

## **Minutes of the Trust AGM, 22<sup>nd</sup> October 2016**

### **St Sidwell's Centre, Sidwell Street, Exeter**

#### **Trustees Present:**

Laurence Overend (LO)(Chair), Elaine Davis (ED), Paul Farley (PF), John Kanefsky (JK), Neil Le Milliere (NM), Pete Martin (PM), Martin Weiler (MW), Clive Matthews (CM)

#### **Trust Board Officers Present:**

Nick Hawker (NH), Secretary; Alice Cooke (AC), Communications; Steve Chudley (SC), Finance; Andy Beer (AB) WEB & it)

#### **Exeter City AFC Ltd. Representatives:**

Julian Tagg (JT), Club Board Chairman, Keith Mason (KM), Club Board Finance Director

**Also Present:** Steve Bright (Auditor to the Trust), John Street (Election Returning Officer for the Trust)

#### **Apologies Received:**

Andy Mulcock, Sean Devine

#### **1. Welcome**

LO welcomed members to the Exeter City Supporters Trust Annual General Meeting.

#### **2. Apologies**

Apologies were received as noted above.

#### **3. Approval of Previous AGM Minutes**

There were no amendments or corrections required.

**Proposed by:** Roger Bibby

**Seconded by:** David Treharne

**Carried**

#### **4. Matters Arising**

##### **a. Shareholding**

Roger Bibby requested an update on the strategic aim of acquiring a 75% shareholding.

LO asked PF to update the meeting. PF noted that there were issues with the integrity of the share register. As such, guidance was being sought from lawyers, the English Football League, and the Supporters Direct organisation.

David Treharne reassured that considerable progress had been and was being made.

##### **b. Publishing of financial Information**

David Thompson asked what progress had been made on the publishing of relevant financial data in the match-day programme. JK responded that there were difficulties in compiling this information – especially around separating out match-day specific income and expenditure. However, more information is being published in respect of match-day gate performance.

## 5. Club Chairman's Report

### Finance – Keith Mason, Club Board Finance Director

It was reported that the Club had changed its financial year end date to June 30<sup>th</sup> to align with player contracts (so the 2015/16 accounts would be for 13 months).

Referring to the slide on Profit & Loss (Appendices – Fig 1) it was reported that the Club had budgeted for a loss in 2015/16 but this had been negated by the cup runs, and most notably the FA cup tie with Liverpool, and player transfers.

Referring to the slide on Balance Sheet (Appendices – Fig 2) it was noted that the increase to 'Cash at Bank' was heavily impacted by the Matt Grimes transfer. This was being paid in instalments with one final instalment due.

Much of the 'Cash at Bank' had been earmarked with more than 50% going toward the Clifford Hill development.

The creditors reflected the Trust loan. Debtors included payments due from the Tom Nicholls transfer.

The Club currently monitored cash-flow intensely and considered a 5-year financial plan, but also over the forthcoming 13 weeks. This was to ensure that there was always money in the bank and where, if necessary, intervention might be needed.

The floor asked what the current employment costs were. Although these were not detailed in the accounts, it was considered to be in the region of £2.25m.

LO advised the meeting that the form of accounts currently submitted by the Club were 'abbreviated' but that in future this would change to a full set. This was subject to there being no significant reason for the abbreviation.

A business plan was currently being developed which would reflect a 3-year period.

Roger Bibby asked if any of the Clubs auditors were present at the meeting. There was not and Roger Bibby considered this a breach of the rules (99.2). LO said that this would be looked-into.

### Club Board Chairman – Julian Tagg

Refers to accumulated profit & loss slide for league 2 clubs. (Appendices – Fig 3)

This clearly shows that the Club are working within its means but also its limitations.

The Club Board was now formed of 4 directors appointed directly onto the Club Board and 4 Trust Board directors, appointed directly by the Trust Board from the Trustees. This were working without any issues.

The Club Board especially acknowledged with the work of Finance director Keith Mason, who had made considerable progress in managing the Clubs accounts, and David Lee, who was progressing the ground redevelopment. The meeting was told that Terry Falcao had been appointed as a non-voting director, who was assisting in Human Resource matters. The Club Board also thanked Richard Knight for his considerable and valuable contribution as Company Secretary.

It was acknowledged that the teams current league position was unacceptable. However, the ability to reveal the detail of some issues were legally suppressed. The meeting was reminded that Trustees appointed to the Club Board were under the same obligations. However, it was acknowledged that better, more timely communication was needed. This had become a weakness that the Club were aware of.

On the state of the club it was reported that the Academy continued to excel as represented by Ollie Watkins and Ethan Ampadu. The FiTC, soon to become the City Community Trust, had achieved increased turn-over from £335k pa to a projected £735k. Their work was underpinning the future.

The Club Board are delivering on the Trust directives in developing the Academy, the Community engagement, and the Club in general. Relationships with esteemed bodies and

businesses was growing. Importantly, the Club Board required to know what the Trust vision was for the future. What are the ambitions and what should happen next. Do we:

- Change the model of ownership;
- Adjust the model; or
- Do nothing...

Whatever is decided there needs to be time to consider and execute the vision. It was important that the Club or Trust did not avoid short-term issues that might lead to longer term problems.

The Club Board Chair thanked everybody for their help.

There followed several questions from the floor:

1. **Did the Club have objective based appraisals?**

Response: Terry Falcao was currently facilitating this.

2. **What were the time scales for implementation?**

Response: A 360-degree review was in progress but there was still a lot to be done.

3. **Does the Club have a Communications strategy?**

4. Response: Not at present. Things get done retrospectively but there is a desire to be more pro-active. Again, Terry Falcao will progress this. The Club were currently seeking a Public Relations and Marketing guru.

5. **Will the redevelopment actually happen?**

Response: Yes

6. **The repositioning of the pitch was not mentioned in the planning application – was that move no longer required?**

Response: Analytical work had been done to consider, not so much the positioning, but the size of the pitch. A decision might be made to make the playing area larger, as opposed to utilising the additional space within the re-development.

6. **Trust Board Chairman's' Report**

LO referred to the meeting pack.

7. **Trust Board Finance Report**

PH thanked the auditor, Stephen Bright, and noted that the accounts presented had been approved by the Trust Board. It was proposed that the membership further approved them:

**Proposed by:** Clive Davis

**Seconded by:** Jay Milling

8. **Reappointment of the Trust Auditor**

Ahead of this proposal a statement of appropriate independence was considered at the request of Stephen Bright, as was required by his professional body. The meeting agreed by virtue of a proposal for his reappointment that this was not, in anyway, compromised.

**Proposal:** To re-appoint Stephen Bright as auditor for the Exeter City Supporters Trust:

**Proposed by:** Nigel Banks

**Seconded by:** Roger Bibby

**9. Trustee Election Results**

John Street, the appointed Returning Officer for the elections declared the number of votes cast in favour of each candidate as follows:

Mark Cordell	210 votes
Sean Devine	431
Paul Farley	472
Terry Hall	326
Clive Harrison	373
Peter Holding	381
Neil Le Milliere	420
Paul Lethbridge	156
Clive Matthews	273
Matthew Phillips	404
Byll Pullman	357
Martin Weiler	448

Therefore, Sean Devine, Paul Farley, Clive Harrison, Peter Holding, Neil Le Milliere, Matthew Phillips and Martin Weiler were elected as Trustees.

There were a total of 754 ballot papers returned of which 9 were rejected (4 as the voter could be identified, 2 as more votes had been cast than were available, and 3 which were returned after the closing date). This represented a 25.42% turnout.

LO noted that there would be a review of the election process in due course.

**10. Resolutions**

Three resolutions were put to the meeting, as follows:

1. *We propose that Exeter City Supporters' Trust's rules on campaigning for candidates for election to the Trust Board be changed to:*

*a) Allow candidates to engage with the membership for the purposes of election campaigning using any social media or online platform, provided that they inform the trust secretary and returning officer of their intention to do so and name all platforms or forums they intend to use.*

*b) Allow candidates to produce at their own cost, literature in support of their candidacy, provided that a copy of any such literature is supplied in hard copy or electronically, to the Trust secretary and returning officer prior to its distribution to members.*

**Proposed by: Byll Pulman**

**Carried**

2. *We request that, within a period of four weeks from the date of this Annual General Meeting, the board of the Exeter City Supporters' Trust direct the board of Exeter City Football Club to:*

*1) Clarify whether the employment contract between Mr Paul Tisdale, football manager, and Exeter City Football Club incorporates a clause that sets out the details relating to any*

*termination of said contract and, specifically, the term of notice required to be given in such circumstances.*

*2) Should such a clause be proven to exist, the Board of Exeter City Supporters' Trust shall immediately instruct the board of Exeter City Football Club that notice be served on Mr. Paul Tisdale, in line with the appropriate and relevant terms of the contract, with the purpose of securing an alternative contract that will best protect the financial interests and security of the football club and be acceptable to both parties jointly and individually."*

**Proposed by: Douglas Gillard**

**Carried**

3. *That the Trust Board instructs the Club Board to produce a written Business Plan for the season 2016/17 and present it to the Trust Board by end of November 2016.*

*That for subsequent seasons the Club produce a written annual Business Plan and present it to the Trust Board by the 31 July preceding the start of the football season.*

**Proposed by: David Hitt**

**Carried**

## **Appendices**

**Fig. 1 – Profit & Loss Table**

## Exeter City A.F.C. Limited (Registered number: 00097808)

**Profit and Loss Account**  
**for the Period 1 June 2015 to 30 June 2016**

	Notes	Period 1.6.15 to 30.6.16 £	Year Ended 31.5.15 £
<b>TURNOVER</b>		4,035,296	2,813,086
Cost of sales		(3,900,963)	(2,842,781)
<b>GROSS PROFIT/(LOSS)</b>		134,333	(29,695)
Administrative expenses		(863,912)	(668,747)
		(729,579)	(698,442)
Other operating income		674,894	569,131
<b>OPERATING LOSS</b>	2	(54,685)	(129,311)
Transfer fees		250,000	1,771,054
		195,315	1,641,743
Interest receivable and similar income		2,932	-
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		198,247	1,641,743
Tax on profit on ordinary activities	3	(12,295)	-
<b>PROFIT FOR THE FINANCIAL PERIOD</b>		185,952	1,641,743