



Minutes of the 86th Meeting of the English Chess Federation Board
on
Wednesday, 28th May 2014
at
Teleconference by Skype

The Board meeting opened at approximately 8:00 pm.

Present:

Phil Ehr*	Chief Executive	Chair
David Eustace	Director of Finance	
David Thomas	Director of Membership	
Alex Holowczak*	Director of Home Chess	
David Openshaw	Director of International Chess	
Lawrence Cooper	Director of Junior Chess and Education	
Julian Clissold	Non-executive Director	
Angus French	Non-executive Director	

In Attendance:

Chris Majer**	Chairman of the Governance Committee
John Philpott	Company Secretary
Chris Fegan*	Strategy Advisor

Apologies:

Bob Kane	Commercial Director
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* PE, AH, CF were together at the Hillscourt Hotel & Conference Centre, Rose Hill, Rednal, Birmingham.

** Skype connection with CM was not operating, so he contributed via speakerphone.

1. This meeting was called on an urgent basis to address matters related to the notice for the Directors to convene an Extraordinary General Meeting (EGM). That notice was received on 11 May 2014 from Sean Hewitt, the representative member for the Leicestershire & Rutland Chess Association, the Coventry & District Chess League, the South East Lancashire League, the Stockport and District Chess League, the Atkins Memorial Congress and the e2e4 Congresses.

2. Prior to the Board meeting, the Board appointed Bob Kane as Commercial Director by email vote. (Seven votes for the appointment; one director not voting.) The appointment resulted in nine of the ten Board posts filled. The President's post remained vacant.
3. Sean Hewitt's motion in his 11 May EGM calling notice was "Council hereby instructs the board to appoint Sean Hewitt to the vacant post of Non-Executive Director". Chris Majer had served as the Board's liaison with Sean Hewitt, due to the Company Secretary being on holiday. Following communication between Sean Hewitt and Chris Majer, the Board considered amendments to the language of Sean Hewitt's original motion, such that Sean Hewitt's intention could be presented to Council in a manner to comply with the Articles of Association. The settled version was, "Council instructs the Board to temporarily increase the number of Board directors to eleven (11) and to appoint Sean Hewitt as a Non-executive Director."
4. A comprehensive discussion followed that covered points of procedure and compliance with the ECF Articles of Association and Company Law. Points included: timelines for calling and convening an EGM, the propriety of adhering to the original timeline when the substantive motion had changed, ambiguity in Article 20 of the Articles of Association, the location, date and cost of the EGM and the risk that an EGM may not be quorate. The Board concluded that EGM preparations should continue on the original timeline, and that Chris Majer should continue to work with Sean Hewitt regarding the appropriate language of the motion.
[Note: Subsequent to this Board meeting, an EGM calling notice was prepared. On 1 June, Sean Hewitt wrote that he was taking the matter no further. (Reference Sean Hewitt's email of 1 June 2014, 00:12, to Chris Majer)]
5. The meeting was closed at approximately 10 pm.

Signed as an accurate record: Phil Ehr

Date: 15 July 2014