



Exeter City Supporters' Trust
Board Meeting
RGB Legends Room
8th April 2019; 18:00

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Agenda

NB Items marked * indicate that a resolution and vote will be required.

Introducing... (18:00 – 18:30)

Alan Hay – Retail & Ticketing Manager

Part ‘B’ (18:30 – 19:30)

Apologies

Approval of minutes from the last meeting

Matters arising

Update of Part B matters from Chair (**Papers included**) NH

Any other Part B business

Part ‘A’ (19:45 – 21:00)

Apologies

Approval of minutes from the last meeting

Matters arising

Update of Part A matters from Chair (**Paper included**) NH

- i. Trust Audit Update
- ii. Performance & Audit Board – Update
- iii. Risk Committee – Update
- iv. Setting Targets for Trustee Director Roles
- v. Trust Strategy Review

Trust Board Group Updates:

Finance & Governance Group (Papers included)	
Trust Receipt & Expenditure Account (Mar 19)	SC
FGG Statement	PH
Ownership & Membership Group	MC
Family Engagement Paper *	CH
Survey/Statement on Gambling	NH
Community	PF
Communications	PM
History	PF
History – HLF3	NH

Strategic Advice to the Trust Board*

NH

Football Policing

NH

Any other business

Date of next meeting: 7th May 2019

Part 'A' Minutes from previous meeting



Trustees present: Nick Hawker (Chair), Elaine Davis, Paul Farley, Doug Gillard, Clive Harrison, Pete Martin, Mark Cordell, Jon Beer, Pete Holding

Officers Present: Steve Chudley, Phil Burden, Phil Rugman

Apologies: Chris Phillips, Neil Le Milliere, Alice Cook, Martin Weiler

	<p>Minutes Of The Part A Meeting Of The 11th February 2019</p> <p>Motion: Motion that the draft minutes of the Part A meeting of the 11th February 2019 be accepted, proposed by Doug Gillard, seconded by Jon Beer. Motion passed.</p> <p>Matters arising: None</p>
	<p>Chair Update Of Part A Matters</p> <p>The Chair and Elaine Davis attended a meeting of the Northampton Supporters Trust on Sunday 10th March 2019.</p> <p>The Chair and Julian Tagg are to attend a meeting of The Grecian Society on the 18th March 2019.</p> <p>Appointment of the Independent member of Performance & Audit Board. Two people have expressed an interest.</p> <p>The survey concerning gambling has been put together.</p> <p>Action: Pete Martin to look at survey software</p> <p>Engagement with players: End of Season Ball arrangements. Visit Training Ground at the start of the season to explain what the Trust is about. Inform new signings what the Trust is about. Important to promote an appreciation of the Trust and its role - Volunteer Time - Good Governance - Goodwill.</p>
	<p>Fan Survey Data</p> <p>In addition to the survey results that are provided, can we dig into the survey data</p>

	<p>itself?</p> <p>Action: The Chair to invite David Clough to a future Trust Board meeting to discuss data the Trust Board have not seen.</p>
	<p>Finance & Governance Group</p> <p>Information provided with meeting pack. Not near VAT threshold.</p> <p>Discussion concerning the relationship between the Trust and the Museum and History Groups Action: The Chair to discuss with Martin Weiler</p> <p>Approval of Club Budget. A draft is to be discussed with Club Business Managers. The Finance & Governance Group are due to consider it.</p> <p>The Finance & Governance Group receive management accounts that are one month behind and flash accounts that are current.</p> <p>Query concerning spend on finance services? Action: The Chair will respond accordingly.</p>
	<p>Ownership And Membership Group</p> <p>Information provided with meeting information pack, including draft Social Media Policy.</p> <p>Social Media Policy. Discussion concerning the suitability of the following paragraph: “Individuals should not request or accept online friendships from any of the club’s playing or backroom staff, if any such friendship exists that predates this policy or the taking up of a trust position, it must be declared to the trust secretary at the earliest opportunity.” - Paragraph A Motion: That the Social Media Policy be adopted as drafted with the proviso that Paragraph A be removed. Proposed Clive Harrison. Seconded Doug Gillard. Motion passed unanimously.</p> <p>Increase of Trust shareholding. Information provided with meeting pack. Ownership And Membership Group minutes: ... “Resolution for the Trust Board ... To present the Capitalisation of the Trust loan to Exeter City AFC as the preferred direction of travel for the Trust achieving a 75% +1 shareholding ... The Ownership and Membership Group’s recommendation is that the final decision is put to the Trust membership at the Trust AGM ... “ Discussion concerning minority shareholders, share register and valuation of shares. Membership Cards, agreed to renew Trust membership cards in pre season.</p> <p>Youth Council, six people came to the last Youth Council meeting, some good ideas. FIFA19 competition at 3pm on April 7th at The Family Zone SJP.</p>
	<p>Community Group</p>

	<p>Women's and Girl's Day March 30th, Mansfield Town game</p> <p>One Game One Community Summer Five-A-Side Football Tournament. Action What is the criteria for invitation to the tournament? Paul Farley to find out.</p> <p>Exeter Respect Event 8th and 9th June. Doug Gillard organising.</p> <p>For information, there are some merchandise items in the cupboard that can be sold.</p> <p>The Trust Board were reminded that One Game One Community was a Trust initiative. Action 1 Elaine Davis, Director For Community Engagement, would investigate our involvement further. Action 2 The Secretary to circulate the Terms of Reference for Community, History and other Groups.</p>
	<p>History Group</p> <p>Information provided with meeting pack</p> <p>Tony Badcott has joined the History Group.</p> <p>ECFC Museum launch on March 19th.</p> <p>Discussion about ECFC Museum asset register.</p>
	<p>Flamengo Academy Fire</p> <p>Question from Trust member about an ECFC response to a fire in a dormitory at Flamengo, Brazil in which ten Flamengo Academy teenage players died. Details in meeting pack. Discussion. Decision Decision not to respond.</p> <p>General point: Should there be a separate budget for charitable contributions?</p>
	<p>Strategic Advice To The Club Board Strategic Advice Group</p> <p>A paper about strategic advice to the Trust Board included in meeting pack. Discussion about the operation of the Strategic Advice Group. Action The Secretary to revamp the terms of reference of the Strategic Advice Group. The Chair to contact other Trusts to see if they do anything similar.</p>
	<p>Trust Strategic Aims</p> <p>A paper about Trust Strategic aims included in meeting pack.</p> <p>Action Group Leads to review existing aims with a view to a refresh of Trust strategic aims before the Trust AGM.</p>

	The Secretary to coordinate.
	Election Of Deputy Chair Motion: Motion that Pete Martin be appointed to the post of Trust Deputy Chair, proposed by Mark Cordell, seconded by Jon Beer. Motion passed.
	St James Park, Designation as an Asset of Community Value Suggestion to nominate St James Park as an Asset of Community Value. Action Referred to Group Leads as part of their review of Trust strategic aims.
	Communications And Engagement Group There has been a special meeting about the Trust website; how it looks, how it works. The hope is to refresh the Trust website for the start of the 2019/2020 season. Julen Beer & Will Barrett to look at it. Action Any thoughts concerning the Trust website to Pete Martin. Full meeting of the Communications & Engagement Group on the 21st March 2019.
	Book: Grecian Glory, The History Of St James Park Publisher response to indemnity clause query included in meeting information pack. Discussion as to whether the Trust should sign the publishing contract in the light of the indemnity clause which exposes the Trust to unlimited liability. Motion: Motion that the Trust sign the contract for the publication of the book Grecian Glory, proposed by the Chair. 2 in favour, 2 against and 4 abstentions Motion passed (as per the Trust constitution in the event of a tied vote).
	AOB Paper Bags have been purchased Share in Chattanooga FC has been purchased Request to standardise the fonts used in Trust Board Documents - Arial 11

Part 'B' Minutes from previous meeting

Update from Chair on Part B Matters

To be circulated directly by the Chair.

Update from Chair on Part A Matters

To be circulated directly by the Chair.

Finance & Governance Group

Receipts & Expenditure – March 2019

March 2019

Opening balance	25,981.33
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Receipts

Subscriptions	11,362.83
Easy Fundraising	114.71
Stall takings	60.00

Total	11,537.54
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Payments

ECFC donation	8,333.00
Women's match sponsorship	750.00
Chattanooga share purchase	104.79
Wages/expenses	864.00
Respect Festival pitch	80.00
Campaign Monitor	79.81
Essence membership	80.00
Picture framing	44.00
Museum launch	120.00
Menu holders	32.92
Gift	22.75
Youth Council expenses	16.98
Bank charges	43.65

Total	10,571.90
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PayPal	162.19
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Deposit account	40,332.37
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Total	67,441.53
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Variance on previous month	1,085.37
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Ownership & Membership Group

Communications & Engagement Group



Trust Communications and Engagement Group

MEETING: Thursday 21st March 2019 – 6pm

Location: The Museum Room @ SJP

DRAFT MINUTES

Will Barrett (WB), Mike Finn (MF), Clive Harrison (CH), Pete Martin (PM).

1. Apologies:

- Julen Beer (JB), Alice Cooke (AC)

2. Minute taker

- Will Barrett

3. Minutes of the meeting of 10th January 2019

- Approved

4. Matters arising

- JB proposes the development of new campaigns, similar to the one for the Trust 1000 – Comm's group members to consider other themes and possibilities – ECFC Ladies/Women proposed as one group to promote and support – Young people and wellbeing also proposed – Trust Volunteers - Long term approach with specific impact points

5. Programme matters, etc

- Build stock of copy ahead of 2019/20 season
- Articles from all Grecian Working Groups

6. Mike Finn - Memorandum on Media and Engagement Strategy

- Promotional film – WB and MF prepared to produce – 'I'm In' theme
- Build on the HOME theme produced by the ECFC Museum for the Trust communication strategy
- MF to engage with chamber of commerce, following further discussion with Elaine Davis
- Podcast – group to research similar content and produce 'TrustCast' pilot

7. Website

- WB and JB to meet next week to discuss
- PM to give comm's group members access to the website cms.

8. Newsletter

- WB and JB to meet next week to discuss

9. Flyers

- JB ordering 500 of the corporate flyers for delivery next week
- JB designing new membership forms

10. Facebook and Twitter

- WB to draw up proposal for Trust match day feed

11. Any other issues and A.O.B.

12. Date of Next Meeting – Agreed: Thursday 23rd May 2019?

Exeter City History Group Committee

Strategic Advice to the Trust Board

STRATEGIC ADVICE TO THE EXETER CITY SUPPORTERS' TRUST BOARD

The purpose of this paper is to provide a vehicle to improve strategic advice and guidance to the Trust Board (TB) on all aspects of corporate governance and strategic planning in relation to the core purpose of the TB, to govern the football club as major shareholder.

Current Structure

The current TB comprises 12 Trustees, 11 of whom are all elected and one co-opted. The current rules allow for between nine and 15 Trustees at any one time, of which no more than five will be co-opted. There is no restriction on the number of Officers. Below the TB sit four Working Groups (WG):

- Finance and Governance
- Ownership
- Community (incorporating History)
- Communications.

Each WG has a lead and the members are made up of Trustees, Officers and outside appointments. This paper does not propose any changes to this structure.

Executive Board

As a function of the democratic and voluntary basis by which TB members are either elected or co-opted that the TB does not always have the skills and capabilities to consider and enable effective strategic decision making/taking, especially in the short term where flexibility & decisiveness are key factors in effective modern management.

There is a need for the TB to concentrate on addressing matters of Governance, Strategy & Compliance in preference to being involved in taking decisions on operational matters which are more correctly vested in the four working groups.

To achieve improved strategic advice and guidance to the TB it is proposed that the TB endorse the formation of an Executive Board which will provide strategic advice and guidance to the TB. Under the Trust rules the Trust has the right to form an Executive Board.

The Executive Board will be appointed by, and be accountable to, the Trust Board via the Trust Chairman and ideally should reflect the composition of the Club Board.

The purpose of the Executive Board will be to:

- (i) Support the TB in its responsibilities to act flexibly and quickly to any business matter raised by the Club, which required a rapid business response in order to meet commercial demands.
- (ii) have individual expertise / skills in areas such as Marketing, Finance, Management, Legal, HR, etc.
- (iii) to provide strategic advice and guidance to the TB.

Executive Board Advice to the Trust Board

The TB shall request advice from the Executive Board via either the TB Secretary or the TB Chair. The Executive Board shall initially consider whether they have the collective knowledge to provide advice on the requested subject matter and provide a response and reasoning for their decision.

Executive Board advice to the TB shall take the form of formal written advice. The conduit for the specific advice to the TB will be via the TB Secretary and the TB Chair. Written advice shall be forwarded by the TB Secretary to all TB members for consideration at the next TB meeting.

In all cases the Executive Board only provides advice and guidance to the TB. The TB shall made decisions after considering the strategic advice and guidance received from the Executive Board in accordance with the normal TB decision making process.

Feedback shall be provided to the Executive Board from the TB via the Trust Chair and the TB Secretary on discussions and conclusions of the TB on strategic advice provided.

Appointment to the Executive Board

Initial identification and proposal of potential Executive Board members can be by TB members or other trust members. Executive Board members are not required to be current trust members. Current TB members are prohibited from appointment to the Executive Board. Initial consideration will be based upon the review of the nominated individuals Curriculum Vitae (CV) by the Trust Chair and at least one other TB member, preferably a TB member with specific experience relevant to the proposed candidate. If the candidate CV is acceptable appointment shall take place following a formal interview performed by the Trust Chair and at least one other TB member. Formal appointment to the Executive Board shall be for a fixed term of no more than 5 years. The Trust shall reimburse Executive Board members reasonable travel expenses on production of receipts.

TERMS OF REFERENCE OF THE EXECUTIVE BOARD

1. MEMBERSHIP

1.1 The Executive Board shall be appointed by the Trust Board, and shall comprise sufficient independent member members with the individual expertise / skills to reflect the Club Board Directors particular areas of responsibility e.g. Marketing, Finance, Management, Legal, HR, etc.

1.2 The Executive Board shall elect one of their number to be the chair of the Executive Board

1.3 Only members of the Executive Board have the right to attend Executive Board Meetings, however, other individuals may be invited to attend for all or part of any meeting, as and when appropriate.

1.4 Appointments to the Executive Board are made by the Trust Board and shall be for a period of up to five years, which may be extended subject to the agreement of the Trust Board.

2. SECRETARY

2.1 The Trust Secretary or their nominee shall act as the Secretary of the Executive Board, if required.

3. FREQUENCY OF MEETINGS

3.1 The Executive Board shall meet as and when required to support the Trust Board or at least twice a year and at such other times as the Chairman of the Executive Board shall require.

4. NOTICE OF MEETINGS

4.1 Meetings of the Executive Board shall be called by the Secretary of the Executive Board at the request of the Chairman of the Executive Board.

4.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Executive Board and any other person required to attend no later than 5 working days before the date of the Meeting.

5. MINUTES OF MEETINGS

5.1 The Secretary shall minute the proceedings and resolutions of all Executive Board meetings, including the names of those present and in attendance.

5.2 Draft minutes of Executive Board meetings shall be circulated within 5 working days to all members of the Executive Board and once agreed to all other members of the Board unless it would be inappropriate to do so.

6. DUTIES

The Executive Board shall carry out the duties below for the Exeter City Supporters Trust,

6.1 Keep up to date and fully informed about strategic issues and commercial and regulatory changes affecting the Club and the market in which it operates.

6.2 Keep up to date and fully informed about strategic issues and commercial and regulatory changes affecting the Exeter City Supporters Trust.

6.3 Provide strategic advice and guidance to the Trust Board for in all areas of responsibility of the Club Board.

6.4 Provide strategic advice and guidance to the Trust Board in support of delivery of the ECFC Supporters Trust strategic aims.

6.5 Meet with both the Club Board and Trust Board either collectively or with individual board members as requested by the Trust Chairman as required to foster an exchange of advice, information that will help to ensure strategic advice and guidance is provided to the Trust Board.

6.6 Disclose any other business interests that may result in a conflict of interest.

6.7 Report any future interests that could result in a conflict of interest.

6.8 Work and liaise with other Trust Board and the Club Board as necessary.

7. REPORTING RESPONSIBILITY

7.1 The Executive Board Chairman shall report formally to the Trust Board on its proceedings after each meeting on all matters within its duties and responsibilities.

7.2 The Executive Board shall make whatever recommendations to the Trust Board it deems appropriate on any area within its remit where action or improvement is needed.

7.3 The Executive Board shall provide advice to the TB in two forms, informal verbal advice and formal written advice. In both cases the conduit for the specific advice to the TB will be via the TB Secretary and the TB Chair. Written advice shall be forwarded by the TB Secretary to all TB members for consideration at the next TB meeting. Any informal advice will be provided as a verbal report by the Trust Chair at the next TB meeting.

7.4 The TB shall provide feedback to the Executive Board from the TB via the Trust Chair and the TB Secretary on discussions and conclusions of the TB on strategic advice provided.

7.5 The Executive Board produce a report to be included in the Trust Board Annual Report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used it shall be identified in the Annual Report and a statement made as to whether it has any connection with the Company.

8. OTHER

The Executive Board shall:

8.1 Review, at least once a year, its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Trust Board for approval;

8.2 Have access to enough resources to carry out its duties, including access to the company Secretariat for assistance as required;

8.3 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

8.4 Give due consideration to laws and regulations, of the EFL FA and the provisions of the Club Trust agreement and Club Governance Manual and any other applicable rules, as appropriate.

9. AUTHORITY

The Executive Board is authorised:

9.1 To seek any reasonable information it requires from any employee of the company to perform its duties;

9.2 To obtain, with the Trust Boards approval and at the Trust Boards expense, outside legal or other professional advice on any matters within its Terms of Reference.