

Report from the Chairman of the Governance Committee

The Governance Committee has had a busy year, both in terms of ensuring correct constitutional provisions and procedures are in place and in terms of promoting correct behaviour. The Committee now has regular meetings scheduled every two months in order to deal with matters effectively and promptly.

The Governance Committee has throughout the year dealt with the usual ad hoc requests for guidance and advice. More substantially, activity in the year on constitutional matters has included:

- Developing and consulting on the changes to the articles of association, adopted at Finance Council, in relation to voting rights for graded online chess
- Developing and consulting on possible changes to the articles of association, that were considered at Finance Council, in relation to the length of terms of office of the Directors
- Developing changes to the articles of association, again adopted at Finance Council, addressing the impact of Covid-19 on the voting register
- Undertaking a review of the five current sets of Regulations made by the Board and of the standing orders of the Governance Committee and the Finance Committee. The review of Regulations is nearing completion and some changes will be proposed after the AGM
- Starting to review the extent to which the aims of the Direct Members' Representatives reforms of 2017 have been achieved, with the intention of consulting with members and, if change is thought desirable, of putting proposals to Council at Finance Council next April.

I noted in last year's report to Council that good governance is not just a matter of technical compliance but also depends on the quality of relationship between those involved. That remains true. In this context, while it is not the role of the Governance Committee to mediate or hear complaints, the Governance Committee has in the past weeks fulfilled its role of providing technical guidance and advice; this was by way of guidance and advice to the Non-executive Directors in relation to the complaints made against a Director under Regulation No.5. In recent weeks the Governance Committee has also formally recommended to the Non-executive Directors that they should consider taking action in relation to the conduct of another Director. The Governance Committee will give increased thought as to whether there is any constitutional change that can help avoid or alleviate difficulties of the kind currently being experienced.

The Governance Committee has been giving some thought to its membership and decided at its meeting at the end of July that the operation of the committee would be enhanced by having a further member, but one from outside the world of chess. Steps are being undertaken to identify an appropriate candidate.

The Pearce Report recommends that the annual report of each Standing Committee sets out specific recommendations for Council to endorse and for Council, or the Board, as appropriate, to implement, with agreed time limits for implementation. The Governance Committee has no items for specific recommendation this year.

Robert Stern – 21st September 2021

