



DEE4LIFE TRUST BOARD MEETING – MINUTES

Saturday 13th March 2010, 10am, Dundee Social Club, Thistle Street, Dundee

Present: Graeme Adam, Dave Forbes, Scott Glenday, George Harris, Mike Jeffries, Alex Kidd, George Knight, Fraser MacDonald, Stuart Murphy, Graham Smith.

Apologies: Bill Brewster, Nicola Robb

1. Approval of Minutes of the last Board Meetings

The minutes of the board meeting held on 17th January 2010 were proposed by George Harris, seconded by Mike Jeffries and unanimously approved.

2. Matters Arising from Last Minutes

The matters arising were detailed for all to update on next Thursday's conference call, rather than spend time in board meetings updating the status of these actions.

- Succession planning discussion still to take place.
- Asset register still to be completed.
- FM has followed up re Saltire banner and Falkirk re Tesco tickets - awaiting replies. GS offered to help with this.
- The Development Club to arrange the transfer of a third of the £3.3k to each of Dee4Life and the DSA.
- GH to discuss plans for next season's Penman Lounge use with Commercial Dept. and get the last SPL figures.
- SM to arrange fortnightly Junior Dees calls.
- GA is awaiting clocks. GS to collate list of possible merchandise and use ITWM to get feedback.
- MJ and RG to help with matchday/merchandise.
- SG and FM to discuss ahead of United / ArabTrust meeting.
- GS to get info on schools visit from BS/CF.
- Davie Anderson to be contacted re Hotshots.
- RI to arrange an update meeting on Club Dundee.
- Ex-Players' Association will take place on Saturday 30th January.
- All to send their profiles/photos to GS for the website.
- GK/FM to review and circulate pricing proposal for next season
- SM to progress on a diversity policy.

3. Update on club finances

George Knight provided an update on the club's financial position. Despite the youth charity not having been created as yet, the projected income from the fans' groups of £43,000 is still expected, and with Dee4Life having contributed 2 x £15,000 and the Development Club £5,000, a balance of £8,000 remains to be paid. The projected income against budget for the groups was reviewed, and despite the DSA not meeting their budget for a pre-match function in January and for the Burns Supper, they still have a raffle, Player of the Year dinner, plus their £1k share of the Penman Lounge income. It was therefore agreed that Dee4Life and the Development Club (confirmed by Dave Forbes) would each contribute their £1k share of Penman Lounge income, leaving a balance of £6k to be paid by the DSA (well within their remaining projected income).

The above £1000 funding from Dee4Life was proposed by Fraser MacDonald, seconded by Scott Glenday, and unanimously approved.

4. Update on Dee4Life finances

Alex Kidd proposed that we should renew our sponsorship of the Dundee Schools Football Association (jointly sponsored with ArabTrust for the last few seasons) at a cost of £250. This was seconded by Graeme Adam and approved by all.

Alex was still awaiting statements on the Club Dundee account from Laura but had updated and would circulate the spreadsheet of our own account, which had a balance of approximately £7000 at the end of February, with subsequent income and expenditure to be reconciled.

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Ryan Ireland and Harry MacLean are to meet regarding DFCTV and Alex Kidd and George Harris (re sponsors) are to attend the meeting. George Harris is to follow up with Harry re hospitality use and costs next season.

Mike Jeffries provided an update on the Player of the Month scheme, where 10 fans in each of the 3 home stands would receive cards at random to post back at the end of each month. The player with the most votes would win and be presented with a framed certificate, while those who voted for that player would go into a draw and the winner would receive a framed photo of their presentation of the award to the player. The player's chosen charity would also receive a £100 donation. The scheme would run for March and April as a pilot. Scott Glenday approved of the concept but had reservations over giving £100 to charity each month, although this would give good press publicity – an area where United's trust is leading and we should make more effort. Stuart Murphy approved for this season but said a ring-fenced amount eg 5% of income should be earmarked for charity./community purposes. Donations of tickets could be made to youth groups etc. instead of money going forward, in support of our proposed diversity policy.

Mike Jeffries proposed to go ahead at a cost of around £250 including all costs for this season, and this was seconded by George Harris and approved. MJ to submit a purchase order. Dave Forbes also needs to submit an invoice for the framed Leigh Griffiths shirt (membership update draw) and Fraser MacDonald to submit receipts for expenses.

5. Player Appearances

George Knight agreed that the non-appearance of players at the casino night was a disgrace. He viewed it as an instruction, rather than a request, for players to attend and in future this would be made clear. Requests should be made to Laura in writing, but players would be told clearly that attendance was required, rather than optional, in light of the above, the cancellation at 24 hours' notice of player appearances at a Glasgow Dees meeting, and the failure of any to attend the Junior Dees Christmas party.

6. Election of Dee4Life representative on the board of Dundee FC & associated companies

Three board members had indicated they wished to stand: Graeme Adam, Mike Jeffries and Stuart Murphy. Graeme Adam announced that in light of the other candidates, he no longer wished to be considered. The remaining candidates were then invited to make statements to the board.

Mike Jeffries noted the board may be asking why he was standing having just joined the board, and explained that he had supported the club in all ways open to him for more than 50 years, and felt he knew as much about football and as little about the boardroom as the rest of the board. He had been a director of Mustang Press Ltd and managing director of Hub Editorial (Dundee) Ltd. previously, and knew how organisations work and the qualities required of directors eg honesty, integrity, discretion, transparency and of course an element of literacy and numeracy, as well as respect for one's colleagues. He also recognised that time was required given the responsibilities and demands of the role, and noted that he was retired. He asked what people required of directors, noting it was not finances, but elements such as innovation, the ability to listen, consolidate information and assets, eliminate weaknesses, and in short relay the Trust's opinion to the board, and bring feedback in turn to the Trust.

Stuart Murphy stated that he had the requisite skills and had internal connections to the club dating back to 1991 so had a good idea of how things operate. His professional life gives him transferable skills – he line manages 250 people and a budget of £10m – and sees the role as primarily being about communications; a two-way conduit. He has the negotiation and influencing skills required for difficult boardroom conversations, tenacious despite what may initially seem a genial appearance, and would not be short in giving his or the Trust's opinion. He is a member of the Chartered Management Institute, with the corresponding management and risk analysis skills, and has already made changes at work to clear the way for him to take on this role.

Following these statements the board were invited to ask questions. SG asked MJ to clarify which companies he'd been with – DC Thompson, then a freelancer before being headhunted by Moseby

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Press in England where he was made a director, and when they became Hub Editorial Dundee Ltd. he became the Managing Director for a number of years before joining Valentines' management team. GK thanked both candidates for their well-prepared, in depth statements. FM asked, in light of our not yet having implemented a board membership policy or job description for the role, if both would abide by these once adopted. MJ agreed, and SM agreed although he noted the provisions of confidentiality GK alluded to. FM suggested that an overview of company law and directors' responsibility based on Supporters Direct guidelines should be given as a session at a future board meeting, covering things such as how to manage conflicts of interest.

Finally FM clarified that unlike the Chairman's role, there was no perceived conflict of responsibility with the role of Vice Chairman, so SM could indeed hold both positions. The vote, on a simple show of hands, then took place with MJ receiving no votes and SM 9 votes (the candidates themselves abstaining).

Stuart Murphy was duly elected to the position of Dee4Life rep on the board of Dundee Football Club Limited, and associated companies, to be effective from May 2010 and he is to join the April board meeting of DFC as an observer.

7. Trust Board Issues

In light of recent issues such as participation, communication, etc. on the part of some directors, as secretary, FM reminded all that Dee4Life was a company with considerable assets, governed by law, the FSA and standards of good governance agreed to adhere to as a member of Supporters Direct. FM reminded all of their responsibilities as directors and of Dee4Life's responsibility to adhere to best practice if we were to have credibility asking the same of the football club and its directors – something which on our scale should not be rocket science. SG compared us with other groups, and commented that our assets could be worth over £1 million if the team is promoted and the stadium brought back into club ownership with no bank debt.

SG continued that we probably have a bigger board of directors than companies like BP, the Bank of Scotland, Manchester United etc. and it is counter-productive. Some directors want nothing to do with meetings, conference calls, emails and so on (there were only 3 on the last call). Quite simply this cannot go on. As chairman, SG stated that while we're far from perfect, we are still in a better position than when the rallying cry went out at the Hilton 18 months ago, and this is also a matter of personal pride.

As one who didn't attend conference calls, DF explained that he trusted the office bearers to get on with things. The issue raised though wasn't whether individuals would get on with their own tasks, but the group needed to be updated on progress (all directors share collective responsibility for the company). Not attending conference calls for an hour a fortnight to update the group and keep updated on others' work and progress was not acceptable, even if some are not comfortable or familiar with such calls – they are a proven and invaluable business tool used by many of the group in their professional lives. As well as being expedient, they are a "green" way of working, which should be taken into account in terms of our community objectives. SG gave the example of the FPA group, some of whom had never used conf calls. But with 40 minutes on Wednesday they had agreed a way forward for the next event, GK had booked the lounge, letters sent out the following day – all put in place in less than the time it would have taken Scott to drive from Perth and back.

Reducing the size of the board was suggested, with some continuing to be involved but as volunteers rather than directors, with the responsibilities and time that involved. GH offered to stand down as a director but continue fundraising, giving 100%, but did not have time for conf calls etc. SG commented that as chairman he could not instruct people to do things, but if people had no time they should reconsider their positions.

GK commented that various structures and communications methods had been tried over the years and he saw a reduced size of board to 5 or 6 as the only way forward. GA offered the reason of having to collections for his business on a Thursday night as why he didn't participate in calls,

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but SG gave examples of various means of communication and asked if there were really any other practical alternative – none was suggested. SG commented that we all juggled busy personal and work lives with our responsibilities as directors and suggested GA's collections were certainly easier to reschedule than some other directors' responsibilities.

MJ agreed that the board was too big, and that a smaller group with overall responsibility and a second tier with their own tasks would be better, leaving individuals to decide what they wanted to be involved in. He advocated a group of 7 as this was an odd number and better for voting. FM commented on the constitution, where the board must have a minimum of 5 and a maximum of 11. Adopting a size of 5 would be dangerous as if one member departed, the others could only act to hold an election, rather than managing the ongoing affairs of the Trust. Another complication is that the constitution requires 2 members to be co-opted, rather than simply allowing members to be co-opted as required. No specific groups are mentioned, so this requirement appears to serve no purpose, as long as directors can be co-opted as and when specific representation or skills are needed. It was suggested that any rule change should be implemented via an EGM.

AK proposed that job descriptions should be required for each role, so that those standing for the board knew what was required and expected. Committees or individuals could supplement the board in the way that Ryan Ireland, Robin Grimmond, Scott Roberts, Nicky Robb etc. do today.

All directors were asked to think about this and reply to FM by next Saturday, and that any resignations should be put in writing for audit purposes.

8. Trust Strategy

AK rightly pointed out that a lot of our strategic focus will depend on whether we are in the SPL, so this discussion should be postponed.

9. Match Day Activities

The club has received quotes for upgrading Deewok's costume. FM commented that the Capital Dark Blues had expressed interest in sponsoring this.

The remaining schools' football matches are two semi-finals and a final – the first of these, between Forthill and Barnhill primaries, will take place before the Queen of the South game. The winners of the competition will receive a set of strips sponsored by Tom Dyer. FM to arrange publicity.

GS offered to help FM keep on top of website updates, and FM agreed to provide a list of stories and login access.

GH agreed to meet with HM to discuss use of the Penman Lounge next season.

It was agreed that GA should clear all remaining merchandise stock, with a bundle of a clock and DVD to be sold at £5, and badges at 50p. GA to bundle the batch of old programmes in the store into tens for sale to kids in return for a donation.

10. Policies and Procedures

FM reiterated that the board had all agreed to policies and procedures adopted in relation to reporting of merchandise sales, and providing the Treasurer with purchase orders for all expenditure, but it appeared these were not always being adhered to. As these are now officially adopted and therefore an audit requirement, FM again asked that all adhere to the policies in force, in particular to ensure that AK had full visibility of all liabilities and could therefore provide the board with a true picture of the Trust's finances at any given time.

11. Diversity Policy

The requirement for an official diversity policy stems from complaints about the DSC lounge used for the AGM being inaccessible to disabled members. We have not heard from Colin Reid whom it was hoped could draft this, and FM will try to contact him again.

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GA raised the issue of the thread on the official forum about representation for disabled supporters, particularly parking problems and police refusal to allow the drop-off of disabled fans next to the ground. Dundee and United are the only major clubs with no disabled parking provision. GK agreed to ask JT if something could be done, allowing cars to access the rear of the Bobby Cox stand, eg after allowing time for most fans on foot to depart, such as happens at Dunfermline.

12. Pricing Proposal Update

FM gave an update on the productive meeting held between the office bearers and Ian Bodie, Jim Thompson and Neil Cosgrove at Dens. The proposal the Trust took an action to write up has been drafted and circulated, and only minor rewording was required. FM to send to IB tomorrow.

13. AOCB

It was noted that Hugh Robertson had passed away last night, having played for Dundee FC from 1957 to 1965, with 293 appearances (no. 21 in the all time appearances list), plus a spell as coach, and his contribution should be recognised.

GK noted that the launch of the Former Players' Association had been a resounding success, that the Trust had been given prominent credit, and we should continue to be involved in such things.

GK agreed to ensure the commercial dept. kept to the agreed Junior Dees mascot arrangement.

FM agreed to issue outstanding membership cards.

Date of Next Meeting: Saturday 3rd April 2010 at 11am in the DSC.