Trust Board Meeting Minutes – Part A

18:30 – 27th October 2015, St James Park – Tribute Room

Trustees Present:

Laurence Overend (LO), Martin Weiler (MW), Elaine Davis (ED), Paul Farley (PF), Richard Clutterbuck (RC), Peter Martin (PM), John Kanefsky (JK), Paul West (PW), David Hitt* (DH), Neil Le Milliere (NLM)**

**DH was elected as a co-optee during the meeting and did not vote on matters until this moment.*
***NLM was delayed and joined the meeting at 19:00 – as such some agenda items were shuffled.*

Officers Present:

Nick Hawker (NH), Steve Chudley (SC), Alice Cooke (AC)

A/01 Apologies

Apologies were received from –Andy Beer

A/02 Election of Trust Chair

NH indicated that LO was happy to continue in the role of Trust Chair and that since there were no other nominations the matter went straight to a vote.

Proposed: Peter Martin
Seconded: Elaine Davis

Carried Unanimously

A/03 Approval of Minutes from the 2nd September 2015

Proposed: Peter Martin
Seconded: Martin Weiler

Carried Unanimously

A/04 Actions Arising from the Previous Meeting

i. **Collection of confidential material from Roger Conway**
It was believed this had been done by Richard Knight at the same time as he collected similar documents on behalf of the Club. ***Action: LO to confirm.***

ii. **Provision of missing minutes for Trust WEB site**
Completed

iii. **Letter of support to St Sidwell's Centre (Heritage Grant)**
Completed

iv. **E-vote on Board Membership Conduct Policy**
Completed

v. **WEB Site Amendments**
JK asked where we were with the proposed WEB site changes and the updating of information. PM offered to assist in the updates but required a log-in. LO asked that newly elected Trustee, Paul West, write a 'biography' for inclusion. JK also requested that news items be *dated.* **Action: PM to obtain WEB site log-in and to assist in update of material.**

(NLM joined meeting)

A/07 Post AGM Review – Matters arising and for consideration Finance & Governance

PF noted that the financial information displayed on the screen relating to ECFC had not been shared with the Trustees prior to the meeting. PW pointed out that this did not reflect well on the Trust or the club. NH explained that the financial data had been provided at a last minute and that there was little time to prepare. IT was greatly unfortunate that Keith Mason (Club Finance director) was on holiday and his proposed replacement, David Wilson, had been unavoidably made unavailable.

DH reminded the meeting that there had been a debate around whether the Club Board Chair had a 'casting vote'. LO stated that there was no 'casting vote' but that he would check and confirm this status.

MW noted his discomfort at the AGM not accepting no-votes or abstentions. LO noted this.

ED reported that three members arrived at the meeting who were not shown as members on the register. This came about from a change in procedure at the Club whereby membership renewals had not been passed on to the trust. The matter was now resolved.

LO raised the difficulty in getting the audited accounts ready. Although an improvement on last year they were still delivered at the very edge of the deadline. RC noted that issues had arisen, particularly around the recording of the purchase of shares in the St Sidwells Community Group, that had caused unexpected delays. It was firmly hoped that the presence of SC in the role of Finance Officer would greatly improve next year's performance.

PM noted that there was no signage around the Phoenix Centre providing directions to the AGM.

There was a short debate around whether LO should have referred to his statement or read it aloud.

DH noted that the resolutions on rule changes had been handled well. LO reminded that changes required by legislation would be necessary to include within the rules prior to submitting these to the FCA – such changes were of a routine nature (e.g. how the name of the organisation was expressed).

A/05 Election of Group Leads

Proposal:

i. Community Group Lead – Paul Farley
ii. Finance & Governance – Peter Holding***
iii. Ownership & Membership – Elaine Davis
iv. Gates Committee – Peter Martin, John Kanefsky, Paul Farley

Proposed: Elaine Davis
Seconded: Richard Clutterbuck

Carried Unanimously

A/08 Co-opted Trustees – Election and for Consideration

LO told the meeting that DH was prepared to stand again. DH commented that he would like a precise steer on his role. The role was clarified as being around managing the review of strategic plan targets, a survey of Trust members, and the creation of a 12 month Trust action plan. DH also expressed an interest in the Club's financial planning and lack of overall business plan.

Proposal:

To co-opt David Hitt as a Trustee for a period of 12 months.

Proposed: Paul Farley
Seconded: Elaine Davis

Carried unanimously

A further debate ensued around who else might be attracted to a role given that there was still a clear vacancy on the Board (due to only 2 nominations for 3 places in the elections). PW said that he would speak to individuals who had expressed some interest whilst ED would draft a notice for their recruitment.

MW noted that the Trust Board were under-represented in a variety of different ways (gender/race, etc.) and that we should also be looking for extra volunteers.

PM suggested that the role of a Trustee could be a part of a future FORUM.

PW asked if the absence of interest in becoming a Trustee could be related to a perspective that the TB 'didn't do much'.

A/06 Election of Trust Appointed Club Directors

Proposal: there should be no change this year to the Trust appointed Club Board Directors; these being Laurence Overend, Elaine Davis, Paul Farley and Peter Holding***.

Proposed: Martin Weiler
Seconded: John Kanefsky

Carried unanimously

ED asked the meeting if there was anything else expected from them, by the group, this year. NLM responded that in the absence of Peter not being a Trustee someone would need to cover what he currently did – i.e. provide notes from the Club Board meetings. LO said that he would fulfil this role.

PW observed that there was now a real link between the two Boards and PM placed on record his thanks to those TB members who took on and would continue in the roles of Club Directors.

A/09 Any other business

i. Supporters Direct – Subscription & Donation

Proposal:

To donate £150.00 to Supporter Direct in addition to the £100.00 membership fee.

Proposed: John Kanefsky
Seconded: Paul Farley

For:	10
Against:	0
Abstentions:	1

ii. Trust Budget

SC presented a paper on Trust budgets and raised the issue of funds, in particular from grants, obtained by the *'One Game One Community'* being absorbed into the larger Trust bank account. This should be 'ring-fenced'. NH suggested that the OGOC should have its own bank account linked to that of the Trust (as with the *'Light up the Park'* a/c.

Proposal:

To open a separate bank account for the *'One Game One Community'* funding.

Proposed: Elaine Davis
Seconded: Paul Farley

Carried unanimously

The matter of whether the 'History Group' should have its own budget was referred to the 'Finance Group'.

iii. E-vote on team acrylics remains undecided

The matter was properly defeated in a vote (although not all TB members voted) but could be raised again at a later date.

SC also raised the issue of retained stock (e.g. out of date books, etc.). These would be sold for donations wherever possible but also used as gifts where appropriate.

iv. The Exeter Pound

MW and Julian Tagg met with the organisers and as a result MW was able to reassure the group that both the Trust and ECFC were registered with the organisation. MW stated that the organisation would like to set up an exchange point at a match.

NLM pointed out that the currency was only accepted at certain outlets at ECFC. ED would clarify this with the Club. **Action: ED to clarify where the Exeter pound may or may not be used.**

v. Ground Signage Project

ED and DH presented a paper on a proposed signage around SJP. LO requested that more detail be prepared for the next meeting. NLM was particularly concerned about signage around the bottle bar – he also noted that promised aprons had not been provided. **Action: DH to prepare detail, NH to include on next Part A meeting agenda.**

vi. EGM of Football League

LO noted that he had received notification of an EGM of the Football League. He reassured that there appeared no issues that would affect ECFC other than a resolution to allow abandoned games to be replayed (i.e. 2014/15 Blackpool incident) if the circumstances required.

The meeting closed at 21:20

Date of Next Meeting: Thursday 26th November 2015 (the Tribute Room is confirmed).

****It was acknowledged that Peter Holding was no longer a Trustee but remains a Trust member and therefore is allowed to be appointed to both of these positions.*