

Trust Board Meeting Minutes (Part A)

20:30 – 9th September 2014, St James Park – Tribute Room

Trustees Present: Laurence Overend (LO), Paul Farley (PF), Martin Weiler (MW), Neil Le Milliere (NLM), Elaine Davis (ED), Richard Clutterbuck (RC), Bernadette Coates (BC), Peter Holding (PH), John Kanefsky (JK), Peter Martin (PM)

Officers Present: Andy Beer (AB), Alice Cooke (AC), Nick Hawker (NH)

A/01 Apologies

Apologies had been received from Andy Bratt

A/02 Minutes from the Previous Meeting

Acceptances of the minutes from the previous meeting were:

Proposed by: Martin Weiler

Seconded by: Paul Farley

For: 7

Against: 0

Abstentions: 3 (NB Due to non-attendance)

A/03 Actions Arising from the Previous Meeting

NH to pursue payment of sponsorship to Exeter City Ladies

A/04 Reports from Sub-Boards & Working Groups

i. Finance & Governance Working Group

Refer to notes included with meeting pack.

RC informed that Tamsin Braund was currently preparing the Trust accounts for presentation at the AGM and that she was happy to present these in person but they will not have been audited. He further informed that Tamsin's father would be happy to act as book-keeper to the Trust going forward. Nigel Banks had indicated that he might be happy to continue with some input.

PH would meet with Mr Braund to discuss further.

ED asked if these details included the bank account for 'Light Up the Park'. It was agreed that it would.

RC noted that things would be easier if the Trust held their accounts on SAGE. The Club currently used this application and it might be possible to use a spare, or purchase an additional licence. RC would follow up.

LO raised the matter of the Articles of Association with respect to the shareholders meeting. It was agreed that LO and PF would follow through with their 'joint boards' meeting before any further actions are taken.

ii. Trust Ownership & Membership Working Group

There was no formal report issued in respect of the Ownership & Membership Group.

a. Light up the Park

ED informed that the target £12k had almost been reached. The details around the 'Roll of Honour' and 'Certificates' was being prepared.

iii. **Trust Community Working Group**

Minutes of the previous 'One Game One Community' committee were included in the meeting pack.

It was hoped to secure a VIP guest for the designated game who might spend time on the Trust stall.

PF informed that the memorial garden plaques were going up and that the memorial stone would be erected shortly.

MW noted that book sales continued steadily and stated the need for a Christmas push. He informed that the books were now on sale at McGaheys in the High Street, where author Aidan Hamilton would sign books on Saturday. PM agreed with the need for a Christmas push – NH said that he would forward two A5 posters that were currently being used.

iv. **Trust Communications**

AC informed that the election manifesto's from LO, PM and JK had all be sent to Richard Dorman for inclusion in the match-day programme.

NH said that he would try to update the Trust notice board before the next match.

BC raised the issue of a gazebo.

A/05 **Items for Discussion & Decision**

i. **Annual General Meeting**

NH stated that this was in order. The Chairman's statement was due that weekend and the deadline for proposed resolutions was 26th September. Proxy voting details would be issued along with the Chairman's letter and meeting agenda the week following.

NH asked for volunteers to help set-up the Phoenix Centre on the AGM day and JK, ED and BC all came forward. They would meet at 10:00am at the Phoenix to prepare.

ii. **Fund Raising**

It was agreed that there would be a separate meeting to focus solely on fundraising after the 'Cash Flow' meeting had taken place.

LO informed that he was to obtain professional advice regarding the Clubs 'Share Suspense A/c'.

A/06 **Any other Business**

NLM would add PM and JK to the Trust GOOGLE group

LO noted that there had been no further communication from the legal representatives of Roger Conway.

ED agreed to prepare a rota of match day duties to include looking after the Trust Stand and winners of the 'Director for a Day' initiative.

PM raised the issue of some members not receiving election information. NH noted that he had only received one query which resulted in the update of a members e-mail address.

PM raised about the quality of the Club's On-Line shop. He would pursue with Denis Lee.

NH informed of a new 'Supporters Direct' on-line network area. He will add all TB members as users.

LO expressed his thanks, and those of the TB, to BC for her service as a Trustee and likewise to Andy Bratt who was not in attendance.

BC asked the TB's permission to explore further the possible sponsorship of one of the wheelchair bays as this would support the Exeter City Disabled Supporters Association and also help with getting more Trust signage around the ground. This was agreed.

NLM detailed proposals for AGM resolutions with regard to rule changes.

These were:

PROPOSAL ONE

It is proposed to change rule 16 to reflect the model SD rules as follows:

RIGHTS AND POWERS OF MEMBERS

16 The members may by a resolution carried by not less than two-thirds of the members voting at a general meeting but not otherwise give directions to the Society Board. A member wishing to propose a members' resolution for consideration at a general meeting shall give notice in writing to the Secretary of such wish, and of the justification for, form and content of the resolution, not later than noon 28 days before that meeting is to be held.

16.1 The following provisions apply to any directions given which must:

16.1.1 be consistent with these Rules and with the Society's contractual, statutory and other legal obligations; and

16.1.2 not affect the powers and responsibilities of the Society Board under Rule 27.

16.1.3 Any person who deals with the Society in good faith and is not aware that a direction has been given may deal with the Society on the basis that no direction has been given.

PROPOSAL TWO

ROTATIONAL POLICY FOR ELECTION OF TRUSTEES (to avoid the situation where a majority or worse have to resign leaving the TB woefully short of experience or key members when they all have to retire at the same time)

We do not have a current rule on rotation of Trustees but the following is in the model rules.

Insert a new rule 51 - At the annual general meetings following the first annual general meeting of the Society one third of the members of the Society Board first elected by the members (to be chosen by lot) will resign from office. Thereafter one third of the members of the Society Board elected by the members who have served the longest at the date of the annual general meeting each year will resign. If at any time there is an uneven number of elected directors or the number of elected directors is not divisible by three, the Society Board shall decide the number of elected directors to resign in accordance with this Rule, which shall be approximately one third] of the total number.

PROPOSAL THREE

MINIMUM TRUSTEE AGE (to reflect a change in legislation)

The new SD model rules reflect a change in the legislation as follows.

The existing rule 48 reads

48 Only Members who are over 18 shall be eligible to be Trustees.

This should be replaced as follows:

48 Only Members of the Society who are aged 16 years or more may serve on the Board of Directors.

NB If subsequent rules to 50 are renumbered then the rules pertaining to other rule numbers will need to be altered to reflect the changes namely RULES 70 and, 110.

A/07 Date of Next Meeting

15th October 2014