



**Minutes of the 109<sup>th</sup> Board Meeting of the English Chess Federation**

**11:30-17:30 – Friday 25<sup>th</sup> November 2016**

**British Film Institute, London**

**Present:**

Chief Executive, Mike Truran	MT
Director of Finance, David Eustace	DE
Director of Home Chess, Alex Holowczak	AH
Director of International Chess, Malcolm Pein (from item 7 until 11)	MP
Director of Junior Chess and Education, Traci Whitfield	TW
Director of Membership, David Thomas	DT
Non-executive Chairman, Julian Clissold	JC
Non-executive Director, Julie Denning	JD
Non-Executive Director, Stephen Woodhouse	SW

**Other Attendees**

Chairman, Governance Committee, Robert Stern	RS
Junior Directorate Finance Manager, Christelle Hafstad	CH
Office Manager and Minutes Secretary, Gary Willson	GW

**Absent with Apologies:**

President, Dominic Lawson	DL
Director of Women's Chess, Sarah Longson	SL
Chairman, Finance Committee, Tim Herring	TH

**Housekeeping**

1. Apologies for absence

Apologies for absence were noted. Stephen was welcomed to his first Board meeting.

2. Move to approve the agenda

The Agenda was approved.

3. Move to approve Minutes of Board meeting 108 held on 15<sup>th</sup> October 2017

- (a) Approval

The minutes as previously published were formally approved.

- (b) Redaction

There were no redactions.

- (c) Matters arising

There were no matters arising.

4. To note E-mail votes taken since the last Board meeting

There were no email votes undertaken since the last Board meeting.

### **Appointments**

5. Directors to advise the Board of the appointment of officers for 2016-17.

The original appointments document dated September 2015 is sound in process, but as constituted, is over complex and burdensome in execution. It was agreed to reduce the appointments to 3 levels ((i)appointed by Council, (ii) appointed by the Board, (iii) appointed by individual director), and ensure all significant public facing and financial positions be level 2.

AP 109/1 All Board members to review the contents of the appointments spreadsheet by 5<sup>th</sup> December and pass comments to GW, results to be amalgamated and published on website.

### **Update on Action Points**

6. Consideration of outstanding actions only.

It was agreed all actions were cleared, save for:

- 100/5 & 6      Superseded.
- 103/13        On-going, GW to chase
- 103/14        GW to speak to webmaster, in order to use the website as a basis for reviewing published documents. To be taken forward in conjunction with RS so as to include the articles/regulations. RS to send GW a copy of the previous email.
- 106/4         Complaints procedures to be considered within the Governance Committee.
- 106/6         Ongoing.
- 107/16        Directors to draw up activity plans to underpin the Strategy Document, including KPIs, in time for the next Board meeting. Ongoing.
- AP 109/2      NEDs to include Board Review in their own action plans, and implementation of Pearce, in time for the next Board meeting.
- AP 109/3      MT to speak to MP concerning action plans.

### **Urgent Business**

- 7. **Finance:**
  - i. Five Year Plan: Update and discussion on the implications of the decisions made at the Council meetings on 15th October including the proposed five year plan, increases in membership/game fees, establishing a core ongoing operational costs baseline, drawdown of capital funds from the two trusts and transfers to the Chess Trust.
  - ii. Finance Team changes: Update on arrangements being implemented in consequence of the changes in the finance team and company secretarial duties
  - iii. KPI's and the budget: Performance targets against budgets. This should be mainly the spending directorates. As part of the strategy we intend to have KPI's so that we can measure value for money for the extra spend.
  - iv. Other administrative finance matters.

The Board was appraised of the activity taking place following the death of John Philpott, including production of the accounts, company secretarial activities and bookkeeping. Measures are also being taken to catch up with the production and issuing of game fee invoices.

The Board thanked the PIF Trustees, who had agreed to Council's request to transfer funds to the Chess Trust. DE is further authorised to complete and sign for the provision of internet banking services on behalf of the ECF.

The bank mandate requires changing, as follows:

ECF Current Account and Reserve Accounts (two to sign):

Current

- Christine Carcas
- Phillip Ehr - to be removed; replaced by Gary Willson
- David Eustace
- John Philpott - to be removed; replaced by Tim Herring
- Michael Truran
- Andrew Walker

BCF Current and Reserve Account (two to sign)

Same as above

Congress Disbursements Account (two to sign)

- Christine Carcas
- David Eustace
- Kevin Staveley
- Andrew Walker

- John Philpott - to be removed; replaced by Alex Holowczak

AP 109/4 GW to include KPIs on the next Board Meeting Agenda

#### **8. Governance:**

- i. Board to receive a verbal update from the Chair of Governance including consideration of the proposed progress on Council Voting (RS) (20 minutes)

RS presented options on the possible Council voting arrangements. It was agreed that options should be put to Council for consideration at the Finance Council meeting, following an opportunity for consultation. RS agreed to produce a paper that would form the basis of a consultation document to be circulated for comment to members and Council delegates.

AP 109/5 RS to draft a paper on behalf of the Board on voting options by Friday 2<sup>nd</sup> December to be circulated around the Board for comment. Final version to be issued for consultation in January

- ii. Board to confirm the term lengths for all members of the Standing Committee.

The Board confirmed that the election rota for the Governance Committee was that Mike Gunn and Andrew Leadbetter would be required to stand for re-election in 2017, Robert Stern in 2018 and Angus French in 2019. The equivalent dates for the Finance Committee were Ray Clark 2017, Tim Herring 2018 and Ian Reynolds 2019

#### **9. ECF Key Positions: Company Secretary and Financial Controller**

A bookkeeping company is in the process of being engaged to assist the ECF with everyday accounting, which should reduce the need for a Financial Controller in the short term. Angus French has volunteered to maintain the voting register (a role which now falls under the Chair of Council). The Office now undertakes meeting management and production of minutes, leaving the company secretarial role as one carrying out standard secretarial functions such as regulatory returns. A volunteer has come forward who will be approached.

AP 109/6 JC to speak to Mike Gunn with a view to contacting Angus French about the Voting Register Officer role.

AP 109/7 SW to contact DE with details of the Company Secretary information he holds.

AP 109/8 DE to contact the volunteer concerning fulfilling the role of Company Secretary.

#### **10. Game Fee.**

The Board accepted the proposal to introduce three free games per subscription year and abolish game fee. Leagues will be invoiced £25 for every non-member who plays more than three games. It was agreed that a formal proposal should be put to the Finance Council meeting.

AP109/9 DT to set out a detailed process on the issuing of game fee proposals, in time for it to be agreed, consulted on and put to Council.

#### **11. Membership System Software Requirements.**

The paper from DT was noted.

AP 109/10 DT to produce a project plan for new membership software, to be circulated before Xmas.

#### **12. Report of the Director of Home Chess**

A request had been made for six named arbiters to be awarded the old title of "Senior Arbiter". The Board did not agree to this proposal as their nominations were received after the title ceased to exist.

The Board did agree, as part of a transitional arrangement, that the title could be awarded if a candidate had already passed a FIDE Arbiters Seminar, so long as the relevant norms are achieved before 1<sup>st</sup> July 2017.

Given the lack of entries it traditionally attracts, it was agreed that we would not run an Open section as part of the National Club Championships 2017. It was agreed (with 4NCL directors not taking part in the vote), that the winner of Division 1 of the 4NCL would be awarded the title from 2017 and for future years, the ECF reserving the right to cancel the agreement in future should it so wish.

### **13. BCC Qualification Regulations**

Papers previously issued were discussed. The Board confirmed it understands the proposals made by AH, and agreed with the proposed next steps (four votes for, one against, two abstentions). The proposals are to be sent out for consultation and feedback considered.

### **14. Office relocation**

The Board agreed in principle to move the Office upstairs at the Watch Oak and co-locate the library (carried nem con). The extra £4k annual running costs of this were noted, and it was agreed that this was a very worthwhile investment given the benefits that would accrue. The Board also noted that the PIF trustees had been approached with a view to the PIF supporting the one-off relocation costs.

### **Non-Urgent business**

### **15. Proposed board meeting dates January to July 2017**

It was agreed that future Board dates were: 30 Jan, 28 Feb, 29 Mar, 27 Apr, 2 Jun, 3 Jul, subject to the date of Finance Council being confirmed. It was agreed to extend the dates to the end of the calendar year, and not to hold meetings every month if it transpired that this was unnecessary.

AP 109/11 GW to speak to MG concerning the date of Finance Council, as mid April falls on Easter Saturday.

AP 109/12 GW/JC to extend Board dates to the end of the calendar year.

### **16. Awards.**

16.1. The Board to consider whether to accept the advice from the retiring Chairman of the Committee that two of the existing awards should be discontinued.

16.2 The Board to consider whether the introduction of a DVD of the Year Award would be advantageous.

It was clarified that there is in fact one award and not two, for Magazine or Bulletin of the Year. The Board agreed with the recommendation that it be discontinued. The Board is not minded to introduce a new award of DVD of the Year, as there is a lack of expertise to judge.

## **17. Council**

The Board is keen to ensure the recently elected Chair of Council is adequately supported to help him perform his entire role, whilst noting that responsibility for ensuring appropriate support rests with the Chair of Council and not the Board.

AP 109/13 JC to speak to Mike Gunn on behalf of the Board, to ensure the new Chair of Council is adequately supported to perform his duties.

## **18. Other Business**

The ECF has agreed a sponsorship deal with Moo.la, subject to contract. Full details will be published shortly. The Board expressed its thanks to MT and MP for their hard work in securing this agreement.

The Junior Directorate has been working with the 4NCL and Bridge Overseas to organize accommodation at their Academy events. It was agreed that a memorandum of understanding should be drawn up to document more clearly the nature of the relationship between the ECF, the 4NCL and Bridge Overseas.

AP 109/14 MT and DE to draw up a memorandum of understanding between the ECF and Bridge Overseas and to pass to SW/RS for review.

Date and venue of next Board Meeting

Mon 30th January, Birmingham

Meeting closed 16:05