



## Minutes of Argyle Fans' Trust SGM

18<sup>th</sup> August 2012

Venue: Citybus Social Club, Alma Road, Plymouth 10.00 – 12.00

### Agenda

Chair's Welcome  
Financial Report  
Membership report  
PASB Situation update  
Discussion of member consultation on share offer  
Announcement of forthcoming Trust Board elections  
Member Motions  
AOB

**Chair:** Tim Chown  
**Board Attending:** Richard Blight, John Demellweek, John Petrie, Paul Bartolini  
**Apologies:** Ed Shillabeer, Margaret Carn (treasurer)  
**Minute Taking:** Linda Fleming  
**Membership attendance:** 22 members attended the meeting.

### 1. Chair's Welcome

The meeting was opened at 10am by Tim Chown who introduced Trust Board members and welcomed Trust members to the SGM, inviting views from those attending. Printed copies of the published agenda, financial report and the discussion paper on the share offer were provided to all attending.

It was announced that Gareth Nicholson is standing down from his position on the Board due to his being successful in securing a job in London and thanks were expressed to him for his efforts and support.

The appointment of a new Secretary was announced as Linda Fleming who replaces Laura Starr.

An overview of the current situation at the start of the season was given by TC on behalf of the Board and that the collective view is that the Trust is happy that the club is taking feedback seriously and making improvements accordingly. A key mechanism in gathering this feedback has been the use of kiosks, complementing the close season fans' survey. The Trust has been able to take the findings and present them back to the Club in order for changes to be made – notably the catering offering (new pasty and beer suppliers now chosen) and the ticketing prices.

In addition, the Trust is compiling the full results of the c.1,000 responses to the recent close season fans' survey.

John Petrie is collating the information and publishing on the website.

Questions and comments from the members present were taken during the meeting and are noted in these minutes with the responses from the Board.

**Member Question** – The Club has introduced a last minute discount for students – why was this so late and has resulted in a White Membership being purchased when it may have been preferable to have the student membership.

**Board Response** – Confirmed that the Trust cannot speak for the Club although this discount was part of the close season survey and has been acted on. The member was advised to contact the club to discuss what they may be able to do in this situation.

**Member Question** – Are Argyle going to promote the club at local University Freshers' Fairs?

**Board Response** – The Board agrees that this is a great opportunity to swell the numbers and will check that the Club has this in hand and if not to consider doing so.



## 2. Financial Report

Copies of the Trust's financials were distributed to all attending the meeting. TC confirmed that the Trust Board is confident that there are sufficient funds to operate the Trust on a day-to-day basis. Money at bank at the time of this meeting is just over £8000.

**Member Question** – What are 'Sundries' on the report and can the Board provide a breakdown of these? The reason for asking is not due to a lack of trust but more from the perspective of members understanding the costs associated with initiatives and therefore to make them aware of the financial implications of their suggestions. Could there also be the same visibility on the 'Printing' item within the report?

**Board Response (RB)** – Examples of Sundries are the materials for membership seals, the new volunteer tabards etc. A large chunk of the printing costs is to produce the share certificates.

**Action:** the Board will discuss making these areas of the financials more detailed and has no immediate concerns in allowing this visibility.

**Member Question** – Do the Board claim their allowed expenses, as it would not be fair for them to fund these themselves?

**Board Response (TC)** – Our Rules state that fair and reasonable expenses to be paid, though at present the board members are not claiming such expenses. But anyone joining the board who, due to their circumstances, wishes to do so is of course entitled to do that, following the Trust's rules and policies.

## 3. Membership Report

Richard Blight gave the following update:

1660 Members registered

1337 Paid up members

323 Lapsed due to overdue payment

141 Juniors registered

Some renewals are late – an example of which is 8 people whose memberships lapsed around February that have just rejoined. The issue of lapsed memberships was discussed and prompted a discussion on the failures of our email system (In Touch) and whether this was a contributing factor.

**Member Question** – The problems with email system was discussed at the AGM so why has nothing happened?

**Board Response (JD, TC and RB)** – The Board has been working with SD to try to resolve the problem with InTouch, which is run by an independent company. SD has committed to survey other clubs to see if they have the same problem. The Trust will try to source an alternative provider but has to be very careful with member data. Any provider must be within EU jurisdiction and bound by data protection rules. The Trust also has to be mindful of cost implications. There are many examples of issues with emails – some members not receiving any, others receiving none and in some instances receiving the same email multiple times.

**Member Question** – Why don't Trusts start a focus group and band together to get a new email provider.

**Board Response (JD, TC and RB)** - The Board agreed that this is a good idea and would look to instigate this depending on the outcome of the SD findings. If we have to find an alternative solution (which might include a new website) there is the opportunity to use an undergraduate or other person willing volunteer to help us. Confirming email addresses may be something we have to consider. **Action:** Trust to ask SD if they would provide a list of Trusts who are no longer using InTouch so we can discuss alternatives with them.



#### 4. PASB Situation Update

JP confirmed that the Trust has secured 3 of the 6 supporters group seats, the remaining 3 are made up from the London, South West Devon and remaining groups. We are not aware yet whether these will be voted or appointed. TC asked the members present how they thought the Trust should fill the Seats.

**Member Question** – How do we get a collective decision with such a small turnout (reference to this meeting)

**Board Response (JP, TC)** – The view is that the 3 PASB board members will be working closely with the Trust board to represent the collective.

**Member Questions** – There were questions relating to the conduct of PASB candidates standing on the Trust ticket: There is a challenge in ensuring that the PASB board members representing the Trust ‘sing from the same hymn sheet’. Those standing on the Trust ticket can have their own views but must follow the Trust principles when on the PASB?

**Board Response (JP,TC)** – Confirmed that the 6 Trust candidates standing who have expressed an interest for the Trust to support their candidature are behind Trust policy and the two candidates that opted out of standing under the Trust are standing personally.

**Member Question** – When the Trust first formed our mission was clear – is the Board clear on what we are doing now?

**Board Response (TC)** – Our position has not changed and our remit is to try to influence the good running of the club and safeguarding it for the future. With good ownership in place (i.e. James Brent) it is understandable that the perceived need of the Trust is clouded – however it is important to continue and provide the function in good times as well as not so good times.

**Member Question** – Will PASB work?

**Board Response (TC)** – The original concept of the Club’s Board and James Brent was to have a body representing the supporters; the PASB was created because JB felt that the Trust did not represent all fans, despite having a large membership. It has always been the intention that the Trust and PASB would work together and that this is an opportunity for our influence to be felt.

**Member Question** – Has the Trust Board evaluated whether PASB is an opportunity or a threat? Have they asked James Brent why he has set up PASB and is this a bid to divide the Trust?

**Board Responses (JP, TC, RB)** – As a collective body the Trust sees the formation of PASB as an opportunity. The Trust recognises that our membership is made up of die-hard fans and is trying to convert more ‘casual’ fans. Of the individual candidates, 8 of 10 are Trust members. Our view is that since at least 7 of the 12 PASB board members will be Trust members, possibly more, this gives us a great opportunity to have contact and influence with the Argyle Board, to achieve Trust objectives through the PASB, and minimise duplication of effort. James Brent has been open in expressing the view that he fully expects the Trust to play a leading role in the PASB.

#### 5. Share offer and member consultation

In this portion of the meeting TC introduced the Argyle Fans Trust Share Ownership Discussion Paper in order to provoke discussion from those present on what they would want the Trust to do. In putting together the paper, the Trust has consulted with members, contacted other Trusts who have shared their experiences, sought advice from an independent financial advisor and Supporters Direct. The main points from the introduction are:

The offer on the table requires £400k investment from the Trust

This buys the Trust ‘loan notes’, which yield 5% interest and can be converted into shares at a later date



20% ownership in the club does not in itself give any rights or powers, or a seat on the club board  
The Trust Board has stated that it wants to ensure something tangible is enabled for this level of investment and not give funds that will be used to pay off debt  
There would be a significant challenge in raising this amount of money  
Should the membership vote for this offer, due diligence would need to be done on the financial situation and value of the club and conducting this would itself cost in the region of £5,000

**Member Question** – What is the timeframe?

**Board Response (TC)** – This hasn't been given in detail by James Brent – but it would be sooner rather than later

**Member Question** – Is there a lesser investment that could be made?

**Board Response (TC)** – JB has stated that a minimum 10% would need to be raised. It was noted that the Trust would be an unsecured creditor of the Club and therefore we are obliged to point out to members that the money would be at risk. However, if the club is run sustainably and on good principles, and the Trust has oversight, that risk should be absolutely minimal.

**Member Question** – Could we use money from the £330k the PAST&DT is being repaid by James Brent?

**Board Response (JP)** – Given the Charities Commission ruling on how the PAST&DT loan was made to the club, and the money subsequently lost, they now have to pretty much operate separate from the Club, so this would probably not be possible. If we were to build something of community benefit together however, something may be possible. We have not explored this as yet.

**Member Question** – Why a loan note?

**Board Response (TC)** – James is obviously free to make the offer to the Trust in whatever way he wishes. We have asked for confirmation of under what conditions and timeline the loan notes can be converted to shares, and what type of shares. This might be completion of the grandstand, promotion, or some other trigger(s).

**Member Question** – The Trust is mandated to acquire shares in the Club and not to loan it money. What are the other options?

**Board Response (TC)** – As explained in the document we could try to acquire a 'Golden Share' or a smaller shareholding. There is another possibility which fulfils the Trust's obligation to benefit the community. This would mean discussing with JB the creation of a new type of share called a Supporters' Share. This type of share would have certain rights and powers associated with it and could only be owned by the Trust and would be non-saleable or transferrable. These rights and powers would be written into the Club's articles. This could allow the Trust to enshrine certain principles that the club would be bound by– e.g. if we could agree what was meant by sustainable operation beyond the League's 55% rule, and certain supporter vetos, e.g. on club location, crest and colours etc.

**Member Question** – What appetite would JP have to give the Trust such a Supporters share – we have no presence on the Board currently?

**Board Response (TC)** – Our opportunity is to influence the articles of the Club and therefore to ensure that it operates sustainably. JB has always stated the he would not want a supporter on the Board however, if we build mutual trust there could be an opportunity at some point to have some form of 'observer' status on the Board as happens at some other clubs. The Supporter's Share could give some ownership in the Club; it would depend how it is defined.



**Member Question** – Why are the supporters groups so fragmented?

**Board Response (JD)** – There are a large number of supporters outside Plymouth which we see reflected in our Trust membership and having regional groups is of benefit to those who are geographically widespread. Such groups tend to be formed to attend matches together and arrange joint travel, rather than handle club ‘politics’.

**Member Question** – What is the consultation period and overall timetable? I am concerned that this has been going on since January and may spill over into the forthcoming elections?

**Board Response (TC)** – The Board confirms that it will try to complete the consultation before the election period. However, given four board members will stay in post during the elections (with probably 3 places up for election) the board can remain effective during the election period regardless. So it’s not like the situation with the first election.

**Action:** - the Board needs to agree the next meeting with JB to discuss the options asap; a request has already been sent for a meeting.

## **6. Forthcoming Board Elections and AGM**

TC announced that the Board is aiming to hold the AGM in November to coincide with a home game and would therefore either be on 10<sup>th</sup> or 24<sup>th</sup> Nov. The election of new Board members will be held in the lead up to and finalised in the AGM. We need to give 8 weeks’ notice of the AGM and announce the numbers of seats up for election. The Trust Board is obliged to replace one third of its members each year. At the Board meeting on 1<sup>st</sup> September the Board will decide on its numbers for the coming year. There will probably be 3 seats up for election and the 2 current co-opted members (John Petrie and Paul Bartolini) may choose to stand.

The Trust Secretary will set up and run the Electoral Management Group (comprising c. 4 volunteers) to ensure that the rules of election are followed.

**Action:** Board to finalise AGM date, publish on website and invite candidates to put themselves forward for election. Secretary set up EMG with volunteers.

**7. Member Motions** – There were no member motions submitted.

## **8. AOB**

Meeting Location – some differing views on the venue regarding location however the consensus was that in the absence of room facilities at HP then Citybus is an ideal location.

Meeting Time – the start time was too early and 11am is preferable as it means that people living farther away can get to the meeting and take part.

Email Issues – to more effectively track what emails members receive, one of the Trust members at the meeting suggested that emails are numbered sequentially.

The Board confirmed that we will place copies of email communications in the Gazebo for members to view on match days and we will actively ask members coming for a chat whether they are receiving these.

Meeting closed at 12.30 – minutes taken by Linda Fleming.