

## Amendments to Regulation No. 2

Regulation No. 2 (The Directors and Officers Responsibilities Regulations) has developed piecemeal over a long time. The Pearce Review recommended a number of fundamental changes and it is considered to be in need of thorough revision to reflect current practices and be presented in a consistent style. It is intended that this be included in the work of the Governance Review Sub-Committee, but it will not be accomplished in time for the Finance Council in April 2016. However, certain immediate changes are needed to complement the changes to the Articles that Council is being asked to approve under item 13. These cover the following points:

- Responsibilities of the re-established post of Non-Executive Chairman
- Responsibilities of the Chairman of the Council
- The FIDE Delegate
- Establishing a 3-year rota for elections

The Board asks Council to note the following changes to the Regulations that it will make if the proposed changes to the Article are approved.

**Non-Executive Chairman:** Add the following description of the responsibilities of the post:-

“Chairs meetings of the Board, is responsible for the organisation and conduct of Board meetings and manages the agenda and documentation for those meetings in conjunction with the Chief Executive and with the assistance of the Company Secretary.

“Ensures he or she is au fait with the ECF Memorandum, Articles, Bye Laws and Regulations.

“Is responsible for the efficient operation of the Board and ensuring, jointly with the Chief Executive, that agreed policies and procedures are adhered to.

“Prepares a joint report to Council with the Non-Executive Directors.

“Performs a formal annual review of the work of the Board.

“Is responsible for the work of the Company Secretary.”

**Chairman of the Council:** Add the following description of the responsibilities of the post:-

“The Board and Council work cooperatively, but independently, in furtherance of the aims and objectives of the ECF and English chess. The Chairman of the Council will liaise with the Board primarily via the Secretary, although (s)he may be invited to attend Board meetings for specific items of discussion. The Chairman of the Council will agree the agenda of Council Meetings with the Secretary and approve draft minutes for publication on the ECF website. He or she must familiarise him / her self with all matters to be put before Council to ensure the efficient conduct of meetings and be conversant with the ECF’s Articles of Association, Bye Laws and Regulations. The ability to chair large meetings effectively is required. The Chairman of the Council ensures that the decisions and views of the membership are accurately and fully conveyed to the Board, and retaining the confidence of the membership in this regard is an essential aspect of the role.”

**FIDE Delegate:** delete “(This Officer post is elected by Council but is not a Directorship)” and add a new final sentence “In all dealings with FIDE and ECU seeks, and acts in accordance with, instructions from the Board”. The full text then reads:-

“In conjunction with the Director of International Chess, represents the interests of the Federation to FIDE and the ECU; communicates all relevant decisions by FIDE and the ECU to the Federation. Promotes the appointment of suitable English candidates to FIDE and ECU posts and committees. Works with the Manager of Congress Chess and the Director of Home Chess to advise the Federation of all FIDE and ECU matters. In all dealings with FIDE and ECU seeks, and acts in accordance with, instructions from the Board.”

**Election Rota:** add the following new section:-

“With the adoption of elections for 3 year periods for Directors and Chairmen and Members of Standing Committees, but with elections staggered in order to maintain a level of continuity on the Board and Standing Committees, the election rota set out below will be established commencing at the 2016 AGM.

Post	Initial Term from 2016 AGM
President	2 years
Non-Executive Chairman	3 years
Chief Executive	2 years
Finance Director	1 year
Non-Executive Director 1*	1 year
Non-Executive Director 2*	3 years
Home Director	1 year
International Director	3 years
Junior Director	2 years
Membership Director	1 year
Chairman of Governance	2 years
Chairman of Finance	3 years

“Members of Standing Committees shall be elected or re-elected on rotation, as determined by the Standing Committee concerned.

“Subsequent terms shall be 3 years for all posts.

“It is in the interest of Board renewal that no individual should serve continuously in the same post for more than 2 terms commencing from the 2016 elections. There is therefore a strong presumption that service in the same post will be limited to not more than 2 terms thereafter, subject to availability of alternative candidates acceptable to Council.

“\*current Non-Executive Directors seeking re-election in 2016 shall be assigned as post 1 or post 2 according to the period previously served.”