



7<sup>th</sup> October 2015

# POMPEY SUPPORTERS' TRUST ANNUAL REPORT 2015

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PST Secretary

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## 1. REPORT BY PST CHAIRMAN

The low point of the year for the PST was the sad passing of our Chairman, Ken Malley. Ken had been instrumental in the setting up of the PST and remained a huge influence on its direction right up to his death. In his last few months he had been working with a number of the board on the development of the PST youth group. Ken was passionate about Pompey having young fans, ensuring we maintained our image for having some of the most vocal and passionate fans in the country. The PST board plans to continue the good work started by Ken, representing the views and ideas of our younger fans not only within the PST but also taking those views and ideas forward to PFC. As part of this initiative the board encouraged the set-up of a PST youth group and co-opted Ollie Birch on to the main board to oversee this area.

Undoubtedly the core part of PST business is and always will be its significant shareholding in PFC, at the end of this financial year that investment stood at £2,656,000 although subsequent to the year end that has now increased to £2,750,000. The recent acquisition of shares was at the existing price and funded by a combination of our direct debit shareholders maturing and the tidying up and subsequent closure of our investment account held by Verisona. The level of investment achieved by the members remains an incredible feat, one that is admired not just nationally but internationally in the world of football. There has been some discussion of a revaluation of PFC shares and although the PFC board did carry out a revaluation exercise it is yet to adopt a new valuation and is unlikely to do so until such time as it might be required.

The performance on the pitch during the financial year was disappointing and towards the end of the season the PFC board took the difficult decision to replace Andy Awford and look towards the next season. We believe that the pursuit and subsequent appointment of Paul Cook was the right long-term decision for the club and Paul has undoubtedly arrived with some fresh ideas and began his shake up immediately. As with all major items at PFC the three PST Directors played a major part in the discussions and eventual decision.

One thing that our members should be assured about is how active our PFC Directors are on the club board. The PFC board operates effectively as a group, there is healthy discussion with respect and time given for the views of each Director. There might not always be agreement on the detail but our members can be assured that every Director is a fan who wants the best for Pompey and cares about the needs of the fans.

The PST board has not benefited from the same stability as the PFC board, but it is, nevertheless, fair to say that PST did operate in a constitutional limbo from the 16<sup>th</sup> January 2014 to 9<sup>th</sup> March 2015. Members mandated the PST Board to devise a 'fit for purpose' constitution and side policies for a Trust with a substantial stake in the ownership of the club at the 2013 AGM. To that end, the PST Board did set up a sub-committee [Governance Working Group] to amend and review in a democratic and consultative way the existing constitution and side policies; and with the assistance of officers, volunteers and Supporters' Direct. PST formally registered the new constitution with the Financial Conduct Authority [FCA] on the 9<sup>th</sup> March 2015; and the Board subsequently approved and adopted the PST Social Media Policy on 6<sup>th</sup> June 2015. It is anticipated that the new constitution and the new intake from the 2015 PST Board elections will impact upon the performance of the Trust in a positive way; and will provide a platform for growth and development. Indeed, with new faces comes new blood, energy and ideas and we must work hard to encourage and develop that. During the year the board decided it could benefit from some coaching, helping us to improve, understand roles and plan better strategically. PST member Greg Brown, a well-respected professional executive coach volunteered his time to work with the board and will continue to work with us going forward. We recognise there is always room for improvement and wish to represent our membership as best we can.

However, during the year we unfortunately had three board members resign, citing various reasons. We must acknowledge the key part that Mick Williams played in helping to save PFC, acting as a key member of the bid team and of course helping to steer the club during the early years following the takeover. Many will know that Mick has taken on a key role with Pompey Ladies and we wish him luck in helping them develop further. Dan Fearnley who had previously been on the board during the fight for survival, playing a key part in the share push re-joined us at the start of the year, keen to look at ways to increase PST membership and improve match day experience for families. Finally Steve Tovey who had been an active board member and latterly our Treasurer also resigned during the year. The PST board recognises the hard work and time given up by each of these people.

Following Micks resignation the board unanimously selected John Kimbell to replace him on the PFC board. Throughout the year John had also been working to improve PST communications, most noticeably the introduction of our e-newsletter, which has been received well by the members, and a special thanks on this to member Kim Richardson who works hard putting each newsletter together. We are always looking for volunteers to provide content for both the newsletter and website and so please get in touch if you have ideas and can commit some time. John has also been working hard with Anna Mitchell, Colin Farmery and Neil Weld at PFC to improve communications between PST & PFC as well as maximising the opportunity for all commercial and media opportunities that are presented to us. He also works closely with local media outlets and manages an array of social media platforms in an attempt to keep members informed of the latest developments.

The board continue to look at pushing for more electronic communication with the membership rather than postal. We cannot support repeated and excessive postal mail outs to our members and so the board request that you encourage any members you know to ensure we have an up to date email address for them.

Board member Mike Saunders has been particularly active throughout the year, providing for free his professional expertise to provide plans for the new training ground, and expert advice on a number of stadium issues and the Tesco project.

As a PFC board member Ashley Brown was asked to lead the Tesco project from the clubs perspective, supported by both Mike Saunders and lawyers from Verisona amongst others. The project required many hours and a huge amount of detail covered, but the key thing our members should be assured of is that under the circumstances this was undoubtedly an exceptional deal for PFC. The Superstore will shortly open and Ashley has already led discussions between PFC, Pompey In The Community (PITC) and Tesco regarding building a strong partnership across the organisations going forward.

Ashley has also been nominated by the PFC Board to be the Director responsible for both inclusion and safeguarding at the club, which has now appointed Colin Farmery to take day to day management responsibility for those areas. This underlines the club and Board's commitment to this important area of work. The club has worked with both PST and PitC on a number of initiatives in the past 12 months or so, including supporting Football v Homophobia month, the Kick it Out match in April, Level Playing Field's week of action and the Cheltenham match in march showcasing the work of Women in Football to celebrate international women's day. The club has also been working closely with the Pompey Disabled Supporters Association to implement the recommendations of the Access Audit the club commissioned last year and the club was represented at the Portsmouth Pride event in June, which saw the launch of Fratton Fever, the club's LGBT supporters' group. The club has also been part of a Football League pilot project to develop a standard for anti-discrimination and inclusion all clubs will eventually be expected to meet. Community is at the heart of PST values and we insure those are represented throughout PFC.

Mark Trapani is another PST PFC Director and has worked hard alongside the conference and banqueting team to improve match day experience for both our fans and corporate guests. Mark is often seen touring the bars and lounges on a match day gauging which areas still require improvement.

All the board members try to make themselves available to meet with members and non-members alike, however perhaps the most familiar face is Pam Wilkins who tirelessly manages the PST bus behind the Fratton End on a match day. Pam is also the willing volunteer to pick up many of the administration tasks such as handling post, taking minutes etc.

Fundraising and community has been led by our Vice-Chairman Tom Dearie, the high point of the year must be the amazing end of season York to Pompey bike ride which this year raised over £40,000 for a number of charities. Tom also saw the benefit of building stronger links with the Presidents Advisory group, with Ken and he attending a number of meetings with them. Extending the links between the PST and Presidents past the PST PFC Directors has proved invaluable and we will continue to build on these throughout the next year.

Finally the board must thank and acknowledge the hard work of its officers who all do a huge amount of sometimes unrecognised work. Geoff Paul who has stood in to ensure our accounts were in order for this year, Steve Hatton who continues as Membership Secretary as well as assisting on member communications and finally our Secretary and Assistant Secretary, Mark Farwell and Jo Collins. A specific mention must go to Steve Hatton who with the assistance of Tom Dearie spent a huge number of hours working on the share administration and reconciliation. Without the administrative support of each of these individuals the PST would cease to function.

Towards the end of the year the board welcomed the proposed review of its activities by a members audit group. The draft report has just been received and will be fully reviewed following the AGM, however the members can be assured that this constructive advice will be taken seriously and acted upon. This alongside further work with Greg Brown will form the focus of how the board continues to improve.

Although the new board has only just met for the first time it was clear what some of the key projects will be for the next year. Increasing membership, community work and development of the youth group remain focus items, alongside all of these topics is a willingness to learn from our European counterparts. In addition we will be working alongside PFC and the Presidents to help define a longer term strategy for the club, in particularly around a future investment model and Fratton Park.

As ever, the board welcomes input from the members as well as volunteers and will be looking to provide clearer direction on how you can get involved. Each of the board is contactable, with email addresses available on our website, so please do get in touch.

Despite the problems that the PST sometimes encounter the membership should be reassured how seriously the entire board and officers take the role. Each and every one is honoured to represent you and continue to work for the good of OUR Trust and OUR Club. We will always look for ways to improve, but equally you should remember that many of our counterparts can only dream of achieving what our membership has made happen, and so you should all be very proud of how you helped to change not just Pompey but the shape of football. We are seen as a flagship across the game, interacting and sharing our views with senior figures across the National game. For example, Ashley's invitation to join the Government Expert Working Group looking at supporter ownership and engagement, where

he works alongside the Premier League, Football League, FA, Conference, DCMS, Treasury, HM Revenue and others.

The membership must recognise that PFC is where all of investment and interest lies, with the PST board playing a major part in the direction of our club. Not only do we still have a club but we have an ambitious manager who as I write this has us in the automatic promotion spot with a team playing exciting football. We have a ground that has seen significant investment with amongst other things, new facilities to be enjoyed by all, new floodlights, improved safety, an improved pitch and of course our own training ground in the City. The PST has much to be proud of.

**Ashley Brown**  
PST Chairman



**Tom Dearie**  
Acting PST Chairman



## 2. TRIBUTE TO KEN MALLEY



**KEN MALLEY**  
**(19<sup>th</sup> August 1944 to 11<sup>th</sup> June 2015)**

Ken was born a few doors away from the Newcome Arms in Fratton. A life-long Pompey fan, an addiction that even moving with his family to Devon couldn't cure and meaning many long hours driving to both home and away games, usually in the company of other Devon Blues, because for Ken going to a match was all about meeting up with your friends in a pub before the game, and being Ken, usually making new friends as well.

He would of course always keep an eye open to make sure Pompey fans were being treated well by local stewards and police and was the first to intervene if he could see a problem.

Ken was an FSF National Council member and former FSF executive officer. For many years he was a leading member of the FSF Fans Embassy, funded by the Home Office and present at every England away game, handing out the Free Lions magazine with local information and helping fans with any problems such as lost passports or non-existent hostels. He always worked tirelessly for the right of football supporters to be treated as they would if following any other leisure activity and not as criminals.

When Pompey played in Europe in 2008, it was Ken who insisted that we should produce a Pompey version of the Free Lions - The Euro Chimes - for all three matches abroad and it was his hard work and determination that gained sponsorship for the printing of three editions with local information for Pompey fans travelling to the games. We remain the only UK Club to have done this.

A founder member and elected board member of PST, Ken was honoured to be elected as Chairman last year. Sadly his hopes of taking PST forward were not to be and after spending his first few months 'fighting fires' rather than getting on with what needed to be done, Ken's health began to suffer.

Ken was equally at home in a bar full of rowdy football supporters or in a meeting with football authorities or high ranking police officers and well respected by both groups.

Ken was a well-mannered, well respected and well liked man who is sadly missed by all who knew him.

3. **MINUTES OF THE FIFTH ANNUAL GENERAL MEETING OF  
THE PORTSMOUTH SUPPORTERS' SOCIETY LTD  
HELD AT THE VICTORY SUITE, FRATTON PARK, ON MONDAY 8 DECEMBER 2014**

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**Present: PST Elected Board Members:-**

Tom Dearie (TD), John Kimbell (JK), Ken Malley (KM), Mike Saunders (MS), Mark Trapani (MT), Steve Tovey (ST), Pam Wilkins (PW) and Mick Williams (MW).

**Officers Present: Secretary, Mark Farwell (MF) and Membership Secretary, Steve Hatton**

**Members Present: 174**

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**1. Ordinary Business**

**1.1 Apologies were received from:-**

Gary Alton, Bryan Bennett, Terry Bennett, Stephen Bishop, Phil Bishop, Michael Brooker, Ashley Brown, Dave Easley, Dan Fearnley, Frank Fowler, Bob and Anne Gale, Duncan Hart, Terry Hall, Peter Herring, Ray Johnson, Robin Lumb, Joanna Manning-Cooper, Chris Millar, Colin Rivington, Mick Stapley, Audrey Walsh, Fran Wells, Cynthia Whittle, and Patrick Whittle.

In Ashley Brown's absence the meeting was chaired by PST Vice-Chairman KM who welcomed all and opened the meeting. Secretary MF then explained the procedure for the night.

**1.2 Chairman's Report**

KM read out Chairman Ashley Brown's report (see PST Annual report Page 3). KM added his own thanks to all the PST board for getting us this far, especially Tony Foot, who had recently stood down as PST Secretary. Tony had been there at the start of PST and done a magnificent job, he had originally said he would not stay for long but in the end had stayed for five years.

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**1.3 Minutes of the Fourth Annual General Meeting**

It was proposed by Dave Topliss and seconded by John Tucker that the minutes of the Fourth PST AGM, held on the 23<sup>rd</sup> September 2013 should be accepted as a true record. Motion carried nem con.

**1.4 Matters Arising from the Fourth Annual General Meeting**

MF thanked Mike Fulcher, Sue Maskell and Paul Williams for their work on the PST rules and governance in conjunction with Supporters' Direct (SD).

**(a) Government Matters and Motions (from AGM 2013)**

The remit from the three 2013 AGM motions had been to create 'fit for purpose' governance, rules and constitution for PST for the future. These had been circulated for comments and amendment and been approved by the PST Board and SD on the 7<sup>th</sup> July 2014. We now have a set of rules more appropriate for a Society such as PST which has a considerable stake in our football club.

- i. **Special Business (Motion 2.1)** Page 13 of Annual report.  
MF said the rules have been amended and are now included in the PST Board and Club Board policy and included in the PST Society Rules. They are included in rule 67 onward in the new constitution.
- ii. **Special Business (Motion 2.2)**  
MF explained that these are now included in the new PST constitution and asked for member's approval that PST has fulfilled the task set at the 2013 AGM



It was proposed by Mike Fulcher and seconded by Stuart Crow that the amendments to the PST rules and constitution should be accepted. Carried nem con

### **1. Election Policy**

MF said in conjunction with SD, the PST Board, the Governance Group and Tony Foot, the Election rules, page 14-19 of the Annual Report, had been changed to ensure good governance at all times and that candidates are fit for purpose. The rules that govern elections had been changed including increasing the candidate's statements to 1000 words and allowing hustings; these and other measures now insured that the policy is fit for purpose and it had been approved on 7<sup>th</sup> July 2014 by the PST Board and SD.

It was proposed by Mike Fulcher and seconded by John Tucker that the new PST Election policy be accepted. Motion carried nem con

### **2. Disciplinary Policy**

This policy governs the conduct and behaviour members of the Society as well as those on the PST board and had been approved January 2014.

### **3. PST Board Membership and Conduct Policy**

### **4. PST Board and Club Board Policy**

It was proposed by Jonathon Band and seconded by Miles Linnington that policies 2, 3 and 4 should be accepted.

Motion carried nem con

### **5. New Model Rules - Proposed PST Constitution 2014**

MF said the original PST rules had been set up for the Society as a vehicle for purchasing the Club. Going forward there needs to be more scope as PST evolves both as a society and in its relationship with PCFC. PST has over 3000 members, over 2500 being shareholders. There is scope for more members. The new rules are an improvement and have been approved by SD. The PST Board recommends they are accepted, there is nothing hidden in them that can put the Club in jeopardy because the shareholders agreement is a superior document.

ST pointed out that the Annual Report page 46, item 85 should state that the account year end is now 30<sup>th</sup> June each year not 31<sup>st</sup> March to coincide with PCFC's financial year.

It was proposed by Jonathon Band and seconded by Terry Smith that with the aforementioned amendment the PST New Model Rules and Constitution should be accepted.

Motion carried nem con.

There were no other matters arising from the 2013 AGM minutes.

## **1.5 PST Executive Board Election Results 2014**

Page 57 of the Annual Report

There were six candidates, five to be elected to the PST Board. MF read out the results of the 2014 election. 471 members voted as follows on the 8<sup>th</sup> September 2014 (Election Scrutiniser John O'Shea);

- a. Ashley Brown 446
- b. Daniel Fearnley 206
- c. David Maples 199
- d. Michael Saunders 400

- e. Mark Trapani 425
- f. Pam Wilkins 403

Ashley Brown, Daniel Fearnley, Michael Saunders, Mark Trapani and Pam Wilkins are therefore duly elected.

### **1.6 PST Audited Accounts 2013/14 and Treasurers Report**

ST apologised to his fellow PST Board Members and PST Members for not having the audited accounts. The audit had been booked at TaylorCocks for the 15<sup>th</sup> November but for various reasons this had not happened. The audit takes two days and TaylorCocks audit the PST accounts at no charge. ST had thought he could get the accounts done last week but this had not been possible.

If the PST share percentage was 51% the accountancy fee would have been over £25,000. Technically, although not financially, the PST accounts are linked with PCFC accounts. The PST accounts have to be submitted to the FCA.

PCFC accounts had been booked for audit on 5<sup>th</sup> November but this had not happened and they are not likely to be audited and signed off until the first week in January 2015, a key part of these accounts, which is holding ST up, is the verification of PST's shareholding in PCFC, the FCA will not accept the PST accounts until this is verified. ST again apologised and said that once completed the PST accounts would be on the website. They will need to be approved at an EGM. If any members require a hard copy they are asked to leave their contact details and ST will send them out at his own expense prior to the EGM. The EGM date will be confirmed once the accounts have been completed and audited.

PST has verified that there were 2499 shares at 30 June 2014 however this has to be verified at the PCFC audit before the PST accounts can be signed off. As part of the PST accounts the investment note will include a commentary that says the PST shares are reflected in the net assets of PCFC on 30 June 2014. This is the reason to align the PST year end date with that of PCFC.

ST recommended to the PST Board that the next treasurer will need to ask the Club to book their audit earlier. The Club submit their accounts to Company's House but the PST accounts have to be submitted to the FCA by the 31<sup>st</sup> January 2014. Because January is a busy period for accountants ST recommended in future the accounts should be finalised by the end of November or early December.

### **1.7 Appointment of Auditors**

MF asked if members are happy for the auditors to be appointed at the EGM.

**It was proposed by Steve Tovey and seconded by Amber Vincent-Prior that the auditors should be appointed at the SGM.**

**Motion carried nem con**

ST pointed out that despite what is said in the Annual Report, Taylor Cocks do in fact charge PCFC for auditing the accounts.

### **1.8 Membership Report and PST Shareholding with PCFC**

Full report Annual Report page 55

SH reported that at June 1<sup>st</sup> 2014 there were:-

1080 Paid up adult members

2286 Shareholder PST members  
1092 Lapsed members  
48 Junior members

Q: What is a lapsed membership?

A: SH said if a membership is not renewed it is a lapsed membership until the annual subscription is paid.  
SH sends out email reminders once a month. Sometimes these emails bounce back, SH reminded members to notify PST if they change their email address.  
ST said the majority of members renew by pay pal or annual direct debit, memberships can also be renewed at the Trust Bus on a home match Saturday.

Q: How many people signed up via the "opt in" on the season ticket application/renewal?

A: SH said around 200.

Q: Do shareholders have to pay membership?

A: Shareholders are lifelong members but if they continue to pay their donation is welcome. Pay pal payments for membership cannot be cancelled by PST; they can only be cancelled by the member. PST's only source of income is from membership fees.

## 2. Special Business

### 2.1 To consider and if thought fit, pass the following motions.

KM pointed out that this is the PST AGM and that some of the questions received have been for the Club not PST. KM suggested that as the first two motions are similar they should be discussed together. The proposers were agreeable to this.

#### PST AGM Motion 1

Motion by shareholders that are in the Portsmouth Football Club Anorak Brigade (PFCAB)

[That] the PFCAB is concerned that the Pompey Supporters Trust shareholding has fallen to approximately 48% from an overall majority at the outset of taking control of the club. While we understand that this does not necessarily have a material impact at the present time, we are concerned about the trend. We call on the Pompey Supporters Trust Board to investigate options to;

(a) return the Trust to a minimum 51% shareholding and to put in structures to ensure that this remains in place permanently,

And,

(b) put in place safeguards and/or governance structures that ensure that no decisions can be taken on outside investment or other major governance issues without the approval of the Pompey Supporters Trust Board through its Shareholders. PFCAB members who are shareholders would be pleased to serve on any committee that was setup to look at this motion. (145 words)

Proposer: Mr Duncan Hart  
Secunder: Mr Terry Bennett

## 2.2 To consider and if thought fit, pass the following motion.

### PST AGM Motion 2

This Society notes that a highly successful share issue enabled Portsmouth Supporters Trust (PST), with other investors, to acquire ownership of our football club. We note that at the time of our 2013 AGM, PST owned a shareholding of over 59% in our club. However, previous owners left a legacy of urgent tasks which required funding and that the funding of these tasks has resulted in PST's shareholding being diluted; as the further development of our club will require significant funds, this AGM instructs the PST Board;

- (a) to prepare a report for next year's AGM outlining options to fund future capital projects and what benefits there would be to PST of seeking to re-secure a majority shareholding. (117 words)

Proposer: David Maples

Secunder: Tim Harris

KM said PST would love to have more shareholders; unfortunately it is not that easy. The share offer had been extended for three months but this had only brought in around 180 extra shares. The PST Board thinks a future share issue should be aligned to a capital project, eg a new stand. The 51% is good PR but it should be remembered that the Presidents are fans too. KM pointed out that any major decisions cannot go through without the agreement of 75% of shareholders for reserved matters and 90% for key reserved matters.

If there is another share issue there could be a revaluation, which could mean in future shares are a different value. It is the suggestion of the PST board that a committee should be formed to investigate future funding ideas with someone from the PST Board chairing and volunteers from the members. Scott McLachlan said he is happy with that idea; it is what had been asked for.

Several members suggested that motions 1 and 2 are not similar so should be taken separately. Scott McLachlan said that the point of the Anoraks proposal is that people could see a trend for more President involvement which would further reduce the percentage and they wanted to explore ways for fans to put more money into PCFC.

Q: How much is needed to restore the 51%?

A: MW suggested approximately £130,000.

Q: If another President comes along with a lot of money this would reduce the PST percentage further but it would also mean more money going into the Club, so insisting on keeping the 51% could prevent more money coming into the Club.

A: the loss of 26% would be of more concern.

KM said as far as the PST Board is concerned it is keeping 26% that is important. He asked what the PST board should do if someone wants to invest more money, for instance for a new stand, should we turn them down to keep the percentage? It should be appreciated that PCFC is now run by people who are supporters; none of them are related to the bad old days. The Presidents do not gain any profit from the money they put into the Club.

KM made the decision that motions 1 and 2 would be voted on separately.

Q: If a rich person came along with money why don't they just give the money to PCFC, why do they want ownership of the Club?

A: MT said if we are just going to rely on the £1000 shares then we need to be resigned to always playing in Leagues 1 and 2. If we want the club to get back to Championship

level more money will be needed and also development of the stadium. KM pointed out that under the FL's Fair Play Rules PCFC is only allowed to spend a maximum of 55% of earned income on wages and salaries - more than that can be put into the stadium but not into players.

Q: 26% is the controlling percentage, so if someone came along and wanted to invest say £1.5m does that have to be approved before the money can be accepted.

A: JC said yes it would have to be accepted by a 90% vote of PST members and the Presidents but MW thought it is the PCFC board that approves investment into the Club, there would not be a 90% vote. PST would have a say via the three PST directors. He believed it the case that we could go below 26% with no say in the matter. JC pointed out that there are a number of reserved matters. MW said he is not clear on the difference between somebody wanting to put in £100,000 which is at the discretion of the PCFC Board. JC asked how many present are aware of the Shareholders agreement document - very few knew it existed or had read it. She explained it is the controlling document in terms of the balance of shareholding of the Presidents as individuals or collectively and the Trust as a single shareholder, you are all shareholders within PST.

PST holds 48% of the shares within the Club and each of the 12 Presidents has a percentage in proportion to how much money they have put in. They should not be thought of as one group. An offer of say £25m to buy out all shares would require 90% of the existing shareholders to agree to that deal. Investment is different, if someone wished to put £200,000 into PCFC then it is a matter for the PCFC Board to accept the offer to join the existing Presidents, this would give them a percentage and lower PST's 48% percentage. The 51% is a token figure it does not control the reserved matters. JC said there has been discussion on the possibility of trying to secure the "Golden Share" to protect the PST shareholding to the extent that we don't lose an influential portion of decision making. To do that, JC's understanding of the Shareholders Agreement is that you would have to get the agreement of the Presidents to having a Golden Share secured within the Shareholders Agreement.

The comment was made that it would not be fair to expect the Presidents to invest in PCFC without having shares. If a rich person comes along and wants to buy the Club it would come to a 90% vote, which he is happy with.

JC said let us remember that the Presidents are all lifelong Pompey fans and there has been too much "them and us" scaremongering. Scott McLachlan said these motions are not anti-President they are trying to explore how to get more membership, shareholding and investment into PFC.

KM then called for separate voting on the two motions.

**Motion 1 carried on a majority**

**Motion 2 carried on a majority**

KM said a committee needs to be formed, MT will chair it for PST and he asked those interested in serving on the committee to leave their details at the end of the meeting.

**2.3 To consider and if thought fit, pass the following motion.**

**PST AGM Motion 3**

This society is deeply concerned that Portsmouth Community Football Club has failed to give any information to Pompey Supporters' Trust regarding the continued absence of Portsmouth forward player, David Connolly. In 2013, the manager at that time, Guy Whittingham signed the former international

player on a two year playing contract and David Connolly was also assisting the coaching team in 2013.

- (a) as a shareholder and a member of Pompey Supporters' Trust, I call upon the Portsmouth Community Football Club board to give a written explanation of the reason for David Connolly's lengthy absence while still receiving his wages.

And,

- (b) I call upon Portsmouth Community Football Club Board to provide greater transparency in matters concerning our club. (118 words)

Proposed: Angela Kleinen

Seconded: Geoffrey Farwell

KM pointed out that DC had not played since April. Neil Allen has reported in The News that David Connolly was seen as a disruptive and sometimes abrasive figure. Since he came back from Oxford there have been no inquiries for him from other clubs. This is not a question for PST to answer all we are able to do is ask PCFC.

Q: DC trains every day, shareholders money is paying his wages so members need to know why he is not playing. Previous questions about DC have not been answered. On this point PCFC has not been transparent.

A: MT replied that as a director of PCFC it would be wrong of him to discuss any PCFC employee in public. DC is a member of the squad if Andy Awford (AA) chooses not to play him this is purely AA's decision and not a matter for PST.

Q: Would it be appropriate to make a statement once DC's contract expires? Others present felt that the manager should be left to manage. Angela Kleinen said DC had been signed by Guy Whittingham and had then helped coach the youth team but since Guy's departure had not played. She felt we should be told what is happening

**Motion 3 was heavily defeated on a majority vote.**

**2.4 To consider and if thought fit, pass the following Motion.**

**PST AGM Motion 4**

This society is extremely concerned and angry at the lack of infant and baby kits for PFC with half of the football season already gone, and the Christmas season being upon us. That and the lack of consistent information coming from Sondico, the kit manufacturer, and the constantly changing availability date.

I would also like to bring to the Board's attention the poor quality of all of the replica kits, from a company that is a so-called market leader.

This AGM instructs the board to;

- (a) Work to resolve the replica kit issues

And,

- (b) Seriously re-consider the suitability of Sondico as a community owned clubs kit supplier.

Proposed: Mike Fulcher

Seconded: Stuart Crow

In introducing the Motion 4, Mike Fulcher said that his grandson is wearing a Liverpool kit as no small child sized Pompey kit was available. His other grandson has a piece of the training ground pitch but can't get a replica kit. Mike pointed out that this motion is not against PCFC or PST but against Sondico, he is aware the deal gave PCFC a huge amount of money but what else have they done?

Stuart Crow also said this is not a dig at the Club and recognised the Sondico deal was done at a time of uncertainty when PST had just taken over the Club. Retail sales are very important to a Club and SC endorsed the original deal but at some point since the wheels have come off. Micah Hall and others have tried to make it work but it seems there is little they can do. He hoped in the future PCFC will work with a more co-operative supplier. He felt it important that PST makes itself heard on this issue.

Q: The baby kits are in stock but they are not a proper replica kit as they have a round neck.

Q: There is a size issue, there are 3&4XL home kit but the 3XL in the white kit has been out of stock since October, in the yellow kit they have never had the largest sizes in stock.

Q: Have the kit problems lost the Club revenue or do we just get a one off payment? Why did we not have a deal to get money for each shirt sold? And how soon can PCFC get out of the deal with Sondico?

A: MW said PCFC gets some money for each shirt sold but we have a guaranteed amount so when sales go over a certain amount PCFC gets a cut. This deal was done when the Club needed money, it is no easy thing to be a retailer as money can be lost if there is too much stock.

Mark Catlin has been talking to Sondico and hopes they will improve. The contract is for five years with a release clause. Sondico is a subsidiary of Sports Direct and has the lease on the shop.

Q: If the Club gets an upfront payment and a price over a certain amount sold are Sondico holding back numbers to reduce payments to PCFC?

A: MW said the percentage PCFC gets is far lower than Sondico's percentage so it is in their interest to sell kits.

Bob Beech said he had been involved in the design of the kit which had not gone as planned; he agreed the young children's kits are not a replica kit. He has spoken to Mark Catlin today and Mark is arranging for Bob to meet with Sondico. Bob is prepared to report back to the PST Board with what Sondico propose and details can be put on the website. He is not prepared to be fobbed off with any nonsense.

Q: Are other Clubs having the same problems with Sondico?

A: Yes, they are.

KM suggested that PST can put Motion 4 to the PCFC as their recommendation that the Club works to resolve the issue.

**Motion 4 carried nem con**

### 3. General Meeting

#### 3.1 Portsmouth Community Football Club

This had already been covered

#### 3.2 Training Ground Report

Annual Report page 60, written by MS. There were no questions from the floor on the training ground.

#### 3.3 Members Questions

Q: Nick Petrie - As a fan owned club I feel we should have a particular identity about how we play football and I feel this footballing identity needs to be defined by PST going forward. What is our footballing identity/vision going forward? And who is currently responsible for all the player recruitment at the Club? (Full question attached to minutes).

A: KM asked if PST should decide on the Club's footballing identity. Meeting felt this is a matter for PCFC not PST.

Q: John Tucker - What is the status on the Tesco development?

A: MS said the deal has been done. PCFC has gained land behind the North Stand, a small portion behind the Fratton End and money. It is a good deal for PCFC, luckily the PCC's planning policy meant PCFC has gained something out of nothing. PCFC did not own the land.

Q: What has happened to the money?

A: The PCC is holding it in an escrow account; it can only be spent on the ground not on players. PCFC is looking at the feasibility of how it can be spent. There is no time line on this.

Training ground - the Club was supposed to move in this week, the academy pitches will be finished early next year, the target date for completion is July 1<sup>st</sup> 2015. The training ground is a good example of PST, the Presidents, Tifosi and the shareholders all working together,

Q: Did ST say that if PST had 51% the audit would cost £25,000?

A: ST said group accounting is very complicated as the accounts have to be produced in a certain way, so instead of an audit costing £6-8000 it would cost £25,000. The loss of the 51% was not done deliberately.

Q: The new drainage under the pitch is not working; can we have our money back?

A: MT said nobody is satisfied, new drainage was put in but some of it is not working as hoped. The Club is in discussion with those who installed it; nothing can be done until the end of the season when it will be sorted out. We will not pay for it to be corrected.

Q: Mike Taylor suggested that if the Club shop property is lost, replica kits could be sold in the new Tesco.

Q: It is hard to pick up wifi in the ground and to use mobile phones can this be sorted out and the signal boosted.

A: MT said this is under investigation at the moment.

Q: Why are tickets for home matches only sold two weeks in advance?



A: MW said he did not know the reason but would find out.

Q: Can we have a roving microphone in future for these meetings?

Q: What is happening about increasing the ground capacity?

A: PW said the Club is working with the SAG on this.

**Meeting closed at 21.25**



**Pam Wilkins**  
**Minutes Secretary**

#### 4. [4.1, 4.2 & 4.3] MATTERS ARISING FROM THE FIFTH ANNUAL GENERAL MEETING

The following reports were written by the PST Board and PCFC CEO Mark Catlin (Motion 2.4) in written response to resolutions [Special Business: Motion 2.1, Motion 2.2 and Motion 2.4] of the Society at a General Meeting held on 8<sup>th</sup> December 2014. The AGM noted with concern in Motion 2.1 that PST shareholding in Portsmouth Community Football Club [PCFC] had fallen to approximately 48%; and from a position of being a majority shareholder on the 19<sup>th</sup> April 2013. The PST Board was also instructed to prepare a report for the 2015 AGM [Motion 2.2]; outlining options to fund future capital projects and what benefits there would be to PST of seeking to re-secure a majority shareholding in PCFC. The AGM also instructed the PST Board [Motion 2.4] to work to resolve the replica kit issues and to re-consider the suitability of Sondico as a community owned clubs kit supplier.

##### SPECIAL BUSINESS [MOTION: 2.1]

Motion by shareholders that are in the Portsmouth Football Club Anorak Brigade (PFCAB)

[That] the PFCAB is concerned that the Pompey Supporters Trust shareholding has fallen to approximately 48% from an overall majority at the outset of taking control of the club. While we understand that this does not necessarily have a material impact at the present time, we are concerned about the trend. We call on the Pompey Supporters Trust Board to investigate options to;

- (a) return the Trust to a minimum 51% shareholding and to put in structures to ensure that this remains in place permanently,

And,

- (b) put in place safeguards and/or governance structures that ensure that no decisions can be taken on outside investment or other major governance issues without the approval of the Pompey Supporters Trust Board through its Shareholders. PFCAB members who are shareholders would be pleased to serve on any committee that was setup to look at this motion. (145 words)

Proposer: Mr Duncan Hart  
Secunder: Mr Terry Bennett

##### SPECIAL BUSINESS [MOTION: 2.2]

This Society notes that a highly successful share issue enabled Portsmouth Supporters Trust (PST), with other investors, to acquire ownership of our football club. We note that at the time of our 2013 AGM, PST owned a shareholding of over 59% in our club. However, previous owners left a legacy of urgent tasks which required funding and that the funding of these tasks has resulted in PST's shareholding being diluted; As the further development of our club will require significant funds, this AGM instructs the PST Board;

- (a) to prepare a report for next year's AGM outlining options to fund future capital projects and what benefits there would be to PST of seeking to re-secure a majority shareholding. (117 words)

Proposer: David Maples  
Secunder: Tim Harris



**REPORT OF THE STRATEGIC PLANNING COMMITTEE  
(Mark Trapani - Committee Chairman)**

**GOLDEN SHARE, NEW GOVERNANCE AND OPTIONS TO FUND  
FUTURE CAPITAL PROJECTS**

**[AGM 2014 MOTIONS: 2.1 & 2.2]**

## OBJECTIVES

We were specifically requested to investigate all options to

- a) Return the Trust to 51% Shareholding and to put in structures to ensure that this remains in place;
- b) Put in safeguards that ensure that no decisions can be taken on outside investment without the approval of PST through its shareholders.

We have now held a number of very constructive meetings

The Group includes

Steve Higgins

Andrew Harnor

Scott McLachlan

Richard Thompson

Robin Paice

(Peter Barber is a willing participant but has been unable to join the Group)

I would like to thank them for their contribution to solving or at least to addressing the Motions raised. It is probably fair to say that we have probably created more questions than we have found answers.

The output from our initial meetings is summarised as follows - some do not address the Motion but they are in themselves worthwhile and worthy of being shared with you.

- The PST need a clear strategy for the future
- The Trust needs to produce a simple document that explains the ownership of the Club and explains the difference between investing in PST as opposed to PCFC.
- Is a 'Golden Share' possible? And what would it need to do? This is being investigated by the Group
- How would we respond to a wealthy person offering to bankroll the Club in the future and would a Golden share prevent a prospective investor from getting involved?
- What happens to the Shareholding of a President when they die?
- How will the Club raise funds for Major new investment projects
- Should PST explore the German ownership model work - could we learn from them?

At our meeting in May we agreed to discuss what a Golden Share should set out to achieve. Robin Paice agreed to pull together all the thoughts and ideas and these are included below.

The following report was written by Robin Paice

### **Safeguarding Pompey's future: is a Golden Share the answer?**

#### **Summary**

It has been suggested that a Golden Share would be a method of enabling Pompey Supporters Trust (PST) to retain control in the long term over key aspects of the management of Portsmouth Community Football Club (PCFC) and thus guarantee that the problems that almost led to the Club's demise would not be repeated.

These problems were a succession of irresponsible owners with no long term commitment to the Club, reckless expenditure and borrowing, failure to undertake basic maintenance, poor commercial management, and mortgaging the assets and future income of the Club.

The Articles of Association and the Shareholders' Agreement provide certain safeguards against recurrence of such problems. However, there is scope for strengthening these safeguards and introducing new ones within these documents.

If PST's share of the equity of the Club were to fall below 10%, it would lose control over certain key aspects its management - such as the sale or mortgaging of Fratton Park or the sale of the entire Club to a single owner. In order to prevent such developments it is recommended that a Golden Share should be assigned to PST that would give it an effective veto over these key aspects.

## 1. Introduction

When PCFC was established in 2012 it was envisaged by many supporters that PST would have a controlling interest and would therefore be able to protect the Club from the sort of actions and owners who had previously almost ruined it. However, as a result of injections of equity by other investors (known as Presidents), PST's share of the equity has fallen below 50%, and concern has been expressed that if this trend continues, PST may eventually have such a small share that it will be unable to safeguard the Club against undesirable developments.

The Articles of Association (AoA) and the Shareholders' Agreement (SA) include clauses that are intended to provide such safeguards. However, doubt remains as to whether these safeguards are sufficient, and it has been suggested that conferring a Golden Share on PST would enable the latter to guarantee the Club's future.

## 2. What is the problem?

The problem is that the actions of a series irresponsible owners, directors and general managers almost resulted in the Club being wound up in 2013.

The actions that (arguably) led to the near-demise of the Club were:

- ownership by persons whose motives were (variously):
  - to make a profit (I understand that Mandaric actually did!)
  - personal amusement or vanity (the Russian, Lithuanian or Arab playboys)
  - recoup losses on an ill-judged loan (Balram Chainrai)
- reckless expenditure on players' and managers' contracts and salaries not justified by any conceivable return on outlay
- conversely, failure to invest in the infrastructure of the club - resulting in repairs backlog and reduced income as stadium capacity was reduced
- poor management of commercial side of the Club
- ABOVE ALL, securing loans on the assets or future income of the Club with no foreseeable prospect of repaying the loans
- other factors that I am not aware of.

Underlying these actions or failures were the character and motivations of the Club's various owners, the lack of clear objectives, the lack of accountability to genuine supporters and the absence of any effective control or restraint over the owner's reckless expenditure.

## 3. Current safeguards

The management of PCFC is governed by two documents: the Articles of Association (AoA) and the Shareholders' Agreement (SA). The former is a publicly available document, but the latter is confidential - although a summary was made available to PST by the Club's solicitors. The AoA contains no specific provisions for amending it, but the SA provides that a 90% majority of shareholders is required to vary the AoA. The SA lists a number of "reserved

matters" for which a 75% or 90% majority (of shareholders) is required, and the SA itself can only be amended by unanimity.

Together the two documents provide a number of safeguards against the type of mismanagement described above. These include:

- Dividends may not be paid to shareholders.
- A 75% majority of shareholders is required for a shareholder to transfer (i.e. sell) shares to a third party.
- A shareholder wishing to sell shares must first offer them to the other shareholders.
- A 75% majority of shareholders is required to sell the Club. (In this case the remaining 25% could be required to sell their shares to the same purchaser)
- Directors may not participate in decisions where they have a conflict of interest (e.g. as a contractor supplying goods or services to the Club) unless they declare that interest and a majority of the other directors agree.
- PST is entitled to appoint two or three directors (out of a possible maximum of 10)
- A 75% majority of shareholders may by "special resolution" direct the directors to take, or refrain from taking, "specified action".
- Directors must undertake that they are not in partnership with each other and that they will act in the best interests of the company.
- A 75% majority of shareholders is required for the following (inter alia):
  - adopting or amending the Business Plan.
  - granting an "encumbrance" (e.g. a mortgage) over the assets of or shares in the company.
  - permitting a shareholder to grant such an encumbrance.
- A 90% majority of shareholders is required for the following (inter alia):
  - amending the Articles or the rights attaching to shares.
  - issuing loan capital.
  - listing on a stock exchange. (i.e. becoming a public company)
  - winding up the company.
  - changing the nature of the company's business.
  - merging with another company.
  - creating a subsidiary company. (unless ancillary or incidental)
  - buying or selling major assets. (such as Fratton Park)

[Not a complete list]

The question then arises whether these safeguards are sufficient.

#### **4. Do the AoA and SA provide sufficient safeguards?**

Firstly, it must be emphasised that the commitment and good faith of the non-PST shareholders (the Presidents) are not in doubt. They are all genuine supporters and made a significant financial contribution to the rescue of the Club with no prospect or expectation of personal gain.

However, it is inevitable that in the medium and long term their shares will (by inheritance or otherwise) fall into the hands of other owners who may not share our commitment to the

Club and may wish to gain financially from their ownership (e.g. if the new owner is a trust). (Remember that the original founders of PFC in 1898 were genuine supporters). This is why safeguards are necessary to prevent the type of mismanagement described above.

### **Issues where further safeguards could be considered**

The above list of safeguards is extensive, but may not be comprehensive. A number of possible additions are discussed below.

#### **(a) Objectives**

Until 2009, companies were required to have "Objects" that determined the nature of their business. Companies could only carry out activities that furthered those objectives. However, this requirement was thought to be unduly restrictive and was dropped in 2009, and consequently PCFC opted not to include any Objects in its AoA.

This lack of Objects renders some of the above safeguards ineffective. For example, a 90% majority of shareholders is required to change the nature of the company's business - yet the nature of the company's business is not defined. In theory, the shareholders could decide to play rugby rather than football. More realistically, they could decide to curtail or abandon community activities.

It is suggested that the Objects of PCFC should be defined and published. They would not be a legal constraint (as they would have been before 2009) but they would clarify the purposes of the Club, and the shareholders could be required to declare their support for them. Some of the Objects of PST may provide a partial model for PCFC (e.g. to strengthen bonds between Club and community).

#### **(b) Ownership**

At present, ownership is reasonably diverse, and no individual shareholder apart from PST has anything approaching a controlling interest in the Club. However, the SA provides that existing shareholders may, with the approval of 75% of the other shareholders, sell their shares to other current shareholders. This opens up the possibility that an individual shareholder could build up their share eventually to a controlling interest. If this were considered undesirable in principle, it might be possible to restrict any individual share to a prescribed proportion of the equity - say, 20%.

The sale of existing shares by a current owner to a third party requires the support of 75% of the other shareholders. It would therefore be possible for the other shareholders to assess the suitability of the acquiring new owner to be a shareholder (and potentially in future a director). However, it would probably be very difficult to devise a fair or objective test to assess the character or good faith of a potential owner. It is even possible that any attempt to bar an unwelcome owner could be subject to legal challenge (I think this was/is a problem with the FA's "fit and proper person" test (for owners and directors)). Nevertheless a possible criterion of suitability might be nationality: ownership could be restricted to citizens of the EU or companies or trusts registered in the EU (This would have excluded some though not all of the recent unsatisfactory owners of PFC).

The issue of new shares to new owners is subject to similar considerations. However, the SA summary does not indicate whether this is a reserved matter, and there therefore appear to be no safeguards against allowing a new shareholder to acquire a controlling interest. It is important that this omission (if it is an omission) should be remedied, and it is suggested that the issue of new shares should be subject to a majority threshold of at least a 75% and

preferably 90% of the shareholders. The provisions relating to maximum stake (20% or whatever) and nationality would then come into operation.

A major concern expressed by PST members is that the issue of further shares - whether to existing or new shareholders - would progressively dilute PST's share until eventually it falls below the level at which it can influence the management of the Club. The attached appendix illustrates the amount of new investment that could occur at the 25% and 10% PST ownership levels.

#### **(c) Personal gain**

The total ban on dividends effectively prevents shareholders from drawing current income from their ownership. However, most football clubs rarely if ever pay dividends anyway. Where profit is to be made, it is in selling shares for a higher price than was paid for them. It is understood that some previous owners of PFC (Venables, Mandaric) did in fact make such a profit whereas others lost money.

While an increase in the value of the Club is welcome, it should not be the primary motive of shareholders. The restrictions on selling shares to a third party, or selling the entire club to a single owner, provide some safeguard against future shareholders acting from the wrong motives. The SA requires a 75% majority, which may be thought to be insufficient. More preferable would be a 90% threshold for sales to a third party and a total ban on selling the entire club to a single owner.

The provisions relating to conflicts of interest seem adequate. However, if these are not already in place, there ought to be standing orders requiring contracts to be let transparently and by fair competition. Shareholders should not be barred from tendering provided that they comply with such standing orders.

#### **(d) Club assets (especially Fratton Park)**

The SA provides that material assets can only be sold with a 90% majority of the shareholders. However, it may be thought that the sale of Fratton Park is so unthinkable that it should be either completely prohibited or any such decision should have to be unanimous. Since there is a theoretical possibility that the Club might one day want to move to a different site, perhaps this remote possibility should be kept open and the unanimity rule preferred.

#### **(e) Borrowing**

Arguably, it was excessive and irresponsible borrowing that was primarily responsible for the Club's near death experience, and any future borrowing (for example to finance capital projects) must be prudent and not place the Club's future at risk. The terms of any loan must be reasonable and it should be repayable from guaranteed future income. Lenders will normally require collateral, and in practice this means granting a mortgage over the Club's principal asset, Fratton Park.

The SA provides that a 75% majority of shareholders is needed to grant a mortgage over the Club's assets. In view of recent history and the extreme sensitivity of this issue, perhaps the threshold should be 90% - or even unanimity.

#### **(f) Other management issues**

The other contributory causes to PFC's near demise were reckless expenditure on players' and managers' salaries and transfer fees, failure to carry out regular maintenance, and poor commercial management (e.g. of advertising, sponsorship, catering, corporate hospitality



etc). These fall within day-to-day management and are not appropriate for the AoA or SA. It is really a question of shareholders and directors employing competent managers (both on and off pitch) and monitoring and reviewing their performance.

#### **(g) Shareholders' reserve power**

Article 4(1) empowers the shareholders to give directions to the directors to take or refrain from taking "specified action", but Article 4(2) provides that this power is not retrospective. Thus in order to exercise this power, shareholders (including presumably the PST Board) need to know in advance what decisions directors may be asked to take, so that they have time to organise a "special resolution." Since the agendas and minutes of PCFC Board meetings are confidential, there needs to be a method of giving this information to those who need to know (obviously subject to considerations of commercial sensitivity).

#### **5. So is a "Golden Share" the answer?**

A "Golden Share" is a nominal share that empowers its owner to outvote all other shareholders in respect of specified "reserved matters". In effect it is a veto and can be used, for example, to block changes in the AoA or to prevent another shareholder from taking more than a proportion of shares.

(NB. It is not affected by recent decisions of the European Court of Justice relating to Golden Shares held by governments in privatised industries).

It should be borne in mind that PST (and all the other shareholders) effectively already have a Golden Share on amendments to the SA (since such decisions must be by unanimity). This means, for example, that no dividends could ever be paid without PST's agreement.

Some of the issues identified in the above commentary on possibly deficient safeguards may be resolved by amendments to either the AoA or the SA. However, there are others where a Golden Share may be applicable.

#### **(a) Amendments to the AoA**

- Objects - define and publish PCFC's Objects, possibly including some of PST's Objects.
- Clarify how shareholders may exercise their reserve power to direct the directors to take or refrain from taking specified action.

#### **(b) Amendments to the SA**

- Limit individual shareholder to, say, 20% (or some other percentage) share of equity of PCFC.
- Require any new shareholder to be a citizen of the EU or a company or trust registered in the EU.
- Issue of new shares should be subject to a 75% or 90% majority of the shareholders.
- Require new shareholders to declare their support for the Objects of PCFC.
- Increase threshold majority of shareholders from 75% to 90% for approving sales of existing shares to a third party.
- Ban on sale of entire club except by unanimous decision of all shareholders. (effectively a Golden Share for PST)
- Adopt standing orders requiring transparency in the letting of contracts.
- Fratton Park not to be sold except by unanimous decision of all shareholders. (effectively a golden Share for PST)

- Increase threshold majority of shareholders from 75% to 90% for granting mortgage over PCFC assets [or see Golden Share].

### (c) Golden Share

- Entire Club not to be sold without PST agreement.
- Fratton Park not to be sold without PST agreement.
- No mortgage to be granted over Club assets without PST agreement.

## 6. What if PST's shareholding falls below 10%?

Even if the above changes were to be agreed, the question still remains: "What if PST's shareholding were to fall below 10%?"

In this case PST alone would be unable to block decisions relating to ownership of the Club - except a decision to sell the entire club to a single owner. Although it would still have at least two directors on the Board, it could eventually find itself in the position of being a small minority shareholder unable to influence decisions other than blocking the sale or mortgaging of Fratton Park.

In order to achieve even greater control over the running of the Club, it would be necessary to extend the Golden Share's powers to include all the matters listed under "Amendments to the SA." It may be felt, not least by the other shareholders, that this would be unreasonable as it would limit the non-PST shareholders to the day-to-day management of the Club and deprive them of an effective role in its long term strategic management. Such a situation would be unlikely to command their support.

## 7. Conclusion

In response to the question posed above - namely, "Is a Golden Share the answer?" - I would say that it could be part of the answer. However, many of the issues of concern could be better dealt with by strengthening the SA and the AoA. In the event that the PST share falls below 10%, it would be unreasonable to expect other non-PST shareholders to renounce all their rights over strategic matters, and PST would have to be satisfied with an effective veto over the sale or mortgaging of Fratton Park and over the sale of the entire Club to a single owner.

It is therefore recommended that the Golden Share be confined to these issues.

### **Appendix: Potential new investment at various levels of PST ownership**

According to the 2013/14 accounts, the share capital of PCFC amounted to £5.1 million, of which PST owned £2.5 million (or 49%). Since then, as a result of further injections of equity by the Presidents, PST's share has reduced slightly.

If PST wishes to maintain its proportion of the equity without itself injecting more funds, then there is effectively no scope for further injection of funds into the Club (other than as a free donation) by the Presidents. In other words the Club would have to exist and survive with its present resources. Although the current business model appears to work in Leagues 2 and 1, with perhaps occasional forays into the Championship, any aspiration to regain our place in the Premier League is unrealistic.

In order to meet many fans' aspirations to achieve Championship or even Premier League status, it would be necessary to allow further investment by non-PST shareholders, thereby diluting PST's share. Some examples follow;

- Assuming that the PST share is maintained at £2.5 million and that the value of a share remains the same (i.e. £1000 for a £1 share), then at the 25% level of share ownership, the additional equity that could be injected would be £5 millions (i.e. non-PST shareholders would own £7.5 million).
- At the 10% level, the total value of the Club would be £25 million, which would allow for £20 million of additional investment by non-PST shareholders.<sup>1</sup>
- Below this level of ownership, PST would have no power to block undesirable decisions by the majority shareholders.
- Given the Club's current straitened circumstances, £20 millions might seem to be a large sum - certainly sufficient to pay for a reasonable amount of investment in infrastructure appropriate to, say, a Championship club. However, when compared with the sums paid by Premier League clubs for new stadiums (e.g. £400 million for redevelopment of White Hart Lane) - not to mention players' wages and transfer fees - it is quite modest. After all, when the Club recently went into administration, it had reported debts of £130 million.
- The Golden Share is therefore proposed as a method of retaining control over some key decisions while allowing a level of future investment to compete with major Premier League clubs.

The PST Board have been in discussion with a top London Lawyer (A long-standing Pompey fan who is making no charge for his personal advice).

We are meeting with the Lawyer in October and we expect to be in a position to open up further discussions with PCFC Board and the Presidents in early 2016. Robin Paice has agreed to join us.

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<sup>1</sup> If the value of a share changes then these figures would need to be adjusted. For example, if a share were worth £1500, this would allow for £30 million of investment at the 10% level of PST ownership.



**REPORT OF THE PST BOARD AND PORTSMOUTH COMMUNITY  
FOOTBALL CLUB**

**(Mark Catlin and Tom Dearie)**

Suitability of Sondico as a Community Owned Clubs Kit Supplier

28

**[AGM 2014 MOTION: 2.4]**

2.4 To consider and if thought fit, pass the following Motion.

PST AGM Motion 2.4

This society is extremely concerned and angry at the lack of infant and baby kits for PFC with half of the football season already gone, and the Christmas season being upon us. That and the lack of consistent information coming from Sondico, the kit manufacturer, and the constantly changing availability date.

I would also like to bring to the Board's attention the poor quality of all of the replica kits, from a company that is a so-called market leader.

This AGM instructs the board to;

(c) Work to resolve the replica kit issues

And,

(d) Seriously re-consider the suitability of Sondico as a community owned clubs kit supplier.

Proposed: Mike Fulcher

Seconded: Stuart Crow

PCFC Response to PST Motion 2.4

Following last seasons issues with club kit supplier Sondico and subsequent PST motion, club executives from PFC and Sondico worked exhaustively and diligently in ensuring no repeats for this coming season and are happy to report;

1. Home kits were on sale by June, before the kids summer holidays.
2. Second kits were on sale by July.
3. Third kits on sale for August, ensuring all three kits on sale by the start of the season.
4. Prices continue to be amongst the cheapest in all four divisions.
5. A commitment to ensure adequate stock levels for the busy Christmas period.
6. Kevin McCormack (the kitman) reporting that both in terms of delivery and quality, this has been one of the best seasons he can remember.
7. After establishing a dedicated Sondico complaints process, and with sales of approximately 20,000 items, the club have received less than 10 (yes ten!) complaints all season.
8. Achieved a commitment from Sondico to further invest in the club via a sponsorship of the training ground.

Mark Catlin  
Chief Executive Officer  
Portsmouth Football Club

Tom Dearie  
PST Vice-Chairman

4<sup>th</sup> October 2015

4<sup>th</sup> October 2015

**5. PST AUDITED ACCOUNTS 2014/15 AND TREASURER'S REPORT**

- i. To receive and consider the report of the Society Board and the statement of accounts of the Society for the period ended 30th June 2015;
- ii. Taylor Cocks of 3 Acorn Business Centre, Northarbour Road, Cosham, Portsmouth, PO6 3TH, as auditors, conducted an audit of Society accounts on the 19th August 2015;
- iii. Approve audited Society accounts, 1st July 2014 - 30th June 2015.

I am pleased to report that the PST accounts for the year to June 2015 have been completed, thanks to Taylor Cocks. This year has seen the completion of 48 Shares purchased in monthly instalments, such that our total investment in PCFC is now approximately £2.75 million.

We also had a very successful cycle ride from York2Pompey which raised significant sums for charities.

Our finances are in a healthy state for the incoming Treasurer now these transactions have taken effect. I would like to offer my particular thanks to Pam Wilkins for her help in collecting and banking our receipts during my period as Treasurer - this has made my life much easier, given my remote location! It has been a pleasure to have served the Trust in this role, albeit briefly, and although my active involvement is now at an end, I wish you all good fortune in the future.



**Geoff Paul (PST Treasurer)**  
**20 September 2015.**

**PORTSMOUTH SUPPORTERS SOCIETY LIMITED**

**AUDITED FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED**

**30TH JUNE 2015**

DRAFT



3 Acorn Business Centre  
Northarbour Road  
Cosham  
Portsmouth  
PO6 3TH

**PORTSMOUTH SUPPORTERS SOCIETY LIMITED**

**AUDITED FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30TH JUNE 2015**

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## PORTSMOUTH SUPPORTERS SOCIETY LIMITED

### SOCIETY INFORMATION

#### FOR THE YEAR ENDED 30TH JUNE 2015

<b>Society Board</b>	Ken Malley	(Chairman 29th December 2014 to 11th June 2015)
	Olly Birch	(Co-opted 9th February 2015 to 14th July 2015)
	Ashley Brown	(Re-elected 29th September 2014, Chairman until 29th December 2014)
	Thomas Dearie	(Acting Chairman from 25th May 2015)
	Dr Mark Farwell	(Resigned 2nd September 2014)
	Daniel Fearnley	(Elected 29th September 2014, resigned 14th July 2015)
	John Kimbell	(Elected 23rd September 2013)
	Geoffrey Paul	(Treasurer, co-opted 23rd February to 24th September 2015)
	Michael Saunders	(Re-elected 29th September 2014)
	Stephen Tovey	(Resigned 4th May 2015)
	Mark Trapani	(Re-elected 29th September 2014)
	Pamela Wilkins	(Re-elected 29th September 2014)
	Michael Williams	(Resigned 27th February 2015)

#### **Society Board Officers**

<b>Secretary</b>	Dr Mark Farwell	(Appointed 2nd September 2014)
	Tony Foot	(Resigned 2nd September 2014)
<b>Assistant secretary</b>	Jo Collins	(Appointed 2nd September 2014)
<b>Membership secretary</b>	Steve Hatton	(Appointed 1st April 2011)

**Registered Office** 6 Marlborough Place  
Brighton  
Sussex  
BN1 1UB

**Registered Number** IP030872 (England and Wales)

**Auditors** Taylorcocks Chartered Accountants  
3 Acorn Business Centre  
Northarbour Road  
Cosham  
Portsmouth  
PO6 3TH

## **PORTSMOUTH SUPPORTERS SOCIETY LIMITED**

### **REPORT OF THE SOCIETY BOARD**

#### **FOR THE YEAR ENDED 30TH JUNE 2015**

The board presents its report with the financial statements of the Society for the year ended 30th June 2015

#### **Principal Activity**

The principal activity of the Society in the year under review was the involvement in running Portsmouth Football Club ("the Club") as a community owned football club. The Club is now owned by Portsmouth Community Football Club Limited, a Company limited by shares, registered number 07940335, set up originally by the Society, which is governed by a Shareholders Agreement dated the 19th April 2013. Under this agreement the Society appoints three directors to the Company's Board. Three other individual shareholders of the Company, who share the same ideals as the Society, are also directors of the Board. During the year under review the Society purchased shares in the Company to the value of £157,000 and held a shareholding of 47.6% as at 30th June 2015.

#### **Society Board**

Details of the Society Board are shown on page 1.

Ashley Brown, Mark Trapani and Michael Williams were appointed by the Society Board to act as Directors of Portsmouth Community Football Club Limited throughout the period under review. On 27th February 2015, Michael Williams resigned from the Society Board and consequently on 4th March 2015 he ceased to be a Director of Portsmouth Community Football Club Limited. On 13th March 2015, John Kimbell was appointed as a Director of Portsmouth Community Football Club Limited.

#### **Responsibilities of the Society Board**

The board are responsible for preparing the Society Board Report and the financial statements in accordance with applicable law and regulations.

Company law requires the board to prepare financial statements for each financial year. Under that law the board have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the board must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the society and of the profit or loss of the society for that period. In preparing those financial statements, the board are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the society will continue in business.

The board are responsible for keeping adequate accounting records that are sufficient to show and explain the society's transactions and disclose with reasonable accuracy at any time the financial position of the society and enable them to ensure that the financial statements comply with the Co-operative and Community Benefit Societies Act 2014. They are also responsible for safeguarding the assets of the society and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**PORTSMOUTH SUPPORTERS SOCIETY LIMITED**

**REPORT OF THE SOCIETY BOARD *(continued)***

**FOR THE YEAR ENDED 30TH JUNE 2015**

In so far as the board are aware:

- there is no relevant audit information of which the society's auditor is unaware; and
- the board have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

**Auditors**

A resolution to re-appoint Taylorcocks as auditor for the ensuing year will be proposed at the annual general meeting.

**Signed On Behalf of the Society Board**

DRAFT

.....  
*Board member*

Approved by the board on .....

## **PORTSMOUTH SUPPORTERS SOCIETY LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PORTSMOUTH SUPPORTERS SOCIETY LIMITED**

#### **FOR THE YEAR ENDED 30TH JUNE 2015**

We have audited the financial statements of Portsmouth Supporters Society Limited for the year ended 30th June 2015 which comprise the Income and Expenditure Account, the Balance Sheet, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the society's members, as a body, in accordance with section 87 of the Co-operative and Community Benefit Societies Act 2014. Our audit work has been undertaken so that we might state to the society's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the society and the society's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### **Respective responsibilities of society board and auditor**

As explained more fully in the Society Board Responsibilities Statement set out on page 2, the Society Board is responsible for the preparation of the financial statements which give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the society's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Society Board; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Society Board to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the society's affairs as at 30th June 2015 and of its income and expenditure for the period then ended; and
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, and with the Co-operative and Community Benefit Societies Act 2014.

**PORTSMOUTH SUPPORTERS SOCIETY LIMITED**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PORTSMOUTH SUPPORTERS SOCIETY LIMITED  
(continued)**

**FOR THE YEAR ENDED 30TH JUNE 2015**

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Co-operative and Community Benefit Societies Act 2014 requires us to report to you if, in our opinion:

- proper books of account have not been kept by the society in accordance with the requirements of the legislation;
- a satisfactory system of control over transactions has not been maintained by the society in accordance with the requirements of the legislation;
- the revenue account or the other accounts (if any) to which our report relates, and the balance sheet are not in agreement with the books of account of the society; or
- we have not obtained all the information and explanations necessary for the purposes of our audit.



Statutory Auditor

Office: Portsmouth

Date.....

**PORTSMOUTH SUPPORTERS SOCIETY LIMITED**

**INCOME AND EXPENDITURE ACCOUNT**

**FOR THE YEAR ENDED 30TH JUNE 2015**

	<b>Note</b>	<b>Year ended 30 June 2015 £</b>	<b>Period ended 30 June 2014 £</b>
<b>INCOME</b>	<b>2</b>	<b>169,676</b>	<b>2,640,168</b>
Administrative expenses		<u>22,625</u>	<u>14,705</u>
<b>OPERATING SURPLUS</b>		<b>147,051</b>	<b>2,625,463</b>
Interest receivable and similar income		<b>81</b>	<b>73</b>
<b>SURPLUS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<u><b>147,132</b></u>	<u><b>2,625,536</b></u>
Less tax on bank interest received		<b>16</b>	<b>15</b>
<b>SURPLUS FOR THE FINANCIAL PERIOD</b>		<u><u><b>147,116</b></u></u>	<u><u><b>2,625,521</b></u></u>

**PORTSMOUTH SUPPORTERS SOCIETY LIMITED**

**BALANCE SHEET**

**AS AT 30TH JUNE 2015**

	Note	2015		2014	
		£	£	£	£
<b>FIXED ASSETS</b>					
Investments	4		2,656,000		2,499,000
<b>CURRENT ASSETS</b>					
Cash at bank	5	142,865		168,391	
Debtors	6	-		2,990	
		<u>142,865</u>		<u>171,381</u>	
<b>CREDITORS: Amounts falling due within one year</b>					
	7		<u>44</u>		<u>18,676</u>
<b>NET CURRENT ASSETS</b>			<u>142,821</u>		<u>152,705</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>2,798,821</u>		<u>2,651,705</u>
<b>CAPITAL AND RESERVES</b>					
Community share capital	8		2,696,000		2,531,000
Reserves	9		<u>102,821</u>		<u>120,705</u>
<b>SHAREHOLDERS FUNDS</b>			<u>2,798,821</u>		<u>2,651,705</u>

The financial statements have been prepared in accordance with the provisions of the Co-operative and Community Benefit Societies Act 2014.

These financial statements were approved by the board and authorised for issue on ....., and are signed on their behalf by:

.....

*Board member*

.....

*Board member*

.....

*Secretary*

## PORTSMOUTH SUPPORTERS SOCIETY LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30TH JUNE 2015

#### 1. ACCOUNTING POLICIES

##### Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

##### Consolidation

In the opinion of the board, the investment held in Portsmouth Community Football Club Limited does not constitute control, and the results of that company are not consolidated in these accounts as a result.

##### Income

Income includes all amounts received in the period in respect of membership fees, donations (general and PayPal), sale of merchandise and other income.

##### Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

#### 2. INCOME

The income received by the Society is as follows:

	2015	2014
	£	£
Membership fees	9,122	9,030
Donations to acquire shares in Portsmouth Football Club Limited	144,900	2,531,000
Other donations and fundraising events	15,654	100,138
	<u>169,676</u>	<u>2,640,168</u>

The donations made to the Society to acquire shares in Portsmouth Football Club Limited ("the Company") reflect individual investments of £1,000 made by members of the Society. These donations were made to enable the Society to purchase a proportion of the share capital of the Company and do not represent an individual investment in the Company.

The figure of £144,900 includes £40,000 of donations made which are held by the Society's solicitors but which had not yet been converted into shares in the Company as at 30th June 2015.



**PORTSMOUTH SUPPORTERS SOCIETY LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30TH JUNE 2015**

**3. TAXATION**

The tax charge on the bank interest received for the period was £16 (2014 - £15).

**4. FIXED ASSET INVESTMENTS**

**Investments in Portsmouth Community Football Club Limited**

	£
<b>COST</b>	
At 1st July 2014	2,499,000
Additions	<u>157,000</u>
<b>At 30th June 2015</b>	<u><b>2,656,000</b></u>
<b>NET BOOK VALUE</b>	
At 30th June 2015	<u><b>2,656,000</b></u>
At 31st June 2014	<u>2,499,000</u>

The investment represents 47.6% of the issued share capital of Portsmouth Community Football Club Limited, a company incorporated in England which operates as a professional football club.

As at 30th June 2014 Portsmouth Community Football Club Limited had net assets of £4,456,053 (2013 - £3,388,339) and incurred losses in the year to 30th June 2014 of £171,286 (2013 - £513,661).

**5. CASH AT BANK**

The cash at bank figures includes a balance of £40,890 (2014 – £45,100) held on behalf of the Society by the Society's solicitors in respect of outstanding investment transactions.

**6. DEBTORS**

	2015	2014
	£	£
Other debtors	-	2,990
	<u>-</u>	<u>2,990</u>

**7. CREDITORS : AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2015	2014
	£	£
Taxation	44	28
Other creditors	-	18,648
	<u>44</u>	<u>18,676</u>

**PORTSMOUTH SUPPORTERS SOCIETY LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30TH JUNE 2015**

**8. COMMUNITY SHARE CAPITAL**

	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Balance at 1st July 2014	<b>2,531,000</b>	-
Issue of £1,000 Community shares	<b>165,000</b>	2,531,000
Balance at 30th June 2015	<b><u>2,696,000</u></b>	<u>2,531,000</u>

The Community shares represent funds received by the Trust for the purpose of acquiring and increasing the investment in Portsmouth Community Football Club ("The Club"). Community shareholders do not have any right or entitlement to distributions on the solvent dissolution or winding up of the Trust beyond the payment of outstanding interest and repayment of paid-up share capital.

Withdrawals of Community share capital may only be made as a result of further investment by new participants, and are entirely at the discretion of the Board, subject to the availability of reserves. In any event the total withdrawals in any year will be limited to no more than 5% of the total.

**9. RESERVES**

	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Balance at 1st July 2014	<b>120,705</b>	26,184
Surplus for the period	<b>147,116</b>	2,625,521
Issue of £1,000 Community shares	<b>(165,000)</b>	(2,531,000)
Balance at 30th June 2015	<b><u>102,821</u></b>	<u>120,705</u>

**10. CONTROLLING PARTY**

In the opinion of the Society Board there is no controlling party of the Society.

**PORTSMOUTH SUPPORTERS SOCIETY LIMITED**

**DETAILED INCOME AND EXPENDITURE ACCOUNT**

**FOR THE YEAR ENDED 30TH JUNE 2015**

	Year ended 2015 £	Period ended 2014 £
<b>INCOME</b>		
Membership fees	9,122	9,030
Donations	5,000	25,612
Donations to acquire the share capital of Portsmouth Community Football Club Ltd	144,900	2,531,000
Income from fundraising events	10,654	74,526
	<u>169,676</u>	<u>2,640,168</u>
<b>EXPENDITURE</b>		
Donations (including match tickets)	12,067	1,555
Printing, postage and stationery	1,654	1,827
Travelling expenses	479	394
Licences and insurance	152	252
Fundraising event costs	4,597	3,515
Website expenses	702	4,000
Legal and professional fees	-	598
12th Man legal fees	2,200	-
Accountancy fees	-	-
Administration on return pledges	262	-
Sundry expenses	48	845
Bank charges and PayPal fees	464	999
	<u>22,625</u>	<u>13,985</u>
Opening stock	-	720
Closing stock	-	-
	<u>22,625</u>	<u>14,705</u>
<b>OPERATING SURPLUS</b>	<b>147,051</b>	<b>2,625,463</b>
Other interest receivable	81	73
<b>SURPLUS ON ORDINARY ACTIVITIES</b>	<b>147,132</b>	<b>2,625,536</b>

## 6. APPOINTMENT OF AUDITOR

- i. To elect Taylor Cocks of 3 Acorn Business Centre, Northarbour Road, Cosham, Portsmouth, PO6 3TH as auditors for the ensuing year and authorise the Society Board to fix their remuneration.

Proposed: Ashley Brown

Seconded: John Kimbell

## 7. PST BOARD ELECTION RESULT 2015

**748** members voted as follows on the 11<sup>th</sup> September 2015 (Scrutineer: Neil Le Milliere)

Simon Colebrook	<b>413</b>	<b>[ELECTED]</b>
Shelia Devaney	<b>345</b>	
Johannes Ertl	<b>634</b>	<b>[ELECTED]</b>
David Maples	<b>170</b>	
Clare Martin	<b>427</b>	<b>[ELECTED]</b>
Scott McLachlan	<b>412</b>	<b>[ELECTED]</b>
Alexander Vernal (Jnr)	<b>213</b>	

## 8. POMPEY SUPPORTERS' TRUST BOARD



**Ashley Brown**

### **Chairman and Club Director**

Ashley was elected to the board in 2010 and subsequently as Chairman in 2011. As part of the PST board he oversaw the whole bid process.



**Simon Colebrook**

### **Treasurer**

Simon is a locally based Chartered Accountant with over 20 years' experience in financial and corporate management including roles at all levels up to Director level. Elected in September 2015.



**Tom Dearie**

### **Community & Fundraising**

Tom has supported Pompey home & away for over 20 years. He is passionate about Portsmouth FC engaging fully with its community & using the power of football to have a positive impact on people's lives.



**Johannes Ertl**

### **Spokesman and Membership Development**

Johnny made 88 appearances as a professional footballer for Pompey and was named club captain in 2013. He joined the Trust following his retirement from professional football in 2015



**John Kimbell**

### **Communications/Club Director**

John was elected to our board in 2013 and named Spokesman and Head of Communications. John is Managing Partner of digital media agency Navigate Digital.



**Clare Martin**

Clare has worked at Pompey for over 14 years, initially running the Study Centre and more recently Pompey in the Community. She is a qualified teacher and taught in Leigh Park before coming to work at PFC.



**Scott McLachlan**

Scott is an IT Engineer, and was born and bred in Southsea. A Pompey fan for over 40 years, Scott was elected back onto our board in September 2015.



**Mike Saunders**

### **Stadium & Infrastructure**

A locally based registered architect, Mike was elected to the PST Board in September 2011 with a manifesto based on engaging fans input as to how Pompey can redevelop Fratton Park.



**Mark Trapani**

### **Club Director**

Mark Trapani has been the Managing Director of Snows Motor Group for the past 30 years and lives in Southsea, having moved to the area from London in 1980.



**Pam Wilkins**

### **Minutes Secretary and "Trust Bus" Manager**

Pam has been a Pompey supporter for over 50 years and was elected to the PST board in the first election in 2010 and has been re-elected in every election since.



**Jo Collins**

### **Assistant Secretary**

Jo has been involved with PST since 2009 - first as Chair of the PST Steering Group then as the Inaugural Chair of the PST Board.



**Mark Farwell**

### **PST Secretary**

Mark was elected to the PST Board in September 2013; and took up the Governance Portfolio. Mark stood down in November 2014; and is currently the PST Secretary.



**Steve Hatton**

### **Membership Secretary**

IT Network Manager and teacher of Computer Science at Portsmouth College until 2011. Steve has been our membership secretary since January 2011.

## 9. MEMBERSHIP REPORT/PST SHAREHOLDING IN PORTSMOUTH FOOTBALL CLUB

Membership Report 1<sup>st</sup> July 2014 to 30<sup>th</sup> June 2015

21<sup>st</sup> September 2015

### 1. Membership @ 23<sup>rd</sup> May 2015

3503 Full Members + 57 Junior members

1078	Paid up adult members
948	Memberships that have expired
2425	"Primary" shareholders (Trust Members)

### 2. Total value of Trust shares:

Standard Share		£2,647,000
Shares bought prior to 31/07/2014 - "S"	£2,460,000	
"DD" shares "T"	£53,000	
"Tifosy" Shares "T"	£134,000	
Hermann Hreidarsson game		£60,000
Ride to Bury		£12,000
"Pooled Shares" - non-returned deposits		£8,000
Contributions - various		£22,000
		<b>£2,749,000</b>

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### 3. Shareholder Share Numbers, Share Certificates

ALL share certificates have now been posted.

### 4. Deceased Shareholders

To date we have received information relating to 12 Shareholders who have passed away relating to 15 shares.

Mark Farwell has received appropriate information relating to 10 of those shareholders and the shares have been transferred.

- *Still awaiting completion of two transfers [probate]*

### 5. Mailchimp/Eventbrite/InTouch mailing.

The Mailchimp delivery report following the posting of the eNewsletter indicated 92 bounced emails. From this report I was able to identify some invalid addresses.

Recently, some people have contacted me to indicate they had not been receiving emails, and provided updated addresses. The report following the Eventbrite posting showed 72 bounced emails. Furthermore, it became apparent during the election posting that a number of people have not been receiving emails sent via InTouch. InTouch does include an authentication process that should avoid some of the spam filters used by ISPs. Hypertext links within the emails, and images all add to the Spam count, plus, the number of emails from a single source is also monitored. As we have send around 25,000 emails

in the last several weeks it would appear that we have triggered some filters, it became clear that one or two ISPs have been flagging our emails as spam.

The last couple of emails have been sent as plain text (or, at least, as plain as they could be). These seem to have been more successful in “getting through” to a higher number of members.

#### **6. Membership renewals:**

Many members have set up automatic renewals via PayPal. Some still have Standing Orders, and others pay by cash or cheque whether by post or personally at the Trust Bus on a match day.

Renewals are acknowledged by an email.

Reminders are sent to members where a membership has lapsed.

This year, the club offered the option for people to join or renew their membership when purchasing their Season Ticket. This resulted in over 250 people taking advantage of this facility.

#### **7. Shares:**

With the share purchase window extended to July 31<sup>st</sup> 2014, and additional 180 shares were bought.

#### **8. Change of ownership of Shares:**

Some circumstances arise when it is necessary to transfer a share from a member. Guidance for when this may occur and how to do it is available on the Trust’s website or by contacting the Trust’s Secretary by post at: The Trust Secretary, PST, c/o Pompey Study Centre, Anson Road, Portsmouth, PO4 8TB

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#### **9. Shares Certificates:**

All share certificates have now been posted to Shareholders (with the exception of those people buying a share by DD. Any queries about share certificates should be emailed to the Membership Secretary at: [members@pompeytrust.com](mailto:members@pompeytrust.com) or by post to:

The Membership Secretary, PST, c/o Pompey Study Centre, Anson Road, Portsmouth, PO4 8TB

#### **10. Email Communications:**

The cost of postage is expensive and Trust funds are very limited. Apart from necessary communications during election time and notification of the AGM when people without an email address are notified by post, the main method of communication to members is via email.

It is frequently the case that members change their email address for a number of reasons but are reminded they should notify the membership secretary of such changes if they wish to remain informed of Trust matters. Members are also reminded that they should check their Spam/junk folders occasionally as Trust emails can be identified as spam by some email hosts.

**PST SHAREHOLDING IN PORTSMOUTH COMMUNITY FOOTBALL CLUB LIMITED**

**Shareholding as 30<sup>th</sup> June 2015**

Portsmouth Supporters Society Limited:	2656	47.76%
<b>TOTAL SHARE CAPITAL:</b>	<b>5561</b>	<b>100%</b>

**NB. Shares: £1.00 face value with a £999 premium.**



**Steve Hatton (Membership Secretary)  
7<sup>th</sup> October 2015**



## 10. PORTSMOUTH COMMUNITY FOOTBALL CLUB - SUMMARY REPORT 2014-2015

The club's second full year of trading focussed continued work in the re-structuring and building of new foundations for its future sustainable growth. During the trading year we managed to settle all legacy debts taken on by the club as part of its exit from administration in April 2013, a full two years ahead of the original repayment schedule which enables the club to currently operate from a 'debt free' trading environment; extremely rare in modern day football.

The Tesco development project was finalised and building work commenced, this in turn has provided a ring fenced financial fund for the club, specifically designed to make Fratton Park safer and more fan friendly stadium. The club continued excellent work in overhauling and re-negotiating commercial contracts and reducing operational costs, as well as enhancing new and existing sponsorship and hospitality activities. Despite what proved to be a difficult year on the pitch; the current draft year-end accounts indicate a break even operating result for the year to June 2015; this is currently subject to audit accounting adjustments after which the full financial statements will be released.

Kind regards

**Tony Brown**  
Finance Director  
Portsmouth Community Football Club

Tel. +44 (0) 2392 731204

Fax. +44 (0) 2392 734129

[www.portsmouthfc.co.uk](http://www.portsmouthfc.co.uk)

Head Office: Head Office Frogmore Road, Portsmouth, Hants, PO4 8RA

## 11. PST BOARD DEVELOPMENT PROGRAMME 2015 (GREG BROWN)

The PST Board participated in a Board development programme facilitated by Greg Brown, *GB Executive Solutions*, between November 2014 and February 2015. The Board received professional, comprehensive and effective support on a wide range of operational and strategic objectives and issues. The sessions [seminars and workshops], culminated in the two outputs below, included tuition on (1) Setting achievable objectives (2) Releasing potential (3) Performance improvement (4) Techniques for reinforcing new learning (5) Developing Leadership and Management Capacity (6) Communication skills (7) Developing a strategic perspective, and (8) Managing change.

### PST SWOT ANALYSIS

STRENGTHS	WEAKNESSES
<ul style="list-style-type: none"> <li>Common focus and shared values</li> <li>Democracy</li> <li>Diversity and experience of the Board</li> <li>Major shareholder in PCFC</li> <li>Past Achievements</li> <li>PST Board members on the PCFC Board</li> <li>Range of skills (members and Board)</li> <li>Respect</li> <li>Volunteerism</li> </ul>	<ul style="list-style-type: none"> <li>Apathy (complacency)</li> <li>Emails and communications</li> <li>Finance</li> <li>Lack of understanding</li> <li>Major shareholder in PCFC (member dissonance)</li> <li>Perception of PST power (misunderstood)</li> <li>Procrastination and length of Board meetings</li> <li>PST image</li> <li>Relationship [understanding] between Presidents and PST</li> <li>Time available</li> </ul>
OPPORTUNITIES	THREATS
<ul style="list-style-type: none"> <li>Club open to PST</li> <li>Golden share</li> <li>Joint enterprises</li> <li>Lack of understanding [12,500 fans not members]</li> <li>Major shareholder in PCFC (Influence Club policy)</li> <li>National/International recognition</li> <li>Open to all (larger membership, greater influence)</li> <li>PST image</li> <li>Small teamwork</li> </ul>	<ul style="list-style-type: none"> <li>Emotional disinvestment (members)</li> <li>Finance</li> <li>Lack of Board candidates</li> <li>Major shareholder in PCFC</li> <li>Performance (On the field, Club and PST - Society and Board)</li> <li>PST image</li> <li>Over complication</li> <li>Social media</li> <li>Succession planning (lack)</li> </ul>

## Power/Interest Grid (Matrix) for Stakeholder Prioritisation

<b>HIGH</b>	<b>KEEP SATISFIED</b>	<b>MANAGE CLOSELY</b>
<b>P O W E R</b>	SHAREHOLDERS PST MEMBERS PRESIDENT MEMBERS OF PST  PCFC	MEDIA  DIRECTORS  SHAREHOLDERS PST MEMBERS PRESIDENT MEMBERS OF PST  GOVERNMENT & MP'S
	<b>MONITOR</b>	<b>KEEP INFORMED</b>
<b>LOW</b>	FOOTBALL FAMILY  SUPPORTER GROUPS (UK/OVERSEAS)  POMPEY COMMUNITY SEASON TICKET HOLDERS  PCFC STAFF	FOOTBALL FAMILY  CEO (PCFC)  SUPPORTER GROUPS (UK/OVERSEAS) SUPPORTERS DIRECT POMPEY COMMUNITY SEASON TICKET HOLDERS
	<b>LOW</b>	<b>HIGH</b>
	<b>INTEREST</b>	

**STAKEHOLDERS**

CEO (PCFC) Directors Fans (UK/Overseas) Fans (Casual and season ticket holders) Football Family Geography Government and MP's Local Businesses Media	Pompey Community Portsmouth City Council Presidents PST Members Schools Shareholders Staff Supporters Direct Supporter Groups
--	---

The Board welcomed the proposed review of its activities by a members Audit Group agreed at the Open Meeting on the 21<sup>st</sup> April 2015. The draft report has already been received and will be reviewed at the first PST Board meeting on the 12<sup>th</sup> October immediately following the 2015 AGM. Members can be assured that this constructive advice will be taken seriously and acted upon. The recommendations made in the Audit Report will inform the next phase of the PST Board Development Programme commencing the 23<sup>rd</sup> November 2015; and will again be facilitated by Greg Brown of *gb executive solutions*.

## 12. PORTFOLIO REPORTS

### (i) Media/Communications Report

The last 12 months has seen our approach to communications evolve, as we continually look to interact and engage with our members, better. We are active across all key social media platforms and make every effort to maintain our easy to use website for those members that have access to the Internet. We also launched 2 new email addresses this year ([trustmatters@pompeytrust.com](mailto:trustmatters@pompeytrust.com) and [clubmatters@pompeytrust.com](mailto:clubmatters@pompeytrust.com)) which were created to help members contact key board and club representatives about specific topics. Thanks go to PST member Kim Richardson for his help with compiling the new 'Trust Matters' newsletter which has been well received.

We are conscious that a small percentage of members are not online, so every effort is made to disseminate information through as many offline channels as possible - including Express FM, Radio Solent and a dedicated regular feature in both 'The Sports Mail' and the match day programme. Important documentation is also mailed to those members that don't have email addresses.

All board representatives are freely available on match days and always happy to have face to face conversations with members if required. We are working hard with the club to (re) establish a permanent PST presence (Trust Bus/a desk) at Fratton Park as we realise how important this is.

After asking our members for their input, we introduced our new PST logo earlier in the year. This has again been well received by members and will be rolled out in time across all of our key assets - including a greater 'in ground' presence as we look to grow our profile within Fratton Park and attract more members.

Maintaining a strong dialogue with our members, being transparent and engaging you all in key trust projects are vitally important to us. We are hopeful that when the new board is in place and there are 'more hands on deck' we will finally be able to actually focus and implement more of what we've been planning - including more frequent member meetings, social events and more regular updates from the board so you are all clear on what we're working on. As always, we welcome input from our member base, so please do let one of the board know if you have any suggestions for how we can communicate with you all better.



John Kimbell

17<sup>th</sup> September 2015

### (ii) Community and Fundraising

The last 12 months saw another successful season of the PST buying a number of season tickets, funded by local companies. The benefits of this are twofold, The club obviously benefits from the additional ST sales but the real benefits are those that are often hard to quantify. The ST were used mainly through PITC to allow a wide and varied cross section of the local community to attend games where otherwise for whatever reason they may not have been able to do so.

Just before Christmas, the PST arranged, through some very generous donations, to supply one of the cities food banks with 20 large parcels of food for onward distribution to those in

need. This is an important and ongoing project that far outreaches the football club and match days and shows that PST community projects can and often are away from the usual football related community projects and its one that we are all proud to support & facilitate.

A special mention must go to the entire York2Pompey team, not just the riders but the fantastic support crew that accompanied the team every one of the 300 miles from York. Without their assistance it simply would not have been possible. The reception the bike team got at Fratton Park at 1/2 time after arriving home shows just how popular the ride was with supporters and its fast becoming an annual date in the diary - although next years ride will be something quite special and unique. 8 local charities and groups benefited from the team raising over £30,000 including the PST who will be using their donation towards further community projects over the coming months.



**Vice-Chairman & Fundraising**  
3<sup>rd</sup> October 2015

### (iii) PiTC; and DCMS Working Group (Supporter Ownership/Engagement)

One of the roles fulfilled by Ashley Brown on the PFC board is that of Director responsible for Diversity, Inclusion and Safeguarding and this fits well with his responsibilities as a Trustee of Pompey In The Community (PiTC). The PST has always valued the fantastic work of PiTC, and as well as fundraising for the charity often works alongside it on specific projects. As a member of both the PST and PFC boards Ashley is able to act effectively as the link across the organisations, ensuring that PiTC is properly represented and provided with the support it needs wherever possible. He has also worked hard to introduce the good work of PiTC providing a platform for the charity to present to the PFC Presidents, PFC partners and influential visitors such as the Sports Minister. Ashley has also provided support on specific initiatives, for example, supporting the successful bid for Comic Relief funding and was also heavily involved in the exciting City of Football bid led by the PiTC which albeit unsuccessful in its original aim has subsequently resulted in significant additional funding resulting in the innovative "Play More Pompey" initiative .

Ashley has also been working on a Media and Sport (DCMS) Government Expert Working Group looking at supporter ownership and engagement. We view it as a great acknowledgement of what has been achieved with the PST and Pompey that Ashley was invited to join the group which is chaired by PFC season ticket holder and PST shareholder Joanna Manning-Cooper. The group have met 8 times to date, and includes regular representation from Premier League, FA, Football League, Football Conference, Supporters Direct, Football Supporters' Federation, DCMS as well as Wrexham, Wimbledon and Swansea Trusts. An interim report was submitted to DCMS in March and the full report will be submitted to government in November. The Group issued a call for evidence last year, inviting representations from supporters, and anyone with an interest, which were relevant to the Group's terms of reference. The PST experience of the administration and insolvency process, and of the areas below, has been presented to the Group. As an official Expert Working Group, the contents of the report are confidential until submitted to Government.

The Group's Terms of Reference are listed below;

- Identify current legal, financial, tax and insolvency barriers preventing greater collective share ownership of football clubs;

- Consider ways in which greater levels of collective supporter shareholdings can be obtained in light of current legislation and football rules;
- Identify ways in which supporter groups can build capacity to be in a position to gain greater levels of shareholdings in football clubs;
- Explore the greater facilitation of supporter engagement and outline models by which fans and clubs can successfully be involved in the governance and running of football clubs;
- Ensure that measures suggested by the Expert Working Group do not adversely impact on the sporting integrity of league competitions;

and then to report to DCMS and other relevant government departments on what steps can and should be taken and how to implement them (including the content of any legislation)



**Ashley Brown**

9<sup>th</sup> September 2015

**(iv) Stadium and Infrastructure**

In the last year I have continued to work on the training ground project securing in total 3 planning approvals for the training ground phase 1 works and in June I spoke at the planning committee in favour of a further planning application for the phase 2 development - better known as the 'academy pitches' which the £250,000 Tifosy money was raised for. This planning application met with strong opposition from some local residents regarding what they perceived as a loss of public open space. I along with the Club and 'Pompey in The Community' (PITC) met with interested residents at PITC's Study Centre in April to explain the reasoning behind the need for the extra pitches, how the academy works and the work of PITC for the wider Portsmouth community and to explain how there would still be 7 of the 9 pitches that formed 'Rugby Camp' still open to public use.

The application was subsequently approved at the planning committee on 3rd June 2015 and I have since helped deal with clearing the conditions of the planning approval which have now been signed off by Portsmouth City Council allowing work to start on site, and this should begin shortly with the pitches being ready for use next summer.

I've since been liaising with the Club and Presidents regarding how we approach the 'Stadium Issue' and what the future holds for PFC at Fratton Park or elsewhere. To that end the PST will shortly be asking its Members to get involved in a working group to provide fans input into the future strategy of the future of PFC's home.



**Michael Saunders RIBA**

**PST Board Member Stadium & Infrastructure  
Sept 2015**

**(v) Youth Committee Report**

The PST youth committee was set up in April 2015 with the aim of engaging young people in the trust and the club. We held our first meeting at Fratton Park and talked at length about what young people wanted and there were some great ideas. There were a few main issues that the committee wanted to work on, the first being the pricing of young person's tickets. The committee are looking into pricing in football for young persons and looking to work with the club to encourage younger fans to come to matches. As well as young people in general, Portsmouth is a big university city and the youth committee felt that more to be done to engage with university students and make coming to Fratton Park appealing to them. There is a lot for the committee to work on over the next year and it is great that trust are giving the younger generation a voice that they haven't had for a number of years.

**Olly Birch**

**Chair of the Youth Committee**

29<sup>th</sup> September 2015

# APPENDICES



# Appendix 1

## PST SOCIAL MEDIA POLICY

**Register No: IP030872**



**SOCIAL MEDIA POLICY**

**OF**

**PORTSMOUTH SUPPORTERS' SOCIETY**

**LIMITED**

**45**

**Registered Under the Industrial  
And Provident Societies Acts 1965-78**

The development of the original Model Rules for a Supporters Community Mutual was promoted and funded by the Co-operative Party with help and advice from Co-operatives UK and Supporters Direct  and their contribution is hereby gratefully acknowledged.

## **SOCIAL MEDIA POLICY [PORTSMOUTH SUPPORTERS' SOCIETY LIMITED]**

### **1. Introduction**

All members agree to be bound by the rules of the Society which require that the conduct of members is not prejudicial to the Objects of the Society. This document is drafted in accordance with the New Model Rules of Portsmouth Supporters Society Limited [22, 26.3, 81 & 82]; the PST Board Membership and Conduct Policy [10] and the PST Disciplinary Policy [4.1]; and adopted by the Society Board on 25<sup>th</sup> May 2015.

### **2. Definitions**

- 2.1 "Member(s)" means a member(s) of the Society.
- 2.2 "Society Board Member(s)" means an elected Member(s) of the Society.
- 2.3 "Co-opted Member(s)" means a person(s) who is/are a Member(s) and has/have been elected to the Society Board by Society Board Directors but not elected by the Members.
- 2.4 "Board Membership and Conduct Policy" means a detailed set of rules and regulations of the Society set out in a separate policy statement which includes the procedure which should be followed in all cases relating to Society Board Members only.
- 2.5 "Disciplinary Offence" means a member has committed an act or deed which would adversely affect the reputation of the Society.
- 2.6 "Rules" means the rules and regulations of the Society laid out in the separate Rules document.
- 2.7 "Secretary" means the Secretary of the Society.
- 2.8 "Chair" means the elected Chair of the Society Board.
- 2.9 "Society" means Portsmouth Supporters' Society Limited (also known as Pompey Supporters Trust).
- 2.10 "Society Board" means the Board of the Society including any Co-opted Members.

### **3. The purpose of the Social Media Policy is to ensure that PST Board members understand the extent of use, limitations and legal considerations associated with the use of Social Media;**

- the extent to which the use of social media is permitted when communicating with members of the Society and the public;
- the limitations on the use of social media;
- the types of use of social media that could expose the user and the Society to legal liability.

### **4. Portsmouth Supporters' Society Limited (PST) recognises that social interaction on the internet is an important and an integral part of life and, if used correctly, can be of significant benefit to the Society. However, inappropriate use of social media can pose significant risks to both the reputation and business of the Society.**

### **5. PST Board Members, including co-opted members, may use social media at any time, but the use of social media must comply with the new model rules, the rules set out in this policy and other side policies.**

### **6. The Society Board may amend this policy at any time; and has absolute discretion.**

## **7. This policy and the rules contained herein apply to:**

- a. PST Board members;
- b. use by PST Board members of websites specifically aimed at social interaction such as Facebook, Flickr, Instagram, LinkedIn, social networking websites, Skype, Tumblr, Twitter and Wikipedia; as well as blogging, participation in wikis and the use of interactive features or the ability to post or publish comments or information (the creation and exchange of user-generated content), including: video, audio, photographs and text) with other people on other Social Media.
- c. use of Social Media for Society business.

## **8. Who is responsible for this policy?**

8.1 The Secretary of the Society has general responsibility for oversight and updating of this policy. All PST Board members have personal responsibility to ensure compliance with this policy. The Secretary of the Society has special responsibility for ensuring that PST Board members are familiar with this policy and for monitoring and enforcing compliance.

## **9. Business and personal use of social media**

9.1 All media enquiries (including requests for comments for publication on Social Media) should be directed to the Chair of the PST Board and/or the PST Head of Communications. If you are contacted by a media representative or asked for comment for publication about PST matters, you should not respond unless you have been given approval, written or otherwise, by the PST Head of Communications.

## **10. Guidance on use of social media**

### **10.1 When using Social Media in a personal capacity:**

- a. you should make it clear that you are speaking in a personal capacity, not as a PST Board member, and then communicate in a way that is consistent with that;
- b. if you choose to include contact information then this should be your personal, not PST contact details;  
and;
- c. if you do elect to disclose your connection to PST, then you must clearly and expressly state that your views do not represent those of the PST.

## **11. Permanent form**

11.1 Any social media posting, content or comment, may be permanently and publicly available or at least very difficult to delete or remove. Ensure, therefore, that all communications are consistent with the public image of PST.

## **12. Personal liability**

- 12.1 You are personally responsible and may be legally liable for what you communicate on social media.
- 12.2 Public statements of this type can create legal issues in a number of different ways and include: defamation, breach of confidentiality, infringement of intellectual property and unlawful harassment [trolling].

### **13. Taking care to avoid misunderstandings**

- 13.1 Before posting comments, think about whether, even if innocently meant, they could be misconstrued in a way that creates legal problems or reputational damage to PST. Steer away from commenting on sensitive topics relating to PST. Such comments might damage the reputation of PST even if you make clear that the views you express are personal.

### **14. Respecting privacy and confidentiality**

- 14.1 Do not post anything related to other PST Board members, PCFC staff, Society members, colleagues or other stakeholders without their written permission.

### **15. Respecting intellectual property**

- 15.1 If you post or reference material that is protected by intellectual property rights, you should satisfy yourself that you have taken steps to avoid legal liability such as appropriately referencing sources and ensuring that citations are accurate.

### **16. Prohibited uses of Social Media**

- 16.1 Communications through social media, like all other modes of communication, must not breach the PST Disciplinary Policy, PST Board Membership and Conduct Policy or Society Rules. PST Board members must not use social media in any way that:

- a. breaches obligations of confidentiality to any third party or breach duties of confidence to any third party.
- b. breaches the rights of any other PST Board member or Society member to privacy, data protection and confidentiality or which amounts to bullying or harassment;
- c. is offensive, insulting, discriminatory or obscene;
- d. poses a threat to PST confidential information and intellectual property;
- e. infringes the intellectual property rights of any other person or entity;
- f. defames, disparages or causes reputational damage to PST or PST associated companies or to any party with whom PST has a business relationship;
- g. breaches or causes PST to breach any law or the rules or guidelines of any regulatory authority relevant to PST business;
- h. breaches data protection rules;
- i. is dishonest, improper, unethical or deceptive;
- j. is likely to damage your reputation or the reputation of PST.

17. Users may not use PST logos, brand names, slogans or other trademarks, or post any PST confidential or proprietary information without prior written permission.

18. Users must not give references for any person on a social media site (including professional networking sites) on which PST identity is shown in any public or private part of the site. The reason for this is that such references may otherwise be attributed to PST and create legal liability both for PST and the author.

### **19. Breaches of this policy**

- 19.1 All members must contribute to protecting the reputation of PST. If you see content in social media that is defamatory, false or disparages or reflects

poorly on PST or PST stakeholders, you should contact the Secretary of the Society.

**20. Members who breach this policy**

- a. will be required to disclose relevant passwords and log in information and to otherwise co-operate with any subsequent PST investigation;
- b. may be required to remove the offending internet postings, comment or information;
- c. may be subject to disciplinary action.

## Appendix 2

### PST BOARD ELECTION REPORT 2015



To: PST Board

Meeting Date  
21.09.15

Agenda Item  
6

Paper Ref  
10/PST/15

Written by: Dr Mark Farwell (PST Secretary)

## THE ELECTION MANAGEMENT GROUP [EMG] REPORT ON THE SOCIETY BOARD ELECTION 2015.

### Issue

1. The Election Management Group [EMG] Report on the Society Board Election 2015.

#### Executive Summary

The Election Management Group [EMG] is appointed by the Society Board to ensure that the election is run in accordance with PST Election Policy; and it has jurisdiction over all aspects relating to the conduct of elections. The EMG endeavours to maximise participation, to ensure a level playing field for all candidates, and make every effort to ensure that all candidates have been provided with every opportunity to campaign by giving due notice of hustings and media engagement events. In terms of the administration of elections, the EMG ensures that the standard of equal treatment and equal access, set out in the Society Rules and the Election Policy, is upheld at all times and applies to all candidates and members. Candidates, by submitting a nomination, are deemed to have accepted the PST Election Policy; the Society Rules, and any other policies [Social Media Policy] and rules adopted by the Society Board, including members; and agree to be bound by them. Total votes cast in the 2015 PST Board Election was **748**. The turnout was **21%**; and represents an increase of **61%** in comparison with the 2014 PST Board Election.

Report status: Confidential (Pink)

Importance rating: High

51

### Recommendations

2. The PST Board is invited to:
  - i) Receive and note the content of the EMG Election Report 2015;
  - ii) Note actions taken by the EMG between the 31<sup>st</sup> July and the 11<sup>th</sup> September;
  - iii) Make recommendations regarding the conduct of Society elections, if appropriate.
  - iv) Consider and approve EMG recommendations to improve the election process.

#### Timing

3. At this meeting.

### Resource implications

4. Investment funding in the IT infrastructure.



## Background

5. Election Management Group [EMG] is required to provide the Society Board with a post-election report regarding performance against the Performance Standards Framework with particular focus on the way in which EMG carried out its functions in ensuring that Society elections are conducted with the interests of candidates and voters [members] at the forefront of its activities; and in line with the key principles set out below;
  - (1) Participation: It should be straightforward for members and candidates to participate in our elections, whether campaigning or voting; and members should be confident that their voice counts;
  - (2) Trust: Candidates and members should be able to trust the way our elections work;
  - (3) No undue influence: There should be no undue influence in the way our elections work;
  - (4) Equality of Treatment and Access: EMG to ensure that the standard of equal treatment and equal access, set out in the Society Rules and the Election Policy, is upheld at all times and applies to all candidates and members.

The performance standards aim to focus on outcomes rather than simply on the completion of process. However, the timely and effective completion of some key processes (with measurable outputs) is predictive of well-conducted elections. The standards therefore seek to measure outputs which, if achieved, will deliver certain outcomes.

52

## PST Board Election Schedule 2015

### 6. PST Election Schedule, Hustings and Media Events

The Pompey Supporters' Trust sought to elect FOUR Board Members in 2015 and invited candidates formally to consider applying to serve for a three year term to help shape and progress the PST.

The schedule agreed on the 19<sup>th</sup> June 2015 is as follows:

- The date on which candidates and voters must be a Member of the PST to qualify to participate [vote, nominate and stand as a candidate] is Tuesday, 30<sup>th</sup> June 2015.
- Nominations to stand in the Election to be in by 6 pm on Friday, 31<sup>st</sup> July 2015.
- Voting papers will be sent out to qualifying members by Friday, 14<sup>th</sup> August 2015.
- Voting closes 6pm on Friday, 11<sup>th</sup> September 2015 and all ballots must be received by that date to count.

The ballot will be conducted by Email and Post and all members should make sure that their correct contact details and subscription, other than life members, is up to date.

Please Email [info@pompeytrust.com](mailto:info@pompeytrust.com) to check your details.

If you are planning send your vote by email. Please send it to: [election@pompeytrust.com](mailto:election@pompeytrust.com)

- The subject line should say "Trust Election"
- You should include your Name and your Post Code

- The name(s) of the people you are voting for
- You may vote for up to FOUR people

Please remember that not more than one vote will be accepted from any email address so that if more than one member currently uses the same email address, the others will need to register another email address with the Trust by 31<sup>st</sup> July 2015 or vote by printing off the voting form and posting it. If nicknames are used in the voting process, they may not be recognised and the vote cast would not be counted.

The Election Management Group comprises the Independent Scrutineer, Neil Le Milliere of Exeter City AFC Supporters Trust, Mark Farwell [Trust Secretary] and Steve Hatton [Trust Membership Secretary].

Nomination Forms, the Election Policy and the Board Membership and Conduct Policy, both of which each candidate must sign up, are on the Trust's Website. The 6<sup>th</sup> AGM will be held on Thursday, 24<sup>th</sup> September 2015 at Fratton Park when the results will be declared, if not earlier, and members will be able to meet the successful candidates.

Read more at <http://www.pompeytrust.com/pages/pst-election#hWqgQ8V2Bx2O7Hu8.99>

### **PST Board Election 2015 [Hustings and Media Events]**


#### **7. Hustings and Media Events 29<sup>th</sup> August to 11<sup>th</sup> September 2015**

- 29<sup>th</sup> August: *Sports Mail* to publish the PST Board election schedule 2015; and the list of candidates and contact details.
- 3<sup>rd</sup> September: Express FM [93.7] hustings event on the Dan Windle *Football Hour Show* at 6pm.
- 5<sup>th</sup> September: *Sports Mail* to publish a PST Election Special containing candidate statements of 250 words and photographs.
- 7<sup>th</sup> September: Fratton Park Hustings held in the Victory Lounge at 7pm. Dan Windle [Master of Ceremonies] and invitation by Eventbrite [members only].
- 9<sup>th</sup> September: The Hustings Event at Fratton Park to be made available on;
  - *PCFC YouTube* at <https://www.youtube.com/user/officialpfc>
  - *That's Solent TV* on Freeview Channel 8 between 5-9pm daily until 11<sup>th</sup> September.
- 11<sup>th</sup> September: Poll closes at 6pm
- 14<sup>th</sup> September: Election Result announced at 12pm.

Read more at;

<http://www.pompeytrust.com/news/pst-election-news#kujHc2oAxrL6P8hE.99>

8. CERTIFIED ELECTION RESULT [SOCIETY BOARD ELECTION 2015]

No	CANDIDATE	VOTES	RESULT	POSITION	MARGIN	NEXT
3.	JOHANNES ERTL	634 (85%)	ELECTED	1	+207	2
5.	CLARE MARTIN	427 (57%)	ELECTED	2	+14	3
1.	SIMON COLEBROOK	413 (55%)	ELECTED	3	+1	4
6.	SCOTT MCLACHLAN	412 (55%)	ELECTED	4	+67	5
2.	SHEILA DEVANEY	345 (46%)		5	+132	6
7.	ALEXANDER VERNAL (JNR)	213 (28%)		6	+43	7
4.	DAVID MAPLES	170 (23%)		7		
Total Votes Cast:		748				
TOTAL VOTES CAST:		748				
EMAIL:		628				
POSTAL:		120				
MEMBERS:		139				
SHAREHOLDERS:		609				
2015 TURNOUT:		21%	[+61% - 2014]			
SPOILT BALLOT PAPERS:		9				
DISQUALIFIED:		3				
<b><u>ELECTION MANAGEMENT GROUP</u></b>						
Neil Le Milliere (Independent Scrutineer)						
Mark Farwell (PST Secretary)						
Steve Hatton (PST Membership Secretary)						
<b><u>Signed on Behalf of the EMG</u></b>						
						
Dr Mark Farwell						
14 <sup>th</sup> September 2015						

**Performance Standards**

- 9. (1) Planning/Organisation for an Election.
- (2) Producing Notices and Ballot Papers.
- (3) Candidates.
- (4) Issuing, Receiving and Opening Postal Votes.
- (5) Effective Verification and Count Processes.
- (6) Storage of Documents.
- (7) Review of Election and Procedures.

No.	Performance Standard	Data/Evidence	Y/N
(1)	<p><b><u>Planning/Organisation for an Election</u></b></p> <p>The Trust Board formed the Election Management Group [EMG] on the 25<sup>th</sup> May 2015 and comprises of three members. Neil Le Milliere (Independent Scrutineer), Mark Farwell (PST Secretary) and Steve Hatton (PST Membership Secretary).</p> <p>The EMG put in place a mechanism, by way of a Risk Register, to identify any patterns of activity that might indicate potential integrity issues. The EMG kept the risk register under regular review; and used it to monitor progress and any changes in risk identified. The risk register identifies any difficulties and problems that may occur, and records actions taken to mitigate or remedy.</p>	<p><b><u>Project Plan and Risk Register</u></b></p> <p>The EMG defined objectives and success measures with reference to the PST Election Policy 2015. The EMG subsequently prepared a contingency plan; identified the required resources and staffing requirements.</p> <p><b><u>Actions Taken to Remedy</u></b></p> <p>The EMG sent three communications throughout the election period. One to a PST Board member regarding the removal of the PST Election page from the PST Website; and two communications to two separate candidates regarding infringements of the PST Election Policy and Society Rules.</p>	<p>✓</p> <p>✓</p>
(2)	<p><b><u>Producing Notices and Ballot Papers</u></b></p> <p>The EMG produced a calling notice, nomination forms and ballot papers in paper and electronic format. The EMG also produced election guidelines and clear instructions to voters.</p>	<p><b><u>Notices and Ballot Papers</u></b></p> <p>The EMG sent out a calling notice on the 19<sup>th</sup> June seeking nominations for FOUR seats on the PST Board. Candidates and members were reminded that they must be a member of the PST to qualify to vote or to nominate a candidate by Tuesday, 30<sup>th</sup> June 2015.</p> <p>Nominations to stand in the Election to be in by 6 pm on Friday, 31<sup>st</sup> July 2015. Voting papers will be sent out to qualifying members by Friday, 14<sup>th</sup> August 2015.</p>	<p>✓</p>

(3)	<p><b><u>Candidates</u></b></p> <p>The EMG to ensure that candidates have the opportunity to have their nomination papers informally checked prior to their formal submission. To ensure that candidates are offered briefing sessions on the election process; and including arrangements for publishing candidate election statements, providing hustings and other electioneering opportunities.</p> <p>The EMG to ensure that candidates are issued with written guidance on the election process.</p>	<p><b><u>Candidates</u></b></p> <p>The EMG informed and advised candidates about the protocols that govern the election process to ensure the integrity of the election process itself. Any breach should be recorded and remedied immediately; and for no other reason than to uphold the standard of equal treatment and equal access. Candidates and Society members, as well as the public, must be assured that the PST election process is fair, open and transparent.</p>	✓
(4)	<p><b><u>Issuing, Receiving and Opening Postal Votes</u></b></p> <p>The EMG to ensure first issue of postal votes is undertaken by the date specified in the PST Election Schedule; and to prioritise postal ballot packs which are to be sent to UK voters without email and voters living overseas. The EMG to identify the number and timing of postal vote opening sessions and make arrangements as necessary.</p> <p>The EMG to maintain a clear audit trail of the receipt and opening of postal ballot packs, recording the total number of envelopes received and to ensure that all postal ballot papers are accurately recorded.</p>	<p><b><u>Issuing, Receiving and Opening Postal Votes</u></b></p> <p>The EMG published the election schedule to deliver key electoral processes, including the management of the absent voting process on the 31<sup>st</sup> July 2015. The EMG also made appropriate arrangements for PST Members who live aboard [Australia, New Zealand and the United States] to have access to YouTube, Internet TV; the PST website, email and text messaging.</p> <p>All postal votes were collected by the Minuting Secretary and delivered to the Membership Secretary for opening and recording in co-presence.</p>	✓
(5)	<p><b><u>Effective Verification and Count Processes</u></b></p> <p>All processes are transparent, with everything at the verification and count carried out in accordance with the PST Election Policy. The EMG to assure that count processes are capable of producing an accurate result, with a clear audit trail.</p>	<p><b><u>Effective Verification and Count Processes</u></b></p> <p>The PST Secretary and the PST Membership Secretary to monitor and cross reference all votes cast and keep a register [Excel Spreadsheet]. The Independent Scrutineer is responsible for certifying the results no later than the 14<sup>th</sup> September.</p>	✓
(6)	<p><b><u>Storage of Documents</u></b></p> <p>Maintain the secure storage of postal ballots at all times and ensure that postal votes; and that all email votes are archived for one year.</p>	<p><b><u>Storage of Documents</u></b></p> <p>The EMG put arrangements in place to securely store the postal ballots; and for the archiving of emails. All email votes are recorded in the</p>	✓

		Excel Spreadsheet and cross referenced with the membership database.	
(7)	<p><b><u>Review of Election Procedures</u></b></p> <p>The EMG to carry out a thorough evaluation of all processes outlined in the election plan, seeking feedback from appropriate stakeholders, and produce a lessons learnt document which will be used to inform the 2016 election plan and risk register and future PST Elections.</p>	<p><b><u>Review of Election Procedures</u></b></p> <ul style="list-style-type: none"> <li>• Investment funding needed in the IT infrastructure.</li> <li>• Candidates should be offered more briefing sessions on the election process.</li> <li>• Consider amending the PST Election Policy to ensure greater participation and trust in the way our elections work</li> <li>• Consider amending the PST Election Policy to safeguard against undue influence [protocols]; and guarantee quality of treatment.</li> </ul>	✓