

**Minutes of the Pompey Supporters' Trust 8<sup>th</sup> AGM, held on Thursday 21<sup>st</sup> September 2017  
in the Victory Bar at Fratton Park.**

**Present:** PST Elected Board Members – Ashley Brown (AB), Eric Coleborn (EC), Simon Colebrook (SC), Clare Martin (CM), Sam Piggott (SP), Phil Sandys (PS), Mike Saunders (MS), Donald Vass (DV), Pam Wilkins (PW).  
PST Officers – Jo Collins (JC) Assistant Secretary/Legal Adviser,  
Mark Farwell (MF) PST Secretary.  
There were 103 Members present.

**1. Ordinary Business**

Chairman AB welcomed all to the meeting and introduced the PST Board Members to the meeting.

**1.1 Apologies**

PST Board Members - John Kimbell, Mart Trapani, Harrison Dunks, Mike Briscoe, Johnny Ertl.

PST Officer - Steve Hatton.

PST Members - Greg Brown, Ian Saunders, Chris and Linda Hawkins, Trevor Tollervy.

**1.2 Report by PST Chairman**

In summarising his report, Chairman AB said:

The most significant item of the year is the sale of PST shares to the Tornante Group.

PST and the Presidents, who have owned the Club for the last four years, went out on a high, not only gaining promotion, but becoming League One Champions on the last day of the season.

PST has gone through a number of changes over the years and being a significant owner of the football club meant finding new ways to work. We have now passed the Club on to Michael Eisner and his family and we wish them well. AB thanked retiring PST Board members Mike Saunders for the huge amount of his professional time he has given to the Club and his work on the ground and training ground; Mark Trapani, an original bid team member and PST Club Director, who has given up a lot his personal time and professional resources; Scott McLachlan, who has been on the board for some years, and Harrison Dunks and Johnny Ertl.

AB has had two stints at Chairman over the last six years and will be stepping down as PST Chair, but remain on the PST Board. A new Chair will be chosen at the next PST Board meeting on Monday 25/9/2017, as will the three PST representatives on the new Heritage Advisory Board (HAB). The first HAB meeting will be in early October.

It is now a new chapter for the Trust and for Pompey's future. PST hopes to have a long and fruitful relationships with the Eisners and Tornante. PST needs to define where we go next. We hope we will still have significant engagement with the Club.

**1.3 Minutes of the 7<sup>th</sup> PST AGM**

**It was proposed by Ashley Brown and seconded by Eric Coleborn that the minutes of the 7<sup>th</sup> PST AGM, held on Thursday 22<sup>nd</sup> September 2016 2017 should be accepted as a true record.**

Carried nem con

Chair AB signed the minutes.

**1.4 Matters Arising from the 7<sup>th</sup> AGM**

**1.4.1 Special Business [Motion 2.1]**

The PST Strategic Plan 2016-2017.

Discussion on the Strategic Plan had been derailed by the Tornante take over and as PST is no longer the owner of PFC, areas of the Plan will need to be revisited and re-planned. The PST Board hopes to come back to members at the next AGM with a new plan.

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**1.4.2 Special Business [Motion 2.2] (Parts 1 & 2)**

PST Voting Policy on Sale Decision

The voting policy, approved at the 2016 AGM, had been used earlier than expected, to vote on the sale of PST's shares to Tornante.

**1.5 Treasurers' Annual Report**

Treasurer SC presented his PST Treasurer's report [full report can be found on line].

The sale of the Club had made a big impact. The share sale information pack had cost £10,000 to print and post. There were also travel expenses for two Board Members to go and meet the Eisners, both in London and the USA.

The PST legal bill for the take over had been around £80,000. Tornante had agreed to reimburse around 75%, ie £58,500. The total cost paid by PST is around £30,000.

The Board has been discussing how the Share Withdrawal scheme will operate, but it required taking out a more suitable banking facilities. We also need to ensure that there is no possibility of fraud during the withdrawal scheme.

Q: [Chris Perry] How will the £30,000 lawyer's fees be covered by PST?

A: SC said that prior to the take over process PST had around £50,000 in the bank and in addition there are around 100 shares in PST's name.

**It was proposed by Simon Colebrook and seconded by Pam Wilkins that the PST accounts 2016-2017 should be approved by the meeting.**

Carried nem con

### **1.6 PST Audited Accounts 2016-2017**

SC thanked the auditors Taylorcocks for once again offering auditing services at no charge.

### **1.7 Appointment of Auditors (Taylorcocks)**

It was proposed by Simon Colebrook and seconded by Pam Wilkins that Taylorcocks should be re-appointed as the PST Auditors.

Carried nem con

### **1.8 Election Results and PST Board membership**

PST Secretary MF reported that an Independent Scrutineer, Moray McAulay, had overseen the election, 312 members had voted, an 8.4% turnout.

The results were as follows:

Pam Wilkins 222 votes

Donald Vass 190 votes

Eric Coleborn 190 votes

Samantha Piggott 185 votes

Mike Briscoe 173 votes

Had all been elected.

The unsuccessful candidates were:

Andrew Smith, Harrison Dunks and David Maples.

MF thanked all the candidates for taking part. The turn out had been lower than 10%, which PST hopes to improve on in future.

### **1.9 Membership Report**

AB read out the membership report from Membership Secretary SH.

At at 31/5/2017 there were 3774 full members and 89 Junior members.

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Of the adult members 2427 are 'Primary' shareholder PST Members and 1347 are paid up members.

## **2.0 Special Business**

### **2.1 Motion 2.1: Community Share Withdrawal Scheme**

**Following the sale of PST's shares in Portsmouth Community Football Club to the Tornante Company LLC, the PST now seeks approval from this Annual General Meeting,**

**21<sup>st</sup> September 2017, for the Community Share Withdrawal scheme attached to this motion. The Community Share Withdrawal Scheme will operate for 12 months and will cease on 30<sup>th</sup> September 2018. During this time the 5% limit on share withdrawals will be suspended. Proposed by Terry Hall**

**Seconded by Sue Maskell**

AB explained the scheme will run for one year and will then return to the standard 5% withdrawal. During that time the PST Board will look favourably on withdrawal requests on provision of the relevant documentation. There will be options for partial withdrawal to make donations to PiTC, the Pompey History Society, leave the money with PST for future long term projects to be confirmed after consultation, or to pay membership for several years. PST is keen retain membership and generate income.

Shareholders, who are currently lifetime PST members will lose their lifetime membership in June 2018.

Everything has been planned for the withdrawal scheme and once this motion is approved the printers will start sending out the letters tomorrow.

Q: Can we retain our share?

A: The shares are in PST, which used the money to buy shares in PFC. The purpose of the motion is to allow PST to give the money back but it can be left with the Trust.

Q: It is going to be a big job for PST to process the applications, can I help?

A: That is very kind, it will be a huge admin task and it will take time and PST asks for shareholders patience and to respect that PST wishes to carry out the withdrawals properly, with the right financial control. Volunteers to help should give their name and contact details to SC after the meeting.

Q: Will money donated have to go through Tornante?

A: No, the share money has already been paid to PST and is in our lawyer's escrow account.

Q: Money can be left in for future projects, but what sort of projects would these be now that Tornante owns the Club?

A: PST is keen to improve supporter's match day experience, not necessarily within the fabric of the ground; possibly something that gives the Trust a return back so that a refund could be offered at a future date. a joint project for a match day. PST will not be making a donation back to the Club, which is now owned by Tornante. There is no rush, the money will be secure in the PST account until needed.

Another idea is for the last four years there has been an ongoing film making project, filming the story of fan ownership. That needs completing and is possibly something that could be donated to and co-funded.

Motion Carried by majority with 1 abstention

## **2.2 Motion 2.2 Move the PST Election to *September*.**

**Trust Elections have a very poor turnout percentage every year compared to member numbers. Having a larger turnout for Elections is vital to send a strong message to the fan base that the PST remains relevant and has the respect to represent Fans at the Heritage Advisory Board.**

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**A clear factor of this is that the Election is held during the holiday season in**

**August currently and even after a revision runs for too long. This proposal asks the PST Board to move the Election process to *run in September* from no later than 2018 onwards. The AGM date should also be moved to *October* to accommodate the result of the election. If agreed by the membership, the new timetable should be implemented (and communicated to members) no later than 1<sup>st</sup> January 2018.**

**Proposed by Scott McLachlan**

**Seconded by Stuart Crow**

In proposing motion 2.2 Scott McLachlan (SMc) said there had been a poor voting turnout of less than 10% of the membership. This motion aims to help the election by moving the Election out of main holiday zone into the season. The AGM would then be moved later to facilitate the Election result.

In responding for PST, AB said although PST has no strong opinion on when the Election is held, he did not think a move would make a difference to the turnout, and suggested a move forward to April might be a better idea. The HAB will be chosen at the start of each season and the new PST Board would then be in place to chose the three representatives for that.

Q: The motion assumes that the only purpose of PST going forward will be playing a part in the HAB, but there are other things PST could be doing. Should PST be talking about them?

A: PST does not feel the work it does is affected by the Election date, apart from the HAB, which Tornante is aware is out of sync.

Q: Not everyone has a computer or can vote online, is it possible to accept postal votes?

A: Postal votes are already accepted.

Q: If the Election date is changed, would the financial year end date have to change as well?

A: Not necessarily, it would be possible to hold the Election and the AGM and accounts at different times.

JC commented that although it was agreed the Election timetable should be shortened to focus attention, she did not believe holding the Election at a different time would make a difference to turnout. Other trusts tend to have 8-10% turnout whenever their election is held.

Q: A low turnout is historic, does it not suggest that the Board should increase interest in PST to increase the turnout?

A: PST has looked at various options to try and encourage more members to vote.

Q: Apart from the take over nothing has happened during the year and there is real disinterest, which is a shame. Perhaps more events would increase interest and turn out.

A: The new PST Board will take that comment on-board, and will look at creating more events.

JC pointed out that the number of people voting correlates with the number of people coming to home games. It is unlikely people off the Island will travel a long distance to attend an AGM or hustings.

Comment: I have been involved in social clubs and on boards for many years and would regard 10% as a slap on the back. If all is going well people do not turn out to vote. When things go wrong more people will vote.

Secunder Stuart Crow (SC) then spoke in support of the motion. Every year we have a high standard of candidates and they deserve a higher turnout. SC took the point that there is a low turnout across all trust elections and perhaps this indicates that the trust movement needs looking at.

Anything that will increase turnout needs looking at

AB asked SMC and SC if, should the motion be approved, they would be happy for the wording to be changed and the PST Board to decide on a new election date. SMC and SC agreed provided the suggested time table is kept to.

The motion was amended to “**move the Election to a date of be decided by the PT Board, but outside of the holiday period**” and “**The AGM date should also be moved in accordance**”.

SMc and SC were in agreement with these amendments to the motion.

SMc said the fact has to be faced that a lot of fans will think the biggest PST role now will be on the HAB. Donald Vass has said he is keen to grow the membership and PST must believe it can grow as a trust and improve on the turnout.

Motion was carried by majority with four against and four abstentions.

**Action:- The PST Board will report back to the Membership on a new Election and AGM date by the beginning of 2018.**

### **2.3 Motion 2.3 Members to grant PST Board a PR Budget**

**Throughout its life the PST has worked hard to attract a larger membership and this will be even more important to demonstrate that the PST represents fans as part of the Heritage and Advisory Board, alongside the danger that the membership could possibly shrink due to a number of Life Members not continuing to support with the current £5 a year fee. Promotion of the Society comes with an expected annual expenditure and I propose the membership vote to allow the Board to decide on a ‘reasonable’ annual sum to be used in pursuit of an increased membership. The PST Board should decide on the amount allowed from its annual membership funds at the next Board Meeting after the AGM and communicate that to the membership shortly after.**

**Proposed by Scott McLachlan**

**Seconded by Stuart Crow**

In supporting this motion SMC said there have always been discussions, sometimes contentious, within the PST Board, about how much money can be spent publicising the Trust’s aims and projects. There is a rule which allows PST to dispose of the surplus in pursuit of the Trusts aims and projects. This motion would give the new Board the opportunity to decide on a sum that can be used in pursuit of the PST aims and projects.

In replying for PST SC said in general the PST Board is against this proposal. In the past with marketing/PR expenditure if a project is identified it is discussed with the Treasurer and then taken to the Board, for example the Express FM advertisements, and money can then be approved and allocated. We have not really operated to set up an annual budget in the way a business would.

Q: What increase in membership did the Express FM advertisement bring?

A: The cost was £200 but it was covered by having over 50 new members, although it is hard to tell if they were as a direct result of the advertisement.

Q: I feel this motion is ‘the cart before the horse’. It is important for PST to redefine and find a new way forward. It needs a new aim, perhaps linked with the DSA, PiTC and all other fan groups, and be a powerful voice for the fan base against what is a privately owned corporation. They can decide what they want to do whatever the HAB says, so PST has a much bigger job than just PR, we need to let the new Board concentrate on finding a new way forward.

Q: A good point, I view this as an additional motion rather than interfering with finding a way forward.

Q: I think it would be useful to have a public voice to articulate whatever the board is going to do.

A: JC said the membership in PST fluctuates according to what is happening to the Club, if all is going well membership falls, when there are financial problems at the Club membership increases. What kind of budget do Scott and Stuart have in mind and on what would you spend it?

A: PW said the problem is we don’t know what budget is required until projects have been identified.

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SMc said he agreed the Trust does have to decide what it is for, however I can’t see it needing more than a brief discussion with the Treasurer and the media team, then a proposal at the next Board meeting. It shouldn’t impact on any other business. It is not about setting an amount and then spending it, it is about agreeing an amount that can be spent, rather than the Board arguing.

The motion was rejected by a majority vote. There were 6 abstentions.

AB assured the meeting that PST will take PR seriously.

A new motion was then added from the floor.

### **2.4 Redefining PST**

**The PST Members ask that the Trust should redefine its core mission and aims going forward, in particular how it can increase engagement with the Members and the wider fan base to ensure representation of their views. The PST will report back to the Members by early 2018.**

**Proposed by Sue Maskell**

**Seconded by Chris Perry**

Carried by majority with 2 against

**3.0 Appendices**

Attached to AGM pack.

**AB closed the formal AGM at 20.15**

AB informed the meeting that Mark Catlin and the Tornante group had been invited to attend, but Mark is in Los Angeles with the Eisners. They had sent a video message which was played. Mark apologised for not attending and is excited about the future. Mr Eisner thanked fans for their continued support. Intriguingly there appeared to be new crest designs in the background although they were not mentioned. The video will be uploaded to the PST you-tube channel.

Q: The share withdrawal packs ask for I.D. will photocopies be accepted?

A: Yes, photocopies of documents will be accepted.

Q: David Maples asked when the Eisners first contacted the Club and when the Trust first knew about it?

A: The first knowledge that the PFC Board had was in October 2016 when Michael Eisner attended a game. As far as most PFC Board members were concerned that was not particularly a visit because he wanted to buy the Club, although anyone that spoke to Mr Eisner would be aware he was interested in buying a UK club. It is not known if anyone was in touch with him before that.

Things became serious in January 2017 when it became known that ME was interested in buying PFC, but the PST Club directors were bound by a confidentiality agreement, so the rest of the PST Board was not informed until the end of January that there was unnamed interest and Eisner was then named in a phone conference, prior to News publication of the name.

Q: In the video from MC and ME there appeared to be new crest designs. I know that during the negotiations ME said he wanted to change the crest but they looked substantial changes.

A: It is worth having a look at them on you-tube because the detail will be clearer. PST fought strongly to keep a veto on the crest but ME declined. People voted to sell knowing that. AB felt we cannot fight the changes strongly but the fans views on the choice should be sought and respected.

Q: Wasn't ME's point that PFC does not own the crest therefore it cannot be used commercially?

A: Yes that was his argument.

Q: Should the PST Board recommend the most suitable design?

A: We should encourage the Club to consult as many supporters as possible.

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Q: Is John Kimbell standing down?

A: Yes, this is new news, JK will be standing down later in the year.

Q: Could you clarify how many are on the board and how many spaces there are for co-opting board members?

A: The elected members are as introduced, 10, leaving 2 spaces for co-optees, 3 when JK steps down.

AB thanked all for attending the meeting.

**Meeting closed at 20.25**

Signed.....

Date .....

