

## **Agenda for the ECF Annual General Meeting of 17 October 2020 commencing at 1.30pm**

To be conducted online using Zoom software

The technical place of meeting is the home of the Chair of Council

### **1 Appointment of Chairman**

If the Chairman of Council is not present within 15 minutes after the time appointed for the holding of the meeting then Council shall elect one of its members to chair the meeting.

### **2 Observation of a minute's silence**

For colleagues who have died since the last meeting

### **3 Notices**

(a) Representatives are directed to the ECF website for the information usually on display at meetings, namely:

Details of voting entitlements;

Apologies for absence;

Members voting by individual proxy;

Members voting by Proxy to the Chairman of the Meeting. [C33.3].

(b) Announcement of others in attendance with the permission of the Chairman.

(c) Appointment of Tellers.

The Chairman intends to appoint tellers in advance of the meeting, who will then have had time to familiarise themselves with the process. The Chairman will ask Members to accept these tellers.

### **4 Minutes of the Last Meeting**

Approval and, if necessary, correction of minutes of the Finance Council Meeting held on 18 July 2020. [C33.4]

Council is invited to consider this resolution:

Council resolves that the Chairman of the meeting shall sign the minutes of the Finance Council Meeting on 18 July 2020 as being an accurate record.
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### **5 Matters Arising from these Minutes and not otherwise on the agenda.**

### **6 To receive and approve the following reports**

(a) The Board of Directors' Report [C33.6a]

(b) Report from the Non-Executive Directors [C33.6b]

(c) The Strategy Statement and Business Plan [C33.6c]

(d) The Chairman of the Governance Committee's Report (Robert Stern) [C33.6d]

(e) The Chairman of the Finance Committee's Report (Nick Faulks) [C33.6e]

**7 To Note Special Reports on the Current State of the ECF**

- (a) From the Director of Membership [C33.7a]
- (b) From the Director of Finance [C33.7b]

**8 To Note Revision of Regulation No 2: The Directors and Officers Responsibilities Regulations [C33.8]****9 Elections**

- (a) Director of Finance

**Adam Ashton**, nominated by Mike Truran (Chief Executive) and David Eustace (Outgoing Director of Finance). [C33.9a]

- (b) Director of Home Chess

**Nigel Towers**, nominated by Mike Truran (Chief Executive), David Eustace, (Director of Finance) and Adrian Elwin (outgoing Director of Home Chess) [C33.9b (i)]

**Tim Wall**, nominated by Northern Counties Chess Union, Cumbria County Chess Association, Durham County Chess Association, Northumberland County Chess Association, Yorkshire County Chess Association, Northumbria Junior Chess Association, Aga Milewska, Bronze Direct Members' Representative, and Rob Willmoth, Gold Members' Representative [C33.9b(ii)]

- (c) Director of Membership

**Rob Willmoth**, nominated by Mike Truran (Chief Executive), Dave Thomas (outgoing Director of Membership), Middlesex County Chess Association and Lorin D'Costa, Gold Direct Members' Representative [C33.9c]

- (d) Non-Executive Director

**Natasha Regan**, nominated by Mike Truran (Chief Executive), Malcolm Pein (Director of International Chess), Chris Fegan (Director of Women's Chess) and Robert Stern (Chairman of the Governance Committee) [C33.9d]

- (e) Chairman of Council

**Michael Farthing** standing for re-election

- (f) FIDE Delegate

**Malcolm Pein** standing for re-election

- (g) Members of Finance Committee (this committee has no fixed size)

**Ray Clark**, nominated by Nick Faulks, Chairman of the Finance Committee

**David Eustace**, nominated by Nick Faulks, Chairman of the Finance Committee

- (h) Members of Governance Committee (this committee has no fixed size)

**Michael Farthing**, nominated by Robert Stern, Chairman of the Governance Committee

**Stephen Greep**, nominated by Robert Stern, Chairman of the Governance Committee [C33.9h]

**10 Appointment of Auditor**

To appoint an auditor

**11 Amendment to the Articles to Permit Online Meetings**

To consider a motion from the Governance Committee concerning the option of holding future meetings of Council by virtual or partially virtual means [C33.11]:

Council resolves that the Articles of Association of the English Chess Federation be amended by:

1. numbering the existing article 16 as 16 (1) and inserting thereafter the following wording:

“(2) If (a) it is decided by the Chairman of the Council (or if there is no Chairman of the Council, the Board) that in light of prevailing circumstances it is impractical, undesirable or unlawful for Members (or their proxies) physically to attend a General Meeting

or (b) it is resolved by Council that a future General Meeting should not be held physically,

then Members (or their proxies) shall take part in a General Meeting by telephone conference or by using video teleconferencing equipment or by use of other equipment of like effect designed to allow everyone to take part in the meeting. Council may also resolve that a meeting can be held with some Members (or proxies) in physical attendance and others attending by using such technology. Taking part in a meeting by using such technology will count as being present at the meeting and will entitle the Member (or his proxy) to vote and count in the quorum and any such meeting will be deemed to take place at the place where the chairman is.”

2. inserting in article 20 after the word “place” the words “(save that the requirement to specify a place of meeting shall not apply if there is no statutory requirement to specify a place of meeting)”.

Note: As this motion involves a change to the Articles of Association it is a “special resolution” and requires a 75% vote in favour to be passed. It is also not possible to amend this motion during the meeting (with the exception of trivial spelling or typographical changes)

**12 Ordinary Resolution for Consequential Revision to Bye Law No 3**

If Item 11 receives approval Council is asked to amend Bye Law No. 3 to provide clarity on the sequencing of venues for meetings that are not online:

Council resolves that Bye-law No. 3 (the Procedural Bye-laws) be amended by inserting at the end of paragraph 2.1: “For the purposes of this paragraph 2.1, if a meeting is held virtually it shall be deemed to have taken place in the place contemplated by the two-year cycle”.

### 13 Amendment of the Articles concerning the re-election of Directors

To consider a motion from the Northern Counties Chess Union regarding the right of existing Board directors to be re-elected:

Council resolves:

That the Articles of Association be amended as follows:

Instead of:

‘59. At each Annual General Meeting held in or after 2017 Directors shall retire in accordance with the Board Rota.

60. Any Director who retires at an Annual General Meeting pursuant to Article 59 shall be eligible for re-election at such Annual General Meeting.’

They should be changed to read:

‘59. In the interests of Board renewal, all Directors are eligible to serve a maximum of two consecutive terms in the same board position. At each Annual General Meeting, Directors shall retire in accordance with the Board Rota.

60. Any Director who retires at an Annual General Meeting pursuant to Article 59 shall not be eligible for re-election at such Annual General Meeting, but if the post is not filled at that Annual General Meeting then that retiring Director may consequently be appointed by the Board to fill the vacancy in accordance with Article 57.’

That the amended Articles of Association come into effect immediately, and that this resolution is enacted before the Board elections take place at the 2020 AGM.

That additionally the Board is directed to amend Regulation No. 2 (Election Rota) accordingly.

Note: As this motion involves a change to the Articles of Association it is a “special resolution” and requires a 75% vote in favour to be passed. It is also not possible to amend this motion during the meeting (with the exception of trivial spelling or typographical changes).

The Governance Committee comments on this motion [C33.13&14]

#### 14 Amendment to Bye Law No. 1: The Direct Members' Bye Laws

To consider a motion from Stewart Reuben, Direct Members' Representative (Life members) and John Reyes, Direct Members' Representative (Silver) to amend the Direct Members' Bye Laws:

Council resolves that

Bye Law No 1 (The Direct Members Bye Laws) be amended by replacing the first sentence of paragraph 5.2 from:

'Each of the five categories in 5.1 shall be entitled each year to elect two representatives (who shall be Direct Members but not necessarily of the relevant category).'

to read:

'Each of the five categories in 5.1 shall be entitled each year to elect two representatives (who shall be Direct Members of the category they seek to represent).'

Note: This motion, though having constitutional implications, only involves the bye laws and therefore requires an ordinary simple majority in favour to be passed

The Governance Committee comments on this motion [C33.13&14]

#### 15 Formation of Working Group on Safe Restarting of Chess

To consider a motion from Cumbria Chess Association and Durham Chess Association to instruct the ECF Board to form a Working Group:

Council resolves:

that the ECF Board should convene at the earliest possible opportunity a Working Group comprised of experienced organisers and arbiters, plus qualified medical and health & safety professionals, to encourage and support the safe, socially distanced restart of over-the-board and hybrid (online under arbiter supervision) chess events over the coming year.

that the Working Group be available to offer advice to clubs, leagues, congresses and other chess events in completing and publishing Risk Assessments for their venues that comply with government safety guidelines on preventing the transmission of the Covid-19 virus.

#### 16 Awards

Council is invited to note the awards for 2020 as set out in the website presentation from Stephen Greep.

[<https://www.englishchess.org.uk/ecf-awards-2020-citations/>]

#### 17 Time and Place of Future Meetings

To approve the dates of the Finance Council and AGM in 2021:

Council resolves that in 2021 its Finance Meeting shall be held in Birmingham on 24 April 2021 and its Annual General Meeting shall be held in London on 16 October 2021.

**18 Any Other Business**

To consider any other business, notice of which has been given to the Chairman of the Meeting and which is of a minor nature only. Matters of substance may not be raised under this heading except in terms of information or a preliminary notification of important business for a future Meeting.

*Note: Council representatives are entitled to appoint a proxy. A proxy need not be a member of the Company. Notification of proxies must be received by the end of Wednesday 14<sup>th</sup> October using the form of words in the Articles of Association (and notified separately to members in the letter accompanying this agenda).*