



## **Board Meeting Minutes**

**7.00 pm, 16 April 2019**

**Venue: Boardroom, DHFC**

**Attending:** Duncan Chapman (DC) (Chair), Alex Atack (AA), Mel Hughes (MH), Alex de Jongh (AdJ), Mark McGann (MM), Dominic Smith (DS), Liam Ball (LB), Alex Smith (AS), Michelle Chapman (MC), Paul Griffin (PG), Philip Mitchell (PM) (secretary)

### **1. Apologies for absence**

Received from Nick Pittaway (NP), Mark Scoltock (MS).

### **2. Minutes of previous Board meeting**

The minutes of the meeting held on 16th March 2019 were agreed.

### **3. Actions arising from previous minutes (where not covered under headings below)**

#### **3.1 Graphical representation of Trust's achievements**

Action CONTINUES. (Action carried forward from Action 3.2.1 of 19 March minutes)

**ACTION 3.1.1 - MC will work on representation of our achievements in the graphical form proposed by Pete Wright, and propose new content to the Board.**

#### **3.2 Anti-homophobia banner**

Action CONTINUES. (Action carried forward from Action 3.3.1 of 19 March minutes)

**ACTION 3.2.1 - MS to arrange anti-homophobia banner**

#### **3.3 Catering**

Catering offer is felt to be acceptable - monitoring will continue.

Action **CLOSED**. (*Action 13.3.1 of 19 March minutes*)

#### **4. Relationship with Club**

##### **4.1 Shares in Club**

The number of shares likely to be available from the Club remains under discussion, and we have still not received share certificates covering our existing investment.

Action **CONTINUES**. (*Action carried forward from Action 4.1.1 of 19 March minutes*)

##### **ACTION 4.1.1 - AdJ to chase progress re formalisation of current position.**

We have previously agreed to hold a meeting with the Club re share purchase plans, and to record that meeting for mutual agreement. The Club have agreed to hold such a meeting.

Action **CONTINUES**. (*Action amended from Action 4.1.2 of 19 March minutes*)

##### **ACTION 4.1.2 - AdJ to arrange meeting with DHFC re share option.**

LB and AdJ have produced a summary of the Trust's financial position plus a future forecast to inform discussions re share purchases.

Action **CLOSED**. (*Action 4.1.3 of 19 March minutes*)

##### **4.2 Seats on Club Board**

The Club directors have suggested that up to two seats on the Club Board will be made available to Trust nominees. The Trust Board would like to accept the offer, but there are outstanding issues re the Club Board's structure and governance which we would have to resolve before doing so. We also need to discover whether the Club has appropriate Directors and Officers Insurance.

Action **CONTINUES**. (*Action carried forward from Action 4.2.1 of 19 March minutes*)

##### **ACTION 4.2.1 - AdJ to cover issues re Club Board seats in note to DHFC.**

Each Trust Board member should consider whether he/she would be prepared to join the Club Board as a Trust nominee. We are asked to identify the nominees in the next few weeks, so may well need to make a decision before the next Board meeting.

**ACTION 4.2.2 - ALL to let DC know whether they would be prepared to join the Club board.**

## **5. Membership Engagement Update**

### **5.1 Membership Review**

#### 5.1.1 Technology refresh

Action **CONTINUES**. (*Action carried forward from Action 5.1.1.1 of 19 March minutes*).

**ACTION 5.1.1.1 - NP to keep Board updated on technology refresh project**

### **5.2 Coaches**

A flyer re coaches was produced.

Action **CLOSED**. (*Action 5.2.1 of 19 March minutes*)

There is one more coach (Weston) left to run this season. We agreed to discuss and publicise the coach plan for next season before the season starts. The promotion of Torquay and the (possible) relegation of Truro should reduce potential losses next year.

**ACTION 5.2.1 - AS to plan 19/20 coaches before season**

### **5.3 Activities At Home Matches**

Winners of the children's art competition have been selected. AS will finish the process.

Action **CLOSED**. (*Action 5.3.1 of 19 March minutes*)

### **5.4 Community sub-group**

#### 5.4.1 Community sub-group meetings

Action **CONTINUES**. (*Action carried forward from Action 5.4.1.1 of 19 March minutes.*)

**ACTION 5.4.1.1 - AS will arrange for the Community sub-group to meet regularly**

#### 5.4.2 Community sub-group liaison with Club

AS will work with Rob Hyneman to ensure co-ordinated activities in the 19/20 season.

#### **ACTION 5.4.2.1 - AS to co-ordinate community plans with RH**

### **6. Finance update**

#### **6.1 100 Club proposed investment in shares**

A note has been sent to 100 Club members inviting their comments on the proposal to invest 100 Club funds in shares in the Club. (See 4.1 re the proposal.)

Action **CLOSED**. (*Action 6.1.1 of 19 March minutes*)

#### **ACTION 6.1.1 - PM to report on response from 100 Club members**

Stronger marketing of the 100 Club has begun - action below is retained to ensure continued monitoring.

Action **CONTINUES**. (*Action carried forward from Action 13.4.1 of 19 March minutes.*)

#### **ACTION 6.1.2 - PM to ensure that 100 Club membership is better marketed to fans**

PG will finalise the close down of the 1893 lottery, and will attempt to persuade members to transfer to the 100 Club.

Action **CONTINUES**. (*Action carried forward from Action 13.4.2 of 19 March minutes.*)

#### **ACTION 6.1.3 - PG to close down 1893 lottery and market 100 Club to members.**

#### **6.2 SD review of DHFC's finances**

The action below continues. We may decide to switch to using SD on planning or investment issues.

Action **CONTINUES**. (*Action carried forward from Action 6.2.1 of 19 March minutes.*)

#### **ACTION 6.2.1 - AA/DC to advise on brief and timing for remainder of SD work**

#### **6.3 New Treasurer**

The authorisation changes required to allow LB to take over from IP are not yet complete. IP will continue to provide support while required.

Action **CONTINUES**. (*Action carried forward from Action 6.3.1 of 19 March minutes.*)

### **ACTION 6.3.1 - LB to ensure that the transfer process is completed**

#### **6.4 Tax return**

AdJ & LB will write a note to the Board summarising the position and explaining what information we need to gather and how to proceed.

#### **ACTION 6.4.1 - AdJ/LB to produce advisory note**

### **7. Communications & website update**

#### **7.1 Access to Club website**

Action **CONTINUES**. (*Action carried forward from Action 7.1.1 of 19 March minutes.*)

#### **ACTION 7.1.1 - MS to arrange access to Club website**

### **8. Merchandising update**

#### **8.1 Next season's shirts**

Action **CONTINUES**. (*Action carried forward from Action 8.1.1 of 19 March minutes.*)

#### **ACTION 8.1.1 - MH to arrange meeting with Club about next season's shirts**

#### **8.2 Licence**

DHST and DHFC have discussed the replacement of the current merchandise MoU (under which the club licenses DHST to design and sell DHFC-branded merchandise) with a licence agreement. The club will prepare a draft in due course.

#### **ACTION 8.2.1 - MH to pursue licence re merchandise with Club**

### **9. Volunteering update**

The mechanism for seeking volunteers before each match continues to go well.

## **10. DHST Objectives**

### **10.1 Results of Vision and Objectives session**

DC has discussed the pack with BC. (The intention was not to seek BC's approval, but to ensure that there are no misunderstandings.) The reaction was generally positive, with a couple of comments which we will consider.

Action **CLOSED**. (*Action 10.1.1 of 19 March minutes*)

After any changes resulting from consideration of BC's comments we will publish the Vision and Objectives output.

**ACTION 10.1.1 - PM to publish output**

## **11. Review of DHST Constitution & Rules**

### **11.1 Diversity Statement**

The action below is carried forward until the revised Constitution is agreed.

Action **CONTINUES**. (*Action carried forward from Action 11.1.1 of 19 March minutes.*)

**ACTION 11.1.1 - PM to incorporate new Diversity Statement in Constitution when revision is implemented**

### **11.2 Governance vs Operational Roles**

The action below was carried forward.

Action **CONTINUES**. (*Action carried forward from Action 11.2.1 of 19 March minutes.*)

**ACTION 11.2.1 - PM to consider how both governance and operational roles can best be covered in the Trust's meeting structure**

### **11.3 Consideration of Constitution review**

PM and AdJ have produced a recommendation re possible constitutional change. (The recommendation intention is to move the Trust to a set of Rules based on a recent SD/UFSO model, rather than the much older one we use at present.)

Action **CLOSED**. (*Action 11.3.1 of 19 March minutes*)

We will discuss the constitutional recommendation at the May Board Meeting. If agreed there, we will seek advice on various outstanding points, and then arrange a Special General Meeting in the summer or autumn to consider the adoption of the newer model.

**ACTION 11.3.1 - PM to progress recommendation re constitutional change**

## **12. AGM and Election**

### **12.1 Trust AGM 2019**

PM proposed that we hold the Trust 2019 AGM on a date between June 20th and 26th.

Action **CLOSED**. (*Action 13.2.1 of 19 March minutes*)

**ACTION 12.1.1 - ALL to reply with availability between June 20th and 26th**

PM will write to the Board proposing a timetable leading to the AGM and election

**ACTION 12.1.2 - PM to plan AGM and election timetable**

### **12.2 Trust Election 2019**

#### 12.2.1 Process and Timetable

The Board agreed a note from PM proposing an election process and draft dates.  
(See Action 12.1.2 above - election timing is linked to AGM.)

Action **CLOSED**. (*Action 13.2.2 of 19 March minutes*)

#### 12.2.2 Board members retiring at the election

Three Board members will retire in rotation, and are entitled to choose to seek re-election.

Dominic Smith (DS) informed the Board that he also intends to step down. The Board accepted his resignation with regret, and recorded its appreciation of his contribution to the Trust during his period of service on the Board.

Four Board positions will therefore be available in the coming election, meeting the requirement that at least one-third of elected positions should be available each year.

#### 12.2.3 Election Management Group

We need to form an Election Management Group (EMG) to handle the coming election. This is to consist of the Secretary (PM), plus other Trust members who are not standing for election (MC and DS have expressed interest), plus an external member (i.e. someone from another Trust).

**ACTION 12.2.3.1 - PM to form the EMG**

**ACTION 12.2.3.2 - AA to provide details of external candidate**

**ACTION 12.2.3.3 - AA to ask MS to publicise the elections on social media**

### **13. Behaviour at Matches**

There has been some inappropriate behaviour at certain recent home games. Both home and away fans have been responsible. An organisation called White Ribbon provides a process which helps to limit and manage such behaviour. A dedicated text number for fans to use might also help.

**ACTION 13.1 - MC to produce a behaviour proposal for implementation for the 19/20 season**

### **14. Relationships with fan organisations**

#### **14.1 UFSO National Network Meeting**

The Trust will not be represented at the late April meeting because of lack of availability.

#### **14.2 UFSO National Network Election**

The Trust selected two candidates to elect to this body.

**ACTION 14.2.1 - PM to submit votes**

### **15. Registered Address**

PM will move the Trust's registered address to his home so long as there are no rates implications.

**ACTION 15.1 - PM to move registered address**



**16. Any Other Business**

**16.1 Goose Green Fair**

This has been useful in the past, and can be used to sell merchandise and to promote the 100 Club.

**ACTION 16.1 - AS to manage presence at GG Fair**

**ACTION 16.2 - DC to check that we have registered for GG Fair and paid**

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**Date of Next Meeting: 21st May 2019 (Champion Hill Board Room)**

**Meeting closed at 21:55**

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