

Minutes of the 99th Board Meeting of the English Chess Federation
Held at the British Film Institute, Stephen Street, London, on Friday 23rd October 2015

Present: Julian Clissold (Non-Executive Director) (JC)
Julie Denning (Non-Executive Director) (JD)
Alex Holowczak (Director of Home Chess) (AH)
Malcolm Pein (Director of International Chess, FIDE Delegate) (MP)
David Thomas (Director of Membership) (DT)
Traci Whitfield (Director of Junior Chess) (TW)

In attendance: Chris Majer (Chair, Governance Committee) (CM)
John Philpott (Company Secretary, minutes to item 7) (JP)
Mike Truran (Chair, Finance Committee)
Gary Willson (Office Manager, minutes from item 8) (GW)

1 Appointment of Chairman

In the absence of a Chief Executive, JC was appointed to the Chair for this meeting.

2 Apologies for Absence

Apologies had been received from Dominic Lawson (President) (DL) and David Eustace (Director of Finance) (DE). DL had appointed MP as his alternate.

3 Approval of the Agenda

JD's proposed that the Board should address early in the meeting the immediate actions necessary as a result of the events at the AGM. It was agreed to deal with these after item 6.

MP proposed that the Board should have a frank discussion about the actions of the Chairman of the Governance Committee at the AGM. Such a discussion took place but was not minuted.

Subject to these additions, the agenda was approved.

4 Minutes of the 98th Board Meeting.

The draft minutes were agreed as a true record (proposed DT, seconded AH). These would be published in full, save for some redaction in item 18.

There were the following matters arising:

- Item 11. TW advised that the ECF had signed up with SAFECIC, and had sent through the draft Child Protection Policy for review.
- Item 11 While TW was working on identifying roles under the policy, the Board would need today to appoint a Safeguarding Lead, who had to be a Director.
- Item 12. Melville Rodrigues would not be able to provide the full range of services to the ECF himself and would need to involve others.

5 To note Email Votes taken since the last Board Meeting.

None.

6 Update on action points

The list provided by GW was briefly discussed.

6A Immediate actions following the AGM

- DT needed to produce an analysis in respect of the apparent shortfall of memberships, but would defer doing so until after the MO deadline.
- AH advised that the Tradewise Grand Prix rules had been published on the website.
- MP had met David Openshaw for lunch, and agreed that David would remain as a selector and fulfil the role of Head of Delegation for the European Team Championships
- TW would circulate the revised Junior Selection Policy by e-mail.
- It was recognised that there was a need to clarify reporting responsibilities for those who previously reported to the Chief Executive or Commercial Director. Mark Jordan, the Publicity Manager, had expressed particular concerns. Mark would like to report to MP, but MP was reluctant to take this on unless he had an Alternate. It was agreed that in the immediate future Mark should report to the NEDs.

AP 99/1: DT to complete his membership analysis after the MO deadline

AP 99/2: TW to circulate the revised Junior Selection Policy

7 Vacant Directorships – actions to be taken

(a) Chief Executive

Four possible strategies had been identified ahead of the meeting: (i) Consider a range of people not currently associated with the Board who might have the background to undertake the role, allocate names to individual Board members to sound out and discuss relative merits at the next Board meeting; (ii) Call an EGM, invite candidates to stand and run a formal election; (iii) Look to a current Board member to step up to the mark, either in the short or medium term; (iv) manage without a CEO until April and hold an election at the Council meeting. Possibility (ii) was dismissed, but it was agreed that the other possibilities should continue to be explored. (iv) was seen as a likely outcome, but it should be held in reserve until (i) and (iii) had been exhausted.

(b) Commercial Director

MP emphasised the importance of the relationship with Tradewise, with which there was a signed agreement. The interface with Tradewise had hitherto been through DL, Bob Kane and Phil Ehr. Bob was understood to be willing to assist in the interest of providing continuity. It was recognised that this would be a challenge without a Chief Executive, and that the Finance Director and Chairman of the Finance Committee would need to be closely involved. The Board supported the concept of MT dealing with Tradewise if a formal introduction to Michael Bradshaw could be arranged.

Instead of appointing a new Commercial Director, the Board favoured the concept of appointing a

Commercial Manager, who could be offered financial incentives for raising revenue. It was recognised that this would represent a significant change of direction. Any appointee might come from outside the chess community, and could be a company rather than an individual.

The absence of a Commercial Director would leave a Directorship that the Board could fill with either an Executive or a Non-Executive. The Board agreed unanimously that the best option would be to advertise for a third Non-Executive Director: one of the three Non-Executive roles could take in practice take on the role of Non-Executive Chairman recommended by the Pearce Commission ahead of the Articles being amended to reinstate this position.

CM recommended that the Articles should in any event be amended in April to increase the maximum permitted number of directors.

8 Election Process prior to the day of the AGM

JP expressed concern that the Byelaw provisions governing the conduct of the elections are now outdated; the rules had not been written with the internet and e-mail in mind. The Board agreed that proposals should be put to Council to consider for future elections.

AP 99/3: JP and CM¹ to identify amendments to the election process, for the Board to propose to the next Council Meeting.

9 Voting Procedures on the day of the AGM

The Board agreed that the tellers were under significant pressure on the day, due mainly to the count starting late, the lack of a quiet room to conduct the vote and the lack of a laptop to record results on a spreadsheet. The Board agreed that in future, (a) an extra room would be booked; (b) a laptop would be provided to record the count(s); (c) more time would be allowed to perform the count.

10 Appointments Framework

The Board confirmed that it was content to run for the time being with the structure of the Appointments Framework document agreed at the previous meeting, although fine tuning in respect of the classification of Officers and the approvals required for level 3 would be needed. The Safeguarding Lead would need to be included as an additional level 2 post.

11 Level 2 Appointments

The following appointments were confirmed by the Board:

- Company Secretary – John Philpott
- Pro-Bono Legal Advisor – Melville Rodriguez
- Chief Arbiter – David Welch
- Manager of Grading – Brian Valentine
- Manager of the British Chess Championships – Kevin Staveley
- Safeguarding Lead – Traci Whitfield
- Head of the Academy – Andrew Martin
- Manager of Chess in Schools – Neill Cooper

¹ As a result of Chris Majer's subsequent resignation as Chairman of the Governance Committee, his action points will need to be reassigned.

The positions of Strategic Advisor and Manager of Women's Chess were left vacant. Other incumbents were deemed to remain in post until the positions were formally discussed by the Board.

The Board expressed its thanks to Neill Cooper for the incredible job he was doing in promoting secondary school chess.

12 Level 3 Appointments

DT proposed that in the absence of a Chief Executive and Commercial Director, directors should be permitted to confirm Level 3 appointments by obtaining the agreement of any two other directors. It was agreed that this would be a pragmatic approach to adopt.

Work would need to be done on all other level 3 appointments, especially those to be appointed by the Chief Executive and Commercial Director. Until the exercise had been completed, all incumbents were deemed to remain in post unless they chose to stand down..

AP 99/4: JP & NEDs to consider L3 posts normally appointed by Chief Executive or Commercial Director.

AP 99/5: All other L2 & L3 appointments not discussed to be considered by Directors ahead of the next meeting.

13 The Directors' and Officers' Responsibilities Regulations.

It was agreed that these need to be reviewed both in light of a number of specific recommendations of the Pearce report, and to address a long overdue rationalisation of the stylistically inconsistent and overlapping text if the Regulations are to be used to appoint board vacancies.

AP 99/6: CM and the Governance Committee, in consultation with the Company Secretary, to propose a review of Regulation 2 ahead of the next meeting.

14 Strategic Planning

The Board agreed that this issue is a lower priority for the immediate future, given the need to take actions as a result of the outcome of the AGM.

15 Governance Review

Some of the recommendations from the Governance Review may be able to be implemented quickly, whilst others may need to go to Council for them to decide on a way forward. Some concern was also expressed as to the capacity of the Governance Committee to undertake this extensive piece of work.

It was agreed therefore that a working party be established as a matter of urgency to draw up a series of recommendations for the Board to consider and take forward, possibly at a ring-fenced Board meeting. This may include Roger Emerson or a representative from the Governance Committee.

AP 99/*: JD and JC (NEDs), with a representative from the Governance Committee, to draw up a series of actions and present these to the Board, based on the individual recommendations of the Governance Review, specifically to identify which actions can be completed immediately and

which may need Council confirmation.

16 Specific Objectives to achieve by the 2016 AGM

There was insufficient time to consider this item,

AP 99/7: JP to write to the Board concerning his intentions in proposing this item.

17 Schedule of Future Board Meetings

Some discussion was had concerning the next few Board meetings, in particular, whether a whole day ought to be devoted to Strategic Planning, Governance Review, and/or other important business.

It was agreed that the next meeting would be held on 20th November in Birmingham.

AP 99/8: GW to write to Board members to identify potential future Board meeting dates.

18 Any other business

The Board confirmed that David Sedgwick would represent the ECF at Peter Wilson's funeral.

The meeting closed at 16:00