

Standing Orders for the English Chess Federation (“ECF” or the “Company”) Governance Committee (the “Committee”)

Last amended 28th March, 2024

Introduction

These Standing Orders for the proceedings of the Committee have been drawn up in accordance with, and subject to, the ECF’s articles of association, bye-laws and regulations (the “Constitution”) and the requirements of English law.

Application

They shall apply to all meetings of the Committee and shall, subject to a resolution by the Committee 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 Committee is conducted in accordance with these Standing Orders.

Variation, Revocation or Suspension of Standing Orders

Any of these Standing Orders may, save to the extent precluded by the Constitution or by English law, be varied, revoked or suspended at any meeting of the Committee 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

These Standing Orders shall be kept under review to ensure that they continue to support effectively the workings of the Committee. 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 Committee.

The Committee shall advise the Board and Council in respect of the governance of the Company. This shall, where appropriate, include advising as to current best governance practice and making appropriate recommendations.

The Committee shall advise the Board and Council of changes to the Constitution that it would be appropriate to make.

If the Committee, or a member of the Committee, becomes aware in carrying out its functions of a material matter of concern relating to due process or governance, then it shall make such concern known appropriately, whether to the Chair of the Board, some other member of the Board or to Council.

As regards its composition, the Committee shall seek to ensure a diverse membership both by reference to society at large and by reference to the make-up of the ECF's direct membership.

The Committee shall, in its annual report to Council, review the effectiveness of the Company's governance, including the extent to which the Board is meeting its responsibilities, and make specific recommendations for Council to endorse and for Council or the Board, as appropriate, to implement, with agreed time limits for implementation. The Committee shall also report as to the extent to which it is achieving diversity in its membership and set out any current proposals in this regard. The Committee is collectively responsible and accountable for all its 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.

Organisation of Committee Meetings

Minutes will be maintained by, or on behalf of, the Chair. The minutes will, where there are outstanding actions, include a log of actions including the responsible Committee member and the deadline for completion. In other respects the minutes will be a brief statement of the issues. No later than one month after a meeting, the minutes will be approved by email exchange and shall, subject to redaction where required, be shared with the Board and posted on the website.

The Committee will meet as and when required but, in no event, no less often than twice a year.

Papers will be circulated at least a week before any meeting. The meeting will assume that members have read the papers. All papers will be available electronically; paper copies will not be provided.

The Chair may invite appropriate guests to the meeting. Meetings will ordinarily be held virtually and not by physical meeting.

The quorum for the Committee will be three members. Committee members will be aged over 18 years and will be full members of the ECF. Committee members may not appoint alternates to attend on their behalf.

Committee members will contribute to discussion through the Chair. Committee members will conduct themselves with respect to other Committee members. The Chair's ruling on matters of conduct will be final.

The Committee agenda will be prepared by the Chair. Committee members wishing to place items on the agenda will do so through the Chair. The Committee will agree the agenda as its first item of business.

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