

Exeter City Supporters Society – Trust Board Meeting
DRAFT Trust Board Meeting Minutes - Part A

Meeting held at RGB Legends Lounge, St James' Park

Monday 12th November 2018

Trustees present:

Nick Hawker (Chair), Elaine Davis, Paul Farley, Doug Gillard, Clive Harrison, Peter Holding, Neil Le Milliere, Pete Martin, Martin Weiler, Mark Cordell, Jon Beer, Chris Phillips

Officers present: Alice Cooke, Steven Chudley

Guests: David Treharne

	Election of Chair, Group Leads, Gates Committee and Club Board Representatives
Chair	Nominees: Nick Hawker Proposed: Martin Weiler Seconded: Elaine Davis Carried – 1 abstention
Club Board Representatives	Nominees: Peter Holding, Elaine Davis, Pau Farley, Clive Harrison Elected: Peter Holding, Elaine Davis, Clive Harrison
Group Leads	Nominees: Peter Holding – Finance & Governance Mark Cordell – Ownership & Membership Peter Martin – Communications & Engagement Paul Farley – Community Carried – 1 abstention NB New Trustees Chris Phillips and Jon Beer would work with the FGG and OWG respectively.
Gates Committee	No formal process was required to elect members to this committee. However, it was agreed that Paul Farley, Pete Martin and John Kanefsky will continue their roles within it, should that be agreeable to them.

Item No	Item
12/11/B1	Minutes from last Meeting - Monday 8th October 2018 Proposed: Neil Le Milliere Seconded: Paul Farley Carried unanimously with two abstentions
12/11/A2	Matters arising from the Minutes Neil Le Milliere asked whether the club's company secretary's role had been advertised. Nick Hawker advised that this was still subject to HR consultation so, no, not yet. Nick Hawker – A requirement for Trustees and officers to be DBS checked has been added to the Trust's policies. These can be arranged through the club and Elaine Davis will follow this up.

12/1/A3	<p>AGM</p> <p>Nick Hawker felt that the AGM minutes were a fair reflection of events. Pete Martin will arrange for these to be published in the normal channels.</p> <p>Neil Le Milliere suggested that sound systems and microphones were checked next time. Alice Cooke had received feedback from the North Devon Grecians that the venue was too far out of town.</p> <p>David Treharne commented that the Phoenix Centre would have been unavailable this year due to refurbishment work being carried out.</p> <p>David Treharne presented on his resolution from the AGM commenting that the audit completed in 2012 was poorly done with no analysis or follow up work. David Suggested that the Innovation Centre or the Business Centre, both at the University, may be able to complete a new audit. The Trust may also consider advertising the project at a fixed fee – a previous offer with a fixed fee of £4,000 attracted six expressions of interest.</p> <p>Peter Holding commented that one of the resolutions six key areas of audit, GDPR, may require specialist knowledge which is likely to increase costs.</p> <p>Peter Holding asked if there was a conflict of interests using the Innovation Centre given our existing ties with the University. David Treharne confirmed that it is not directly funded by the University so there shouldn't be.</p> <p>Chris Phillips asked if we could draw on expertise from the Trust membership. David Treharne suggested John Kanefsky although Peter Holding commented that neither he nor David would be truly independent given their backgrounds and previous Trust involvement. Chris Phillips suggested that David and John could oversee the audit without having direct input. David agreed to this.</p> <p>Nick Hawker made the proposal that the Trust Board asks David Treharne and John Kanefsky to write a brief outlining the detail of the audit which is to come back to the Board for approval. A budget of £5,000 would be set aside for the full project.</p> <p>Seconded: Peter Holding Carried unanimously with one abstention.</p>
12/11/A4	<p>Chairman's report</p> <p>Nick Hawker passed his thanks to the Board for their ongoing help and support. He commented that the role of Chairman had become a full-time job but he planned to scale this back to no more than three days a week over the next 12 months. This, he hoped, would also make the role more accessible to future Chairmen. He will also try to base himself at the Club which would allow members to come to speak to him.</p> <p>A request was also made to create a £500 budget for the Chairman to cover, for example, travel to EFL meetings.</p> <p>Proposed: Elaine Davis Seconded: Paul Farley Carried unanimously</p>
12/11/A5	<p>Secretary's report</p> <p>The report had been circulated as part of the meeting papers.</p> <p>Nick Hawker suggested retaining the second Monday of the month for the usual Trust Board meetings. He will circulate proposed meeting dates for the next 12 months.</p>

12/1/A6	<p>Performance and Audit Committee – terms of reference</p> <p>Nick Hawker confirmed that the Trust will lead the Performance and Audit Committee which will set targets for and measure performance of senior staff (non football) and Club directors. The terms of reference need to be in place by 1st January 2019 and also a decision made as to who, other than he, will be on the Committee.</p> <p>Paul Farley volunteered to write the terms of reference and it was agreed these would be ready in time for the December Trust Board meeting.</p>
12/11/A7	<p>Monthly Trust account</p> <p>Steve Chudley had prepared monthly accounts for the current financial year which were distributed to the Trust Board.</p> <p>Neil Le Milliere asked if a month-by-month profit/loss indicator could be included and it was agreed that this would be added into the reporting.</p>
12/11/A8	<p>Renewal of Survey Monkey subscription</p> <p>Steve Chudley reported that the subscription was due for renewal, but the cost has double to £772 from last year. Given our usage, or lack of, should we renew?</p> <p>Neil Le Milliere proposed that we did not renew. Seconded: Martin Weiler</p> <p>Carried unanimously with one abstention</p>
12/11/A9	<p>New national council elections (following the merger of the Football Supporters Federation and Supporters Direct)</p> <p>Neil Le Milliere reported that we needed to both vote for up to three candidates for the new national council as well as ratify the appointment of two people to the Supporter Owned Council.</p> <p>More widely, but on the same subject, Neil reported that there is a forthcoming vote to transfer the assets of the FSF and SD to combine them which needs 75% approval. Martin Weiler commented that whilst we voted against the merger it may be churlish to vote against this as it would be counter-productive and proposed that we vote in favour, when asked. Seconded: Paul Farley For: Eight Against: One Abstentions: Three</p> <p>Proposal carried</p>
12/11/A10	<p>Use of defibrillator funds collected over target</p> <p>Elaine Davis proposed that the £86 collected over the target should be used instead to pay towards equipment for the medical room. Seconded: Neil Le Milliere</p> <p>Carried unanimously</p> <p>Nick Hawker also asked that any request for unbudgeted funding under £100 should be decided by an e-vote rather than come to a Trust Board meeting.</p>

12/11/A11	<p>Reports from Working Groups & related business</p> <p>Finance and Governance Peter Holding sought approval for a joint exercise with club to go ahead to take specialist tax advice from Thomas Westcott. Seconded: Doug Gillard Carried unanimously with one abstention</p> <p>Peter Holding also reported that Haines Watts could provide joint Club/Trust advice over the shares issue and will obtain a fixed fee costing from them.</p> <p>Peter Holding proposed on the 2018/19 Club budget as the Finance and Governance Group recommended that the Trust Board approved this subject to the caveats circulated. Seconded: Clive Harrison Carried unanimously with two abstentions</p> <p>Ownership Papers had been circulated as part of the meeting pack. There were no further questions or comments.</p> <p>Community Martin Weiler reported that the Museum Trust was now a registered charity and that the first meeting will take place on 26th November 2018.</p> <p>Communication and Engagement Pete Martin reported that Tom Fowles was leaving the group, but that Will Barrett was joining.</p>
12/11/A12	<p>Any other business</p> <p>Mark Cordell suggested that we revert to Part A and Part B minutes.</p> <p>Paul Farley asked for it to be noted that it had been an honour to serve on the Club Board.</p> <p>Doug Gillard commented that it was noticeable that Trustees were now more visible around the Club.</p>
	<p>Date of Next Meeting The next Trust Board Meeting is scheduled for Monday 10th December @ 6.00pm</p>