

## **Standing Orders for ECF**

**As agreed by the Board in July 2019**

### **General**

#### *Introduction*

These standing orders (the “Standing Orders”) apply to the proceedings of the board (“the Board”) of the English Chess Federation (“ECF”) and are subject to the ECF’s articles of association, bye-laws and regulations which take precedence in the event of conflict.

#### *Application*

The Standing Orders shall apply to all meetings of the Board and shall, subject to a resolution by the Board for their suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

#### *Interpretation of Standing Orders*

Any dispute as to the interpretation of the Standing Orders shall be determined by the Chair of the meeting, whose decision shall be final.

#### *Implementation of Standing Orders*

It shall be the duty of the Chair to ensure that the business of the Board is conducted in accordance with the Standing Orders.

#### *Variation, Revocation or Suspension of Standing Orders*

Any of the Standing Orders may be varied, revoked or suspended at any meeting of the Board after a motion to that effect has been passed by a majority of the members present and voting. A motion to suspend must state the period, for which the suspension is being moved, shall be for a specified item of business only and shall lapse when that item is concluded.

#### *Review of Standing Orders*

The Standing Orders shall be kept under review to ensure that they continue to support effectively the workings of the Board. The Standing Orders shall be formally reviewed at least once every three years.

### **Statement of Primary Responsibilities**

This is the statement of the primary responsibilities of the Board of the ECF and shall be read in conjunction with The Directors and Officers Responsibilities Regulations.

The Board shall ensure that the ECF provides strategic leadership and inspiration for Chess in England.

The Board shall approve the mission and strategic vision of the ECF, including business plans, and key performance indicators.

The Board will ensure that the ECF has regard to the interests of all stakeholders, including chess players in England, ECF members and ECF Council Members.

The Board will ensure that the ECF meets its legal obligations to its stakeholders

The Board shall safeguard the good name and the values and ethos of the ECF.

The Board shall promote chess in England.

The Board shall supervise and control company progress

The Board shall approve operating and capital budgets

The Board shall approve major corporate actions (e.g. contracts, grant applications, collaborations)

The Board will agree a policy on communications with ECF members, the media and other stakeholders.

#### *Accountability and Responsibility of the Board*

The Board is accountable to its stakeholders, which includes ECF members and ECF Council.

The Board is collectively responsible and accountable for all Board decisions. As such, it will ensure that its decision-making process is transparent, properly informed, rigorous and timely and in the best interests of the English chess community, rather than selectively or in the interests of a particular group, section or individual.

The Board shall ensure that the ECF operates ethically, responsibly and with respect for the environment and for society at large.

The Board is responsible for ensuring so far as is reasonably practicable the safety, health and welfare of all its employees, members and others that may be affected by ECF activities in respect of United Kingdom Health and Safety law and best safety practice and procedure.

The Board will provide leadership in equality and diversity, ensuring that it fulfils its statutory obligations and duties in respect of equalities legislation.

The Board is responsible for ensuring that appropriate arrangements are in place for the conduct of nominations and elections of members to the Board.

The Board shall ensure that it maintains a balance of appropriate knowledge, skills and experience amongst its members; and that Board members undertake appropriate training and development.

The Board shall maintain a register of Member's Interests and assure itself that such interests do not conflict with the business of the Board.

## **Organisation of Board Meetings**

### *Minutes and log of actions*

Minutes will be maintained throughout the meeting by the Minute Secretary. They will be a brief summary of items discussed, decisions taken and actions arising. The minutes will be approved at the next Board Meeting. The Board will also agree any sections to be redacted. Minutes will then be published on the ECF Website.

Redaction of minutes should be kept to a minimum and should generally only be required where the relevant information is confidential, commercially or business sensitive or legally protected or privileged.

Board meetings should ordinarily consider a log of actions setting out the task, the responsible Director and any applicable deadline for completion.

### *Venue*

A Calendar of Meetings will be published at the beginning of the year with agreed dates for Board Meetings. The venue, date and time of the meeting will be circulated a fortnight or more before the meeting.

### *Papers*

Papers should be circulated 96 hours or more before the meeting. The Board Meeting will assume that members have read the papers.

All papers will be available electronically, paper copies will not be provided.

Where the Board is required to respond to a Proposal, papers will include reference to the Proposal and they will be available seven days or more prior to the meeting.

### *Members*

All Directors are entitled to be present. They may nominate an appropriate "alternate" and should agree this with the Chair prior to the meeting. Chairs of Standing Committees are also entitled to be present.

The Chair will propose any invited guests to the meeting. The Board will approve their attendance.

Directors will be physically present unless an acceptable and appropriate form of electronic communication (e.g. Skype) has been agreed prior to the meeting with the Chair.

Quorum for the Board will be three members. No decisions can be made if the meeting is inquorate.

Directors will be aged 18 years or over and will be full members of the ECF.

### **Conduct of Directors**

Directors will contribute to discussion through the Chair.

Directors will conduct themselves with respect to other Board members. Actions/contributions that might be construed to bring the ECF into disrepute will not be accepted.

The Chair's ruling on matters of conduct will be final.

### **Agenda Preparation**

The Board Agenda will be prepared by the Chair in consultation with the Chief Executive Officer. Directors wishing to place items on the agenda will do so through the Chair.

The Board will agree the agenda as its first item of business at any Board meeting. Items of any other business will be agreed by the Board after apologies have been accepted.

### **Roles and Responsibilities**

The Chair will be responsible for the agenda and for the proper completion of the minutes and action plans.

The Chair will be responsible for the conduct of the meeting.

Directors will ensure that the conduct of the Board is within the requirements set out in the Standing Orders.

All Directors will respect the requirement for all decisions of the Board to be promoted as Board decisions.

All Board Directors will respect the need for confidentiality with regard to both the decisions of the Board and its conduct.