

Agenda for the Finance Council Meeting of 24 April 2021 commencing at 1.30 pm

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. [C34.3].

This document will be regularly revised as new information is received.

(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 this decision.

4 Minutes of the Last Meeting

Approval and, if necessary, correction of minutes of the Annual General Meeting held on 17 October 2020. [C34.4]

Council is invited to consider and, if thought fit, approve this resolution:

THAT the Chairman of the meeting shall sign the minutes of the last Annual General Meeting on 17 October 2020 as being an accurate record.

5 Matters Arising from these Minutes and not otherwise on the agenda.

6 Finance Director's Report and Draft Annual Accounts

To receive the Finance Director's Report [C34.6(1)] and the Draft Accounts for the ECF year ended 31 August 2020 [C34.6(2)] . Council is invited to consider and, if thought fit approve this resolution:

THAT Council receives and accepts the draft financial accounts for the year ended 31 August 2020.

7 Fees

Council is asked to consider, and if thought fit, approve a resolution setting membership and other fees for 2021-22:

THAT ECF membership fees for direct members and member organisations and that game fees remain unchanged from 2020-21 as shown in this table:

	2021/22 (£)
Platinum	75.00
Junior Platinum	75.00
Gold	39.00
Junior Gold	19.50
Silver	27.00
Silver Junior	6.00
Bronze	18.00
Bronze Junior	6.00
FIDE Rated Events	11.00
Congress Pay to Play	9.00
Congress Pay to Play Junior	2.50
Non-Members Game Fee	18.00
Non-Members Game Fee Junior	6.00
Member Organisations	64.00

8 Budget

Council is asked to consider and, if thought fit, approve a resolution setting the budget for 2021-22:

THAT Council accepts the budget proposals for 2021-22 as set out in the Finance Director's documents [C34.8(1) and C34.8(2)]

9 Authority of Variation

Council is asked, in the current uncertain environment, to give the Board freedom in varying the budget by approving this resolution:

THAT the Board may revise the budget in the light of circumstances as they develop during the summer period and beyond, bringing such revisions before future Council meetings as shall be practical.

10 Voting Register

A Special Resolution proposed by the Governance Committee concerning the 2021-22 Voting Register [C34.10-12]

THAT the articles of association of the Company be amended by inserting the following wording at the end of article 22: “The register to be published in 2021 shall be produced on the basis that the number of votes of a member for the purposes of Article 30(1) shall be equal to the highest of (a) the votes it would have if the voting register were prepared without having regard to this sentence, (b) the votes it has in the September 2020 voting register and (c) the votes it has in the September 2019 voting register, and any poll under Article 26 shall be conducted accordingly”.

Note: As this is a Special Resolution the wording may not be amended by the Council and a 75% vote in favour is required for it to be passed

11 Proposals from the Governance Committee on Directors’ Tenure of Office

Following discussions prior to last year’s AGM as to the maximum length of a director’s tenure of office, the Governance Committee has consulted with Council members and developed some proposals. When consulting, the Committee found general agreement that, if limitations are to be introduced, then they should be consistent with elections being spread over a three year cycle. It was also clear that Council members thought it appropriate to make any limitation only apply to service in a particular directorship. There was a wider range of views on the number of terms that should be considered as a maximum. The Governance Committee is bringing forward three Special Resolutions for consideration, namely that a director cannot stand for re-election to a post at an AGM, having just occupied that post:

- (A) for a period longer than one three year term;
- (B) for a period of two consecutive three year terms or longer
- (C) for a period of three consecutive three year terms or longer

Further details of the resolutions are included in the Governance Committee’s paper [C34.10-12].

The procedure to be adopted is that a vote will be taken on each of these three motions at the end of discussion. Council members MAY (and should) vote on each resolution. The resolution to be passed will be the one that achieves the highest percentage vote of votes cast, provided this meets the 75% required for a Special Resolution. This procedure has been adopted as it is not possible to amend the special resolutions in the meeting.

Note: Since publication of the agenda there have been requests for greater clarity here. If none of the motions achieve a 75% vote then the status quo will remain, which is that there will be no limit on the number of terms a director may serve. It is open to members of Council to vote for all resolutions; against all resolutions; for one or two resolutions but against one or two of the others; or abstain in respect of one or more resolutions. So, for example, if a member were in favour of limiting terms for directors but thought that at least two terms should be allowed then the choice might be to vote against C34.11A but in favour of both C34.11B and C34.11C.

Special Resolution C34.11 A

THAT, subject to the condition below, the existing wording of Article 60 be deleted and replaced with: “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 to the same (or substantially similar) Board Position if the Director has then just completed a continuous period of office in such same (or substantially similar) Board Position of longer than one three year term. Any such Director shall be eligible for appointment to the same (or substantially similar) Board Position pursuant to Article 57, but shall not be eligible to stand for election to the same (or substantially similar) Board Position until the Annual General

Meeting in the third year after the year in which the relevant Director was ineligible for re-election. For the purposes of Article 60, a “three year term” shall mean the time period between an Annual General Meeting and the Annual General Meeting held in the third next succeeding calendar year”. Even if passed by the requisite majority, this resolution shall only take effect if the ratio between votes in favour and votes against is greater than the equivalent ratio for each of Resolution (B) below and Resolution (C) below and in the event of ratios being identical a casting vote of the Chairman shall decide which resolution shall take effect.

Special Resolution C34.11 B

THAT, subject to the condition below, the existing wording of Article 60 be deleted and replaced with: “Without prejudice to the provisions of Article 57, 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 to the same (or substantially similar) Board Position if the Director has then just completed a continuous period of office in such same (or substantially similar) Board Position of two consecutive three year terms or longer. Any such Director shall be eligible for appointment to the same (or substantially similar) Board Position pursuant to Article 57, but shall not be eligible to stand for election to the same (or substantially similar) Board Position until the Annual General Meeting in the third year after the year in which the relevant Director was ineligible for re-election. For the purposes of Article 60, a “three year term” shall mean the time period between an Annual General Meeting and the Annual General Meeting held in the third next succeeding calendar year”. Even if passed by the requisite majority, this resolution shall only take effect if the ratio between votes in favour and votes against is greater than the equivalent ratio for each of Resolution (A) above and Resolution (C) below and in the event of ratios being identical a casting vote of the Chairman shall decide which resolution shall take effect.

Special Resolution C34.11 C

THAT, subject to the condition below, the existing wording of Article 60 be deleted and replaced with: “Without prejudice to the provisions of Article 57, 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 to the same (or substantially similar) Board Position if the Director has then just completed a continuous period of office in such same (or substantially similar) Board Position of three consecutive three year terms or longer. Any such Director shall be eligible for appointment to the same (or substantially similar) Board Position pursuant to Article 57, but shall not be eligible to stand for election to the same (or substantially similar) Board Position until the Annual General Meeting in the third year after

the year in which the relevant Director was ineligible for re-election .For the purposes of Article 60, a “three year term” shall mean the time period between an Annual General Meeting and the Annual General Meeting held in the third next succeeding calendar year”. Even if passed by the requisite majority, this resolution shall only take effect if the ratio between votes in favour and votes against is greater than the equivalent ratio for Resolution (A) above and Resolution (B) above and in the event of ratios being identical a casting vote of the Chairman shall decide which resolution shall take effect.

12 Voting Allocations of Council Members

Council is invited to consider and, if thought fit, approve a Special Resolution proposed by the Board concerning changes to the Voting allocations to Council Members:

“THAT the articles of association of the Company be amended by:

(a) inserting (in the appropriate place alphabetically) in article 1.1 the following definitions:

“Blitz Game” means a game where all the moves must be completed in a fixed time of not fewer than three minutes but not more than 10 minutes for each player or the allotted time plus 60 times any increment is not fewer than three minutes but not more than 10 minutes for each player;”

“Rapidplay Game” means a game where all the moves must be completed in a fixed time of more than 10 minutes but less than 60 minutes for each player or the allotted time plus 60 times any increment is more than 10 minutes but less than 60 minutes for each player;

“Standardplay Game” means a game where each player is allotted more time than the maximum time for a Rapidplay Game;

(b) deleting the final sentence of article 31 and replacing it with the following wording; “For these purposes, each rated game played shall give rise to two entries (one for each player) and an over the board Standardplay Game entry shall constitute one game unit, an over the board Rapidplay Game entry half a game unit, an over the board Blitz Game entry one sixth of a game unit, an online Standardplay Game entry half a game unit, an online Rapidplay Game entry one quarter of a game unit and an online Blitz Game entry one twelfth of a game unit. If in any period (as referred to in this article 31) the aggregate amount of game units of full Members attributable to online games (including pursuant to assignment under article 32) exceeds half of the aggregate number of game units of Full Members attributable to over the board games (including pursuant to assignment under Article 32) then, for the purposes of calculating voting entitlements under Article 30(1), the value of the game units deriving from online games attributable to Full Members shall be proportionately reduced to the extent necessary to ensure that the limit is not exceeded. By way of exception to the foregoing, for the period ending 30th June 2021 the preceding sentence shall be applied as if there were inserted after the words “game units of Full Members attributable to over the board games (including pursuant to assignment under Article 32)” the words “in the period ended 30th June 2019”;

(c) replacing all references in the articles of association to “grading” and “graded” with “rating” and “rated” respectively;”

Note: As this is a Special Resolution the wording may not be amended by the Council and a 75% vote in favour is required for it to be passed. The Governance Committee discusses the motion in its paper [C34.10-12]

13 County Championship, 2021

To note a statement from the Director of Home Chess concerning the County Championship, 2021 [C34.13-14]

Council is asked to note that:

- The 2019/2020 OTB Counties Season will be formally abandoned at the regional stage with no final stage
- The ECF intends to run a friendly 2020 Counties ‘Summer’ Competition in August and early September open to any County Association that wishes to participate
- The 2021/2022 Counties Season will start with a new set of regional matches in the Autumn of 2021 based on a clean break from previous years.

All of the above is subject to developments with the pandemic and HMG regulations in force at the time.

14 County Championship Team Rating Limits

Resolution from the Director of Home Chess concerning the Team Rating Limits in Over the Board and Online in the County Championships [C34.13-14]

Council is asked to consider and if appropriate agree

THAT the team rating limits for County finals (and related regional stages) will change with immediate effect to be based on an Open competition plus 4 rating limited competitions aligned with 100 point elo boundaries, rather than Open plus 5 rating limited competitions based on Clarke grades, with new limits as follows:

New rating limit	Previous limit(s)	Rationale
Open	Open	Preserves an open competition
U2000	U180 (2050)	Aligns to 100 elo boundary and increase the pool for Open team selection.
U1800	U160 (1900) and U140 (1750)	Aligns to 100 elo boundary and reduces the number of competitions / teams in line with feedback.
U1600	U120 (1600)	Aligns to 100 elo boundary
U1400	U100 (1450)	Aligns to 100 elo boundary at a lower level to accommodate ‘new’ players at lower ratings.

These will be absolute limits for players in the relevant sections (following current practice) rather than averages.

Selection criteria and board ordering rules will be based on the monthly list in effect at the start of the season. This will be the Original Official September list as published unless otherwise specified by the Counties Controller.

15 Arrangements for the October 2021 Annual General Meeting

At the 2020 Annual General Meeting the date of this year's AGM was set to be held in London on (Saturday) 16 October 2021, but the Articles were also changed so that Council could decide to hold a meeting by Zoom. The motion below gives Council the opportunity to do this, but this decision is Council's alone and there is not any intention, either by the Chairman or the Board, to put pressure on Council in either direction.

Council is invited to consider, and if thought appropriate, approve the resolution THAT the ECF Annual General Meeting to be held on 16 October 2021 be held by Zoom rather than at a physical meeting in London.

16 Any Other Business

Only business notified to the chairman before the start of the meeting and which is of a minor nature only may be raised.

Matters of substance may not be raised under this heading except in terms of information or if a preliminary notification of important business for a future meeting.