulwich Hamlet in more detail. DC also remains in regular contact with Councillor Catherine Rose (current Mayor of Southwark) who remains firmly committed to helping the club return to Champion Hill and ensuring it has a sustainable future. It was noted that the last formal meeting with senior officers of LBS was the end of March 2018 and that a further meeting was due to discuss both the aim of returning to Champion Hill and to allow the club directors to set out their proposals for the future of the club.

**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.**

#### 7. **DHFC is fully owned by its supporters**

7.1 Feedback on meeting between Supporters Direct (SD), DHST, and the football club directors on 23 July.

DC and AA fed back on the 23 July meeting which was attended by DHST (DC, AA, ADJ, DM), SD (James Mathie), and the directors and representatives of the football club (including Liam Hickey and Tom Cullen). The purpose of the meeting was to discuss options for the future governance of the football club. The meeting touched on both **governance** and **share issues**.



**Governance** - DHST has not yet seen full detail of the proposals for governing the club going forward. The club wishes to enhance the current Board of Directors by adding new directors. It is understood that DHST (along with others) could be offered places on the Board of Directors at the discretion of the current directors. The DHST board will continue to engage closely with the football club directors on this issue.

**Share issues** - in June 2018 the directors of DHFC Limited gave notice that Nick McCormack had agreed to transfer 75% of his shares in DHFC Limited to a third party in return for £1 (at the time, Nick McCormack owned 293,400 of the 300,000 issued shares in the company, with the remainder held by over 50 small shareholders including DHST). As part of this process existing minority shareholders were offered small quantities of shares (51 in DHST's case, on top of its existing holding of 90 shares). This will reduce Nick McCormack's overall shareholding in DHFC Ltd to just below 25%.

DHST understands that most of Nick McCormack's shares have been or will be transferred to a new private company limited by shares, Dulwich Hamlet FC Shareholdings Limited (DHFCSL). DHFCSL has recently been incorporated with Liam Hickey as its initial director and sole shareholder, but the directors of DHFC Limited have suggested that they would want the board of directors for DHFCSL to include the same people as the board of DHFC Limited.

Following the AGM of DHFC Limited, DHST understands that the company has increased its authorised issued share capital from £300,000 to £1,500,000, meaning more shares are potentially available for acquisition. The DHFC Limited directors have said that they would wish these shares, in due course, to dilute DHFCSL's stake in DHFC Limited. DHST awaits further detail of how the proposed share issue will operate before making any investment decisions.

SD undertook to circulate further information to DHST and the football club on governance models and alternative options for raising capital, such as Community Share issues that have worked elsewhere.

**ACTION – AA to circulate feedback from SD on the meeting around the board prior to the next board meeting.**

The board discussed the recent announcement that Meadow had agreed to write off the purported debts owed to them by DHFC Ltd. DHST has had sight of the correspondence from Meadow-linked companies, which does not provide as much clarity as it should in this regard, and DHST understands that the club will be seeking to confirm that all alleged debts, owed by DHFC Limited to Meadow, Healey Development Solutions (Dulwich) Limited and any and all other entities connected to Meadow and Greendale Property Company Limited have been irrevocably written off.



## 8. **DHFC is a transparent and well run football club**

For DHFC governance see item 7.1

### 8.1 Update on match day operations at the football club (Tooting & Mitcham)

Alex Crane (former DHST board member and chair) has discussed possible new shop arrangements for the period that the club is playing at Tooting. It has been agreed that DHST will look into the potential for moving the Mega Container from Champion Hill to Tooting for a temporary period. Alex Crane has agreed to help with the work (with DHST board support from MM).

**ACTION – MM (in discussion with Alex Crane) to provide an update on moving the Mega Container to Tooting at the next meeting.**

The board discussed the importance of ensuring that all volunteers at the club (whether engaged directly by DHST or by the club itself) had access to the support needed to ensure they were able to carry out their roles. The board indicated that this is an area where was potential for joined up work between DHST and the club.

**ACTION – NP to set up a meeting with the football club committee to discuss logistics and level of volunteer support needed and report back at the next board meeting.**

### 8.2 Update on merchandise

MH gave an update. The current priority is sorting out replica shirts for the new season. The early indication is the home and away replica shirts could be available for sale by the end of August. It was agreed that samples of the shirts would be needed in advance to give customers an idea of sizing.

**ACTION – DS to contact Liam Hickey to discuss replica shirts and report back at the next board meeting.**

MS updated on merchandise sold during the trip to Hamburg. Despite DHST not actively selling it, over 1000 euros worth of merchandise was sold during the trip. An early aim for the new season is to clear the remaining 125 anniversary stock.

**ACTION – AS, PG, MC, MM to send MH a 4 digit pin asap so she can set you up on the Airpos online stock system.**

## 9. **DHFC has a growing Supporters' Trust that communicates regularly with its members**



#### 9.1 Membership update

No substantive update provided. NP has a hand over meeting arranged with Peter Wright (former DHST board member who led on membership issues).

#### 9.2 DHST comms

It was confirmed that the DHST Summer Newsletter has now gone to all members.

The board discussed how better use could be made of the regular slot that DHST has in matchday programmes. MC agreed to discuss this further with the club.

**ACTION – MC to discuss DHST slot in matchday programmes further with the club and report back at the next meeting.**

#### 9.3 100 Club update

It was confirmed that PG has now taken over day to day running of the 100 club from IP. PG will also be considering how the 100 club could be merged with 1893 lottery (a similar scheme run by the football club).

### 10. **DHFC has strong links with all fans and the surrounding community**

#### 10.1 Update on plans for community engagement and supporting other causes

##### (a) Supporters coaches

The board discussed the potential for DHST to take over the running of supporters' coaches next season. This would only be done with the agreement of those who currently run coaches for away days. The board agreed in principle to explore options to provide away travel to select games. The feasibility of doing this needs to be costed out and considered further (along with any potential to run a coach to home games). There may also be options to link up with local East Dulwich businesses on providing travel for supporters.

**ACTION – AS to consider potential options for supporters coaches and provide an update at the next board meeting.**

##### (b) Feedback from Goose Green Primary School Fair (7 July) and Lambeth Country Show (21/22 July).

DHST was unfortunately unable to run a stall at the Goose Green Primary School Fair on 7 July due to lack of volunteers available on the day.



DHST had a stall at Lambeth Country Show on both the 21<sup>st</sup> and 22<sup>nd</sup> July. The stall was considered to be a success. Around 12 new DHST members were signed up and 50 email addresses were collected that need to be sent to the football club so they can receive free match tickets.

**ACTION – NP to send the email addresses collected at Lambeth Country Show to the football club.**

The stall at Lambeth Country Show continued to be a success. The board considered areas for improvement for next year, including ensuring that DHST has a suitable location and how to engage families and little bit better and ensure that DHST board members and other volunteers who look after the stall know how to respond to key questions such as what's the difference between DHST and the football club.

## 10.2 Volunteering

- (a) Update on volunteering situation at Tooting.

See item 8.2.

## 10.3 Trust governance and miscellaneous items

- (a) Feedback on use of 'Slack' for DHST board communications and other activity.

The board fed back on the use of 'Slack' as an online platform for board communications, following the board decision to trial it in June. It was agreed that Slack is to be retained for most board communications. It was agreed that Slack was not suitable for some forms of communications (mainly where it is vital for constitutional reasons to be able to show a paper trail). Such communications are motions and other voting decisions and comments and finalisation of minutes. For these documents it was agreed that a group email would be set up.

ACTION – IP to set up a DHST board group email address before the next board meeting.

**ACTION (from July 2017): DM and ADJ to progress review of the DHST's policies and constitution and report back prior to the next board meeting.**

The above item was carried forward and is not linked to the review of objectives (see item 5.4).

## 11. DHST finances and expenditure

### 11.1 Monthly update on DHST finances



Not discussed as IP was not at the meeting.

11.2 Update on DHST annual accounts to 31 December 2017

It was confirmed that the accounts have now been filed.

12. **AOB**

The board agreed that actions from board meetings should be circulated ASAP if it looks like the production of the full minutes might be delayed. This will help board members to progress their actions quicker.

It was agreed that the board need to arrange a social event involving the current and previous board members.

**ACTION – AA to take forward arranging a social event for current and previous board members.**

12.1 Date of next board meeting

The board agreed that their working assumption would be that board meetings would take place on the 3<sup>rd</sup> Tuesday of every month.

The date of the next board meeting was provisionally agreed as Tuesday 21<sup>st</sup> August. Venue tbc.

Meeting finished 21:26.