



**Bath City FC Supporters Society
Committee Meeting
7pm on Thursday 24th February 2022
Via Zoom**

Meeting Report

Present: Jon Blain, Paul Brotherton, Christopher Flanagan (Chair), Oliver Holtaway, Alistair Lord, Pete McCormack, Marc Thomas, William Heath.

1. Apologies: Sally Harris, Ken Loach, Shane Morgan, Stuart Page, Mark Taylor

2. Approval of minutes and outstanding actions

The minutes of the Committee meeting held on 27th January 2022 were confirmed (proposed: McT, seconded: OH). All actions were completed or underway.

3. Redevelopment update

[CONFIDENTIAL]

4. Contribution to payment of Club debt

The Club Board has requested financial support from the Society to assist with a debt falling due. It was confirmed that it is not possible for the Club to issue additional shares to the Society as it is a condition of existing loans that no additional shares are issued.

After AL had confirmed that the Society had sufficient funds, and discussion of options, it was AGREED by a majority in a vote with two abstentions (McT and JB) that the Society would lend £8,000 to the Club on condition that there is a clear plan for this money to be repaid to the Society in kind (via specific Club sponsorship activities) over the next four years.

ACTION: CF to inform Nick Blofeld
OH to continue discussions with Jon Bickley regarding sponsorship options.

5. Scenario research and proposed member survey

OH reported that the scenario research group had had two meetings. He had summarised its discussions in a paper that had been circulated to the Committee. This examined the possible financial scenarios facing the Club and their possible implications including potentially selling the Club or selling Twerton Park and moving to an alternative location. This work is being done to help prepare the Society for possible decisions that it might face and which may be needed within a short timeframe and with imperfect information.

A draft email to Society members has been prepared and sent to Nick Blofeld for comment. A member survey has also been drafted. This would repeat questions from the original 2017 survey to see whether members views have changed and would include some additional questions about their priorities for the future of the Club.

ACTION: CF to check the draft email with NB and then liaise with OH to circulate to members.
OH to finalise the survey and send to members.

WH has arranged a meeting with [a local lawyer with relevant experience] and invited additional Committee members to join him. This will be on Monday 28th February and both AL and McT volunteered to attend.

OH suggested sending the summary document to Richard Irving at the FSA (in confidence), and to seek a meeting. This was AGREED.

6. Election policy amendments

PB proposed new wording for the Election Policy that would meet the requirements of the 2021 AGM motion on electing people to specific roles on the Club Board while giving the Society Committee a degree of flexibility to take account of changing circumstances.

In a vote the new wording of paragraph 6.3 of the Election Policy was AGREED.

7. Draft Governance document/ amendments

OH reminded the Committee that the Club Board had asked the Society for assistance in improving the Club's governance arrangements. A draft document had been prepared and comments and suggestions received, particularly from Joy Saunders. The document included issues such as handling conflicts of interest, performance management and a code of conduct and the latest version had been circulated to Committee members.

A number of complex issues had been identified and work is ongoing. During discussion the Committee considered the pros and cons of different approaches but felt overall that:

- The Society Committee should change its standing orders to give itself the power to dismiss its appointed directors for reason of poor operational performance (in addition to its existing power to dismiss directors for consistently acting against the values and objectives of the Society)
- It would ultimately be a decision for the Society Committee, not the Club Board, to dismiss a Society-elected Director from the Club Board for poor operational performance, although the Committee would of course take Club Board members views and evidence into account when making such a decision, as part of a joint performance management process.
- The responsibility for monitoring the operational performance of Society-elected Directors should lie with the Chair of the Club Board.
- The proposals on conflicts of interest are generally supported, although the group did not on balance feel that an employee should be unable to stand for election to the Club Board, as suggested by the Club Board. All conflicts of interest should be made explicit at every Club Board meeting and handled appropriately. A register of conflicts of

interest should be maintained. The effectiveness of conflicts of interest arrangements should be reviewed after being in place for six months

- The starting point for the limit of two x three-year terms for Society-elected directors is 2018.

ACTION: OH to revise the document in liaison with Joy Saunders
CF/PB to continue discussions with the CB on unresolved issues as needed.

8. Plans for joint meeting with the Club Board and Society AGM

As noted above it is proposed that a key item for the next joint meeting with the Club Board should be the way forward on redevelopment following the interviews with potential providers.

ACTION: CF to discuss timing of the joint meeting with Nick Blofeld.

PB highlighted the need to start preparing for the 2022 AGM. Possible dates are the 16th, 23rd and 30th June. He also pointed out that those reaching the end of their term on the Committee this June are Jon, Pete, Sally, Marc, Mark and Shane. Oliver and Alistair are currently co-opted and would be eligible to stand for election. PB asked if those listed could consider their position in relation to standing for election this year. He reminded members that there is a maximum limit of 12 consecutive years on the Committee and suggested that there should be a clearer record of the length of tenure of current Committee members.

ACTION: PB to consult Committee members about availability for AGM dates
PB to email all Committee members asking for information about when they joined the Committee

9. Report from the Club Board

[CONFIDENTIAL]

10. Society finance Update

AL reported that the Society currently has in the region of £14k and expenses are currently very low. After payment of the monies to the Club agreed above the Society it was felt that the Society may need to keep money set aside for securing professional advice relating to the future of the Club. AL has been working through the various payments made to the 100 Club and there are only 3 or 4 remaining queries to be answered.

11. Any other business

CF mentioned that Carole Banwell had sent a message of thanks following our message of good wishes.

12. Date of Next Meeting

The next Committee meeting will be at 7pm on Thursday 31st March 2022. The possibility of a face-to-face meeting was discussed and will be looked at nearer the time.