

	City Fans United 2015 AGM Minutes	
	Meeting date:	26th November 2015
	Location:	Blues Bar, Lookers Vauxhall Stadium
Attendees:	Chairman: Grenville Millington Directors: Brian Burns Mike Day Jim Keegan Simon Olorenshaw John Reddy Secretary: Marion Needham 103 CFU members present and 50 members registered for the live streaming	
Apologies:	John Martin Mike Poole 4 CFU members	
MINUTES		
15/1	<u>Resolution 1 – Adoption of the minutes of the AGM held in 2014</u> Minutes from the previous AGM held on 11 th September 2014 were distributed to members with the AGM meeting papers, matters arising being covered in the chairman’s report. In response to a question raised by a member it was agreed that although the Big City Survey had identified there had been some improvements in communications, these could be improved further and this would include circulating a summary of board minutes to members on a regular basis. Action: MN	
15/2	<u>Chairman’s report</u> <u>CFU board</u> a number of new Directors were appointed in September 2014 and since then a number have stood down for various understandable reasons. Tony Durkin and Jonathan Freeman stood down during the year and Mike Poole and John Martin are now standing down. GM thanked them all for their contribution and particularly Tony Durkin in respect of the sterling work he did whilst he was chairman; he also thanked all his director colleagues for their work. Also noted that Simon Olorenshaw had been co-opted to the board in April 2015. <u>Staffing</u> a number of changes were reported: Dave Riche, Commercial Manager left in Autumn 2014 to join AFC Fylde; a commercial group comprising Tony Durkin, John Martin and Tracey Smith was set up on an interim basis until a permanent arrangement was put in place. <div style="text-align: right;">Minute 15/2 continued</div>	

15/2

Minute 15/2 continued

Tracey Smith moved into the role of Commercial Manager from 1st September 2015. Tony Allan joined as General Manager on 1st September 2015. Haidee McHugh took up the new role of Accounts Assistant in June 2015. Steve Baker, Accountant left in September 2015 and has continued to work on a voluntary basis. Steve Ollerenshaw, Grounds man left in October 2015

Finance on the finance side, it has been possible to report good news once again and further information will be provided by Jim Keegan in relation to this. CFU members can be proud of the fact that in our sixth season we remain debt free, with PAYE, National Insurance and taxes being paid in full and on time every time. Similarly creditors and suppliers are always paid in a timely manner. It is important not to be complacent and to remember our key founding principle of playing at the highest level in the English pyramid but always operating in a financially prudent and responsible manner.

Big City Survey this was well supported again this year with over 350 members responding. Some of the issues supported will be referred to later in the agenda as resolutions for change. Communications had improved, with the new fortnightly newsletter being particularly popular, but still need to be improved further. The new arrangements for streaming CFU meetings had also been welcomed. The age profile of respondents shows that there are a lot of long standing supporters and this demonstrates the need to grow the supporter base.

The team and our on field performance after the fortunate reprieve from relegation at the end of the fourth season it was a great achievement to finish season five in the top half of the Conference Premier. The FA cup run was also a great highlight; the away tie at Barnsley will live long in the memory. So far this season it has been one of mixed fortunes with some good performances but these need to be more consistent. In Steve Burr we have one of the best managers in non league football and in March 2015 it was great to be able to renew his contract until 2016/17 season.

The Lookers Vauxhall Stadium in March 2015 a strategic objective was achieved when a new lease was agreed with Cheshire West and Chester Council which gives security of tenure at the stadium for the next 50 years. Thanks to the council for their generous approach in the lease negotiations and to our volunteers who helped to make this happen. Now the lease is in place it will be possible to look at how improvements can be made to the stadium and also to secure grant funding, the PA and CCTV systems are both in urgent need of replacement. There have been some major refurbishments during the year to the rear of the west stand, extensive decorations internally and the refit of the upstairs kitchen, the latter due to the generosity of the away travel and GM expressed his thanks to them. It was pleasing to report that the stadium capacity had been increased to 4,959 and it was hoped that it would be back to full capacity by the time of the Tranmere game in late February.

Youth Academy – the youth section has gone from strength to strength under the leadership of Calum McIntyre and the coaches. The under 18's have achieved some impressive results particularly against Oldham in the first round proper of the FA

Minute 15/2 continued

Minute 15/2 continued

youth cup. It has also been good to see Tom Peers and Sam Hughes breaking through into the first team squad and hopefully others will follow. In the past the board has been criticised for its lack of engagement with the youth section and this has been addressed by allocating two directors, Brian Burns and Mike Day to look after this portfolio. Discussions continue with Christleton High School regarding the creation of a scholar's academy and the aim is still to have this up and running for the academic year 2016/2017. The award to the club and youth section of FA Charter Standard status was well deserved and reflects all the hard work, dedication and professionalism that goes in to supporting the youth teams and is a key marker of the progress made in a very short time. The ambition now is to achieve FA Community Standard which is the third level up in the FA Charter Programme.

Community Trust liaison in October there was a board to board meeting with the Community Trust and the aim is to continue these on a regular basis so that plans and ideas can be co-ordinated for mutual benefit. The aim is to work together to promote the club in the community with key issues being:

- to further the community sports facility project with the council
- to look to attract more young supporters
- to develop a family area in the stadium
- offering the Community Trust the use the south stand for upcoming fixtures.

Sponsors thanks to our many sponsors:

- MBNA as our principal sponsor for their continuing generous support of both the club and the Community Trust.
- Swansway for their past stadium sponsorship and to Lookers Vauxhall as our new stadium sponsor from June 2015.
- Maxiflow for their work on stadium maintenance.
- Merseyrail.
- Hillyer McKeown legal.
- Bell Developments.
- Grosvenor Insurance.
- Vanarama and Jako as principal sponsors of the National League and to the Premier League for their solidarity payments.
- Match day, programme, match ball, player and all others who support the club financially in any way.

Supporters and volunteers in conclusion GM thanked supporters and volunteers; supporters for their unstinting vocal and financial support, he emphasised how much this is appreciated by Steve Burr, Jon McCarthy and the players. He said that while support at home is great the away support excels both in numbers and volume with Barnsley typifying the love and passion that there is for the club. The volunteers are the backbone of the club, freely giving their time, energy and talents to help the club prosper and survive. GM gave a special mention to John Needham who received the award of Clubman of the Year and was also nominated in the North West Football Awards 'Unsung Hero' category. Finally GM warned members not to stand around for too long as if Dave Chare our volunteer painter saw them, he might just put a coat of emulsion on them.

15/3

Financial report Jim Keegan (JK) introduced this item and said that initially Mike Poole had taken on the finance portfolio but due to family illness had not been able to continue. The key issue reported was that for the second year running it was possible to report a surplus. This resulted in a strengthened balance sheet, there had been no cash flow problems as in the past and tight financial controls were being maintained. As already reported the club is debt free with HMRC being paid in full on time and every time. The financial position for the year had been helped by player sales and revenue from both FA cup and TV monies and none of these items can be relied on each year. The policy remains to set a balanced budget, but there may be pressures on staff costs, and the playing budget, the latter would be addressed with the football management team. Commercial revenue and gate income are also key to maintaining a balanced financial position. The strategy continues to be close monitoring of income and expenditure and the aim will be to maximise income.

The financial position has meant that it is possible to transfer surpluses on to the balance sheet and has enabled the achievement of one of the strategic objectives to have £100k in a reserve which will provide financial robustness and resilience.

There are pressing demands to increase capital expenditure with the well known need to invest in an new PA and CCTV systems, both will need to be replaced as they are key to the continuance of the safety certificate. Both items are expensive and options are being considered to try and secure grant funding from the football stadium improvement fund; the potential costs being in the region of £60k.

JK confirmed that the independent examination of the accounts had taken place and they had been posted on the CFU website and a copy was available in the main office, copies could also be obtained from MN on request. JK highlighted some of the differences in income and expenditure and the comparisons between 2014 and 2015. It was noted that value of loan notes was kept to one side as they are repayable on request. It has now been possible to create a special reserve of £100k and there is also a general reserve of £28k. The latter will be particularly important if the budget is under pressure and provides an additional buffer, there may also be additional income from the FA trophy but this will depend on how far the team progresses.

JK emphasised the important position of trading profitably and having a significant general reserve, the position was very health. JK said he would answer any questions and if this was not possible they would be noted by MN and a response put on the CFU website and the official club website and this automatically goes to Deva Chat.

In response to question relating to the level of debtors, JK confirmed that all debtors had been paid and a large number of creditors also.

In respect of where the squadbuilder income is shown, this matter will be checked and a response provided. **Action: MN**

Noted that CFU members would like more financial information throughout the year – this was agreed. **Action: MN**

Minute 15/3 continued

<p>15/4</p>	<p><i>Minute 15/3 continued</i></p> <p>In respect of the drop in commercial revenue, JK said it was a challenge to get sponsorship and this had not been helped by the loss of Dave Riche, as previously indicated a small commercial group had been established in the interim. Following the failure to appoint to the commercial vacancy Tracey Smith had moved into the Commercial Manager role in September and she and Tony Allan would be looking closely at all budget lines and targets.</p> <p>There was a challenge to the accuracy of the information relating to the youth expenses and JK agreed to investigate this and report back. Action: JK</p> <p>In addition to the answers to these questions being posted on websites the responses will also be brought to the next CFU meeting.</p> <p>Resolved that the accounts be approved by 100 proxy votes and a majority decision in the room.</p> <p><u>Resolution 3 To approve a change in the constitution in relation to the accounts</u></p> <p>JK referred to the AGM In 2013 when members approved a change in the CFU constitution (Clause 88 to 97) to allow for an independent examination of the accounts to take place instead of a full audit. The independent examination being carried out in accordance with the best practice of Supporters Direct as recommended in their guidance notes. This change to the constitution was submitted to the Financial Conduct Authority and only recently information was received that the wording used did not satisfy their requirements; correspondence has been on going to try and resolve this matter and a solution is now set out below.</p> <p>In order to fully satisfy the requirements of the Financial Conduct Authority in addition to the revised wording previously submitted it will be necessary to include a new clause 88 (A):</p> <p><i>'An audit, where necessary in law, or where the membership requires, will be carried out by a registered auditor or two or more lay auditors, where the conditions for appointing lay auditors prevail. Where an audit is not necessary in lay, or by membership requirements, the Club Board will nonetheless submit the revenue accounts and the balance sheet for Independent Examination by a qualified auditor appointed and approved by the membership at a general meeting.'</i></p> <p>By Extraordinary Resolution members resolved to include a new rule 88A as set out above together with the consequential amendments to the rules 88 to 97 as approved by the AGM 2013. This was approved by 104 proxy votes and a majority in the room exceeding 75% of members present.</p>
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15/5	<p><u>Resolution 4 Arrangements for the accounts for the year ended 31st May 2016</u></p> <p>JK put this motion to the members that the Society continues with the arrangement to undertake an independent examination of the accounts in place of a full audit.</p> <p>Resolved that an independent examination of the accounts in place of a full audit for the year ended 31st May 2016 be approved by 103 proxy votes and a majority in the room.</p>
15/6	<p><u>Resolution 5 Reappoint Hargreaves & Woods</u></p> <p>JK put his motion to members.</p> <p>Resolved that Hargreaves & Woods be reappointed by 101 proxy votes and a majority in the room.</p>
15/7	<p><u>Resolution 6 To approve a change in the CFU membership year</u></p> <p>The membership year currently runs from 1st July to the following 30th June, with the business year running from 1st June to 31st May. A proposal was made in the Big City Survey that the CFU membership date should be changed to be in line with the business year. 99% of respondents to the survey had supported this proposal. GM put this motion for change to the members.</p> <p>Resolved that from 2016 and subsequent years CFU membership will run from 1st June by 103 proxy votes and a majority in the room.</p>
15/8	<p><u>Resolution 7 To approve a change in the allocation of tickets for all ticket matches</u></p> <p>The current arrangements are that only season ticket holders receive priority allocation for all ticket matches. A proposal was made in the Big City Survey that in future the allocation should be as follows and this was supported by 91% of respondents to the survey:</p> <ul style="list-style-type: none"> I. Season ticket holders first II. CFU members second III. Open sale third <p>GM put the motion for change to the members.</p> <p>Resolved that with immediate effect that the allocation for all ticket matches should be as set out above by 105 proxy votes and a majority in the room.</p>
15/10	<p><u>Resolution 8 Election of candidates to the Board</u></p> <p>Marion Needham thanked Jim Betts, Alan Fox (independent scrutineer from Wrexham Supporters Trust) and Richard Lynes the work they had undertaken as members of the Election Management Group to ensure that all aspects of the Election Policy had been complied with. She asked AF to read out the votes for candidates in the order that they had appeared on the ballot paper and to then identify the four candidates with the most votes:</p> <p style="text-align: right;"><i>Minute 15/10 continued</i></p>

Minute 15/10 continued

Ed Jones	68
Russell Warburton	45
Alan Povey	73
Nathan Auty	46
Jonny Hughes	103
Gerard Joseph Cummins	33
Anne Salmon	113
Laurence Kirby	158
Amy Kathryn Davies	66
Mike Griffiths	58
Simon Olorenshaw	151

Resolved that the four candidates with the highest number of votes be elected to the board, subject to clearance from the Football Association by 108 proxy votes and a majority decision in the room, namely:

**Jonny Hughes
Laurence Kirby
Simon Olorenshaw
Anne Salmon**

The new directors were introduced to members prior to the Q&A session with the exception of Laurence Kirby who had sent his apologies as he was recovering from surgery.

15/11

Q and A session

- Concern was expressed about the conditions for wheelchair users particularly during bad weather. It was noted that there was already some funds available that had either been donated or raised and that the Inclusive Blues were planning to commission an independent expert to produce an option appraisal which would be needed to bid for any grants. There was no quick fix to this problem and it remained a priority.
- Training ground – still ongoing with the Community Trust also supporting the need for this but nothing likely to happen in the short term.
- Confirmed that Steve Burr had the money from Crowdfunder and the money from the sale of Kingsley James had been received, also the loaning out of players was resulting in some saving in wages.
- Confirmed that the question of team selection is one for the football manager as the board do not get involved in matters of team selection only budget monitoring.
- A request was made that the board should consider whether or not members of staff should be CFU members and also to nominate members for election. It was agreed this would be considered as part of the review of the election policy. This review will include whether or not hustings form part of future election arrangements. **Action: MN**

Minute 15/11 continued

	<p><i>Minute 15/11 continued</i></p> <ul style="list-style-type: none"> • Noted that there were plans to use the car park for more events including car boot sales. • Confirmed that about 25% of members had voted in the election, whilst closer to 50% had responded to the shirt vote. • A request was made that when the new board is in place that a director should be allocated to the Exiles – this was agreed. Action MN • In respect of the decline in match day attendances it was noted that there was a discussion taking place with the Community Trust about establishing a family enclosure and also ways in which they could help with bringing in more children. Also noted that the Community Trust had been present at Fresher’s Week at the University of Chester as one way of encouraging students to attend. GM reminded members that the players train at the University and there is an open invitation from the manager for anyone to attend training. • Noted that GM had been contacting lapsed CFU members to get them to renew, also that the push for both renewals and new members when selling season tickets had been successful with a total of 134 new members over the same time last year. It was expected that one of the new directors would take the lead on membership issues. <p>In conclusion GM said that there had been some good ideas in the various manifestos submitted and he hoped that it may still be possible to involve some of the people who had not been successful in the election.</p>
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The meeting closed at 9.55pm

Minutes agreed as a true record at the AGM held on

Signed Signed