



**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE EBU LIMITED**  
**held on Zoom, Thursday 18<sup>th</sup> January 2024 at 10am**

**Present:**

Adrian Darnell (AD) (Chair)  
Tony Russ (TR) (Vice-Chair)  
Paul Gibbons (PG)  
Rob Lawy (RL)  
Patrick Shields (PS)

Ian Sidgwick (IS)  
Abbey Smith (AS)  
Diana Nettleton (DN)  
Gordon Rainsford (GR) (Chief Executive)

**1. Apologies for Absence**

Kay Preddy (KP) (Treasurer) & Gayle Webb (GW)

AD gave a very warm welcome to Diana Nettleton (DN) and thanked her for accepting the invitation.

**2. Minutes of the meeting 19<sup>th</sup> October 2023**

**2.1. Accuracy**

No matters of accuracy. The minutes were approved.

**2.2. Matters Arising**

There were no additional matters arising.

**2.3. Ongoing Actions**

It was agreed that the list of those responsible for ongoing actions should be made clear. AD asked for all ongoing actions to be progressed with updates submitted to SK prior to the next meeting. Board agreed to discuss all ongoing actions at the next meeting.

**3. Draft Minutes of AGM**

The Board discussed the draft minutes for the AGM. It was confirmed that in section 6 the minutes should be made clear that items 6.2, 6.3, 6.4 and 6.5 were approved at the meeting.

PS suggested changes were required to the length of directors' terms in section 9. This will be reviewed by GR & AD following the meeting.

PG suggested the Articles of Association should be updated. AD and PG were delegated to begin this process.

**3.1 Matters Arising**

**(i) Involvement of Shareholders**

PS confirmed that following conversations with the current shareholder scrutineers of the Assurance Report, KP and shareholders, there will be a staggered process of three shareholders having oversight of the annual critical financial reviews. The three will be confirmed at, and will answer to, the AGM.

Also discussed at the AGM was the possibility of holding additional shareholders meetings throughout the year. It was agreed to invite the shareholders to the upcoming county chairs meeting in February, in the first instance.

#### **(ii) Provision of player numbers by County to Counties**

At the AGM, David Guild (DG) from Yorkshire suggested sending reports of player numbers by club to each county. This information is considered by some clubs to be commercially sensitive and counties should be reminded not to share the details. It was agreed that the reports will be sent in a valuable and concise format for counties each month.

#### **(iii) Progress on queries from Oxfordshire**

PS noted that some policies have not been updated for more than 12 months, for example the Safeguarding policy was last reviewed 18 months ago. GR confirmed he will speak to Karen Durrell (KD) (Office Manager) & Kay Carter (KC) (Office Administrator) who are responsible for scheduling reviews of the documents. DN noted the Board should have oversight. GR will bring an update to the next Board meeting.

IS asked for a list of items from the AGM to keep track of actions.

PS asked for an update on Youth Strategy. AD, GR, TR & PS will discuss this as an action.

### **4. Co-option of Board members for 2023/24**

AD reiterated his warm welcome to DN. The Board confirmed that they currently seek a member with legal expertise and someone willing to take on the role of Treasurer should KP step down. Another potential gap that may be needed in the near future is the role for Club Representative. Currently this is held by GW. AS confirmed she will speak to GW about the role of Club Representative.

AD noted that there is no formal process to invite people to join the Board. PS suggested we ask those present to suggest candidates at the next County Chairs meeting. TR agreed to do this.

AD asked everyone to think about potential candidates for the Board and bring any suggestions to the next Board meeting.

AD confirmed that Oliver Cowan has accepted membership to the Competition Working Group.

### **5. Role of Board members (AD)**

The Board discussed their current roles and responsibilities, the following was agreed:

- AD – Chair
- TR – Vice-Chair, Marketing Working Group Chair, Selection Committee member, County Chairs meetings, Club Liaison
- KP – Treasurer
- PG – Competitions Working Group member, 9-High games, Clubs and County Communications
- IS – Marketing Working Group member, Competitions Working Group member, Sponsorship
- AS – Education Working Group Chair, Selection Committee member, Junior Liaison Officer, Safeguarding Officer
- PS – Finance, Competitions Working Group Chair, Selection Committee member, Education Working Group member
- DN – Finance

AD asked GR for input to fill any gaps.

The Board agreed that better communication was needed between the Board and its Standing Committees e.g. between the Board and Selection Committee.

TR asked if the Board are happy to continue the buddy system for counties. The Board agreed, TR will send an updated list of counties and buddies via email to the Board.

## **6. Chair's Business**

AD asked PG to give an update on his report into the possibility of the EBU becoming a charity. PG had circulated his report prior to the meeting. He highlighted some aspects of the report. PG proposed that it would be wise for the EBU to remain as a member funded organisation for at least the next few years. The Board agreed with PG's proposal. It was also agreed that the current Articles of Association should be addressed, AD will lead on this with assistance from PG and GR.

PG suggested that to prepare for any ambitions to become a charity in the future, we should look at changing the wording around competitions, for example, the Sim Pairs and other competitions should have explicit wording that these are events raising funds for Internationals. The Board agreed that this should be made clearer.

## **7. Chief Executive's Report**

GR circulated his report prior to the meeting. The Board discussed two items from the report, staffing for the future and the calendar of events with relation to religious holidays.

The Board agreed that it is impossible to take into account all religious holidays when preparing the competitions calendar. The Competitions Working Group take into account the commercial impact of religious holidays on running events, for example overseas holiday congresses now avoid Yom Kippur if possible. The Board agreed with the re-stating of this existing practice.

## **8. Financial Matters**

The November Management Accounts had been circulated recently. PS asked for questions or comments but there were none. He highlighted the following:

### **8.1 Assurance Report**

PS reminded those present that we have an annual check on different aspects of the financial management, as an alternative to a full-blown audit, and that two issues need to be addressed at this time – topics for coming year and reviewers. He proposed that:

A) That the reviewers become three in number (was 2) and fill their role for a three-year period, but with a staggered start. This ensures both continuity and variety. Suggestions as to whom to add to Norman Inniss & Peter Grice would be welcome, and they will be consulted on whom to add. One of NI/PG will be asked to stand down after this year.

B) That the agreed reviewers, in consultation with PS and KP, make suggestions for the topics for 2024 and we review/approve these at the March Board meeting.

Both proposals were accepted. PS noted also that the last Assurance report had suggested we could be taking more advantage of Shopify capabilities; investigation has shown that the particular change suggested is not practical (orders made abroad are at a price not firm when the order is made – postage and exchange rates affect the final total), but it does seem worthwhile to be checking what options might exist. The Board agreed with this approach.

## **8.2 UMS Fees**

We have a UMS fee set by the shareholders at the AGM (currently 44p to rise to 45p in April) and for some time we have had a policy of charging 36-72 boards at double rate and giving a 1/3 discount for sessions of 14 boards or fewer. Currently a club submitting for a session is paying from 2.75p/board to just under 0.8p/board. Being able to charge fractional pence per board is an issue for some of our processing systems, but an alternative which works easily is charging a flat rate (say 23p) plus 1p/board.

The Board discussed the issues with the current arrangements, and the potential alternatives. It was agreed that while the alternative mentioned above was “fairer”, on any change there would be some losers and some winners. The Board agreed to make the County Associations and clubs aware that we were looking at this, and to invite their thoughts.

## **8.3 International Funding**

PS pointed out to the Board that the proposal (later on the agenda) for new Terms-of-Reference for the Selection Committee would give them greater input and greater control over the finances associated with international representation. The intention is that they do this within the constraint of the agreed International Funding Policy. The Board reviewed the existing policy and agreed that it should remain unchanged.

A question was asked about whether we should be supporting all categories of international events; the Board decided to seek the views of the Selection Committee on this before coming to any decisions.

PS noted that past two years have been turbulent years in the financing of Junior events. Investigations had revealed that the EBU had paid entry fees for Junior events it had not planned to fund, and that there was an overspend on the Summer 23 World Junior Teams. The Board was asked to accept that these had happened, to agree to live with these anomalies against the planned budget, and to allow an extra £1k to be earmarked for the U26W team, in recognition of their success at gaining sponsorship and their avoidance of any overspend. The Board agreed. It was noted that new arrangements for managing these finances are being made.

## **8.4 Members' Money**

PS reminded the Board that we had investigated, as part of last year's Assurance process, the extent to which the EBU held money that belonged to members and the conclusion was that we held too much, although there are several difficulties in returning money to members whose contact details or bank details are not available. Gail Nancarrow (GN) had put together a draft proposal for how we manage outstanding amounts, and in particular with a view to “writing back” holdings which are not too large and are over seven years old. It was agreed that a team of AD, PG and PS (with GN) would crawl through and review the process and offer an updated version to the Board for endorsement.

## **8.5 Marketing Consultancy**

The Board agreed at its meeting on 18th October 2023 to engage a professional marketing manager for a period of three months. The Officers more recently have agreed that the investment has been good value-for-money and that the arrangements should be extended to run until the timeframe of Bridge – It's a Big Deal! (September 2024). This will result in an unplanned spend of £12k this financial year, and we will budget for this next year. The Board support this action.

## **9. Selection Committee – Terms of Reference**

The Board discussed the new proposed Terms of Reference for the Selection Committee. The proposed changes follow a re-drafting of the Conflict of Interest Policy and seek to cover items which were not previously considered.

The Board discussed some minor changes to the draft, PS confirmed he would send an updated document to AD for approval before publishing the document.

DN suggested the details of timeliness should be clarified, e.g. not less than three months. PG confirmed that this is difficult for the committee to confirm due to lack of confirmation of dates from the WBF and EBL.

## **10. Laws & Ethics - Terms of Reference**

GR suggested splitting the regulatory function and the disciplinary function of the Laws & Ethics Committee. AD confirmed that L&E deal with complaints, however the policy on the EBU website only relates to complaints stemming from rudeness to staff. PS noted that the Terms of Reference looks at other instances of complaints, but that in its current format it is too vague.

AD asked for comments and a draft of a new Terms of Reference document to be presented at the next meeting.

## **11. Club Terms of Affiliation**

The Board agreed to the proposal from Karen Durrell (KD) (Office Manager) and Jonathan Lillycrop (JL) (Club Liaison Officer) to amend the current Club Terms of Affiliation. The change will remove any unfairness to clubs that play a very limited number of sessions per year.

## **12. EBED Matters**

AD confirmed EBED have been reviewing their priorities and they have currently withdrawn from engagement with the EBU and the Education Working Group. AD has a meeting planned with Lee Guy (LG) (EBED Chair) to discuss Youth Strategy.

PS suggested that the Board should review the financial arrangements with EBED. The Board agreed but a timetable for this has not yet been set.

## **13. Updates from Working Groups/Sub-Committees/Standing Committees**

### **13.1. Membership/Marketing Working Group**

TR sent a paper with an update from the MWG prior to the meeting. He confirmed the Bridge – It's a Big Deal! A Festival of Bridge section of the website will be launched on Wednesday 24<sup>th</sup> January, see appendix B.

### **13.2. Competitions Working Group**

PS sent an update from the CWG prior to the meeting, see appendix C.

### **13.3. Technology Working Group**

GR confirmed that the current trial of clubs with members receiving emails following each session can be easily expanded.

### **13.4. Education Working Group**

There was no update from the Education Working Group.

### **13.5. Editorial Board**

The next English Bridge issue will be published shortly. There were no other updates from the Editorial Board.

### **13.6. Laws & Ethics Committee**

GR asked if the Board were happy to approve the proposed changes to the Code of Conduct. PS asked if the section about not referring to any other cases could be re-worded. GR confirmed he would bring a re-worded document to the next Board meeting.

The board discussed refusal of membership and confirmed that in the following circumstances it would be expected to use the power to expel or refuse membership to someone:

1. A person seeks to join the EBU, having indicated that their aim is to work to undermine the organisation, perhaps with the aim of setting up a rival body.
2. A member who is going to be subject to a disciplinary case leaves the EBU before the disciplinary case has concluded.
3. A member who is suspended or who resigns after having caused the EBU to spend money on legal fees which have not been recovered.
4. A person has been a member of another National Bridge Organisation and has been expelled from it.

### **13.7. Selection Committee**

Updates from the Selection Committee were covered previously in the meeting.

### **13.8. County Chairs**

TR confirmed the update from the County Chairs meeting had been covered previously in the meeting. The next County Chairs meeting will take place in February.

### **13.9. Tournament Director Development Group**

GR confirmed there are no updates from the TDDG as the group only meet once a year.

## **14. BGB Representative**

The Board discussed the replacement for the Bridge Great Britain Representative following the end of Ian Payn's (IP) term in May 2024. AD asked for ideas to be sent prior to the next meeting.

## **15. AOB**

AD asked if the Board were happy to continue with online meetings. The Board agreed.

**Next Meeting:**

Thursday 21st March (Zoom) 10am

**Future Meetings:****Board:**

Wednesday & Thursday 19th/20th June (EBU Offices, Aylesbury) 1pm (Lunch with Staff 12.00 Noon)

Thursday 12th September (Zoom) 10am

Thursday 17th October (Zoom) (AGM items) 10am

**AGM:** Wednesday 27th November (London tbc\*) 1pm

\*Venue needs to be confirmed

The dates of the meetings for 2024 were agreed.

**Meeting closed at 13.10**

**Actions carried forward from the September meeting –**

Item Number	Date Added	Member of the Board Responsible	Action	Status
	18/01/2024	AD & GR	Review of draft AGM minutes with regards to length of directors' terms in section 9	Ongoing
	18/01/2024	GR	Updating documents schedule to be reviewed.	Ongoing
	18/01/2024	IS	list of items from the AGM to keep track of actions.	Ongoing
	18/01/2024	PS	Update on Youth Strategy. AD, GR, TR & PS will discuss this as an action.	Ongoing
	18/01/2024	AS	AS will speak to GW about the role of Club Representative.	Ongoing
	18/01/2024	PS	Ask those present at the County Chairs meeting to suggest candidates for Board membership	Ongoing
	18/01/2024	All	AD asked everyone to think about potential candidates for the Board and bring any suggestions to the next Board meeting.	Ongoing
	18/01/2024	GR	Update of the wording around charging for events and competitions should be changed and extended with a view to making it easier should	Ongoing

			the EBU look to become a charity in future.	
	18/01/2024	AD, PG & PS	Review the manage outstanding amounts process and offer an updated version to the Board for endorsement.	Ongoing
	18/01/2024	PS	Send the updated Terms of Reference for the Selection Committee document to AD for approval before publishing the document.	Ongoing
	18/01/2024	PS	Draft of a new Terms of Reference Laws & Ethics document to be presented at the next meeting.	Ongoing
1		AS	Add fund raising details on the EBU website to make the process more transparent.	Ongoing
2		PS	Create an action plan looking at further data analysis of membership trends, and how best to utilise the results.	Ongoing (Stalled but about to re-start)
3		PS	The Competitions Working Group will look at improving Sim Pairs. This is on their agenda for future meetings.	Complete (No changes proposed at this time)
4		GR	GR noted that the CWG will discuss updating the NGS exemption rules at the next CWG meeting, due to take place tomorrow.	Complete (Small changes made)
5		Not assigned	Further discussion at a future meeting of how best to utilise the benefits of the club liaison officer for all clubs.	
6		Not assigned	Terms of Reference and Articles of Association to be improved to avoid ambiguity.	Ongoing (Long term action)
7		Gail Nancarrow	Circulate the 2022/23 Financial Statements	Complete
8		PG	Explore the charity model further and look at issues, particularly if becoming a charity would affect how the EBU funds international teams and if it would restrict any present activities.	Complete
9		IS	Finalise communication to be sent to members regarding sponsorship opportunities.	Complete



10		AD	AD to write up details of his experiences of requesting grants and funding for bridge clubs, including a list of businesses who support such activities.	Ongoing
11		AD	AD to address the scope and responsibilities of the standing committees (Laws & Ethics and Selection) with the chairs of the two standing committees, for clarity.	Complete
12		Not assigned	The Board to ask the chairs of the standing committees to make a short report at the AGM.	Missed
13		PG	CWG via PG to provide a paper to distribute to the County Chairs prior to the County Chairs meeting.	Ongoing (Due February 2024)
14		PS and TR	Form a liaison group with EBED.	Overtaken by Events
15		Various	The appointed Board member for each sub-committee and the standing committees, to produce a report for the Board meetings.	Happening for some
16		AD	The Board to look at the heads of terms of agreement with EBED annually.	
17		GR and AD	GR to liaise with AD and finalise the annual report.	Complete

## Appendix A:

### Chief Executive's bullet-pointed board report for January 2024

- Things have started to get back to normal after the AGM
- Discussions continue about ideas for the Warehouse. A new "theme" for the web-shop is under discussion.
- Louise Crisp is on maternity leave. Heather Bakhshi is taking on her Selection Committee work and various other staff members will take on other aspects of her work while she is away.
- Tim Anderson has now stopped his MDO work and is just working two days a week on IT.
- A separate document about staffing plans was provided for discussion.
- Our tenants downstairs in the Broadfields building have been trouble-free.
- Ian Sidgwick & I had a lunch meeting with a group of sponsors of professional teams, organised by Diana Nettleton, which provided a useful exchange of ideas.
- First for Bridge have managed to get us a favourable deal in Bristol for the Spring Fours at the Doubletree by Hilton hotel, in the expectation that we will be able to pay their normal rate next year with sponsorship.
- A threatened legal claim of discrimination in relation to the Seniors Congress, because the events in it cost more than the OODGP events, has led to us re-considering its continued existence and it will be replaced next year with a midweek online Congress in December open to all.
- A conversation has been started within the Competitions Working Group about prizes and prize money for competitions. One idea is to remove cash prizes altogether and to give more medals and trophies.
- Despite advertising on Bridgewinners, entries for the PaB teams are very poor.
- We have had a request from Yorkshire to try to avoid holding competitions on "the most important holy days of other main religions".
- The county TD course will be run by ourselves rather than EBED, taking place mid-May and with a good takeup.
- We now only have four vice-presidents, of whom three cannot be expected to remain for many more years, and the future of this position should be kept in mind.
- Information on the website about the basis for making [Silver Awards and Dimmie Flemings](#) has been rationalised
- **Sam Kelly's Communications report**
  - Monthly emails are sent to all club and county officials
  - Tournament players are sent a monthly Event Focus email
  - Individual competition emails are also sent
  - Numerous emails have also been sent to club and county chairs notifying them of the upcoming *Bridge – It's a Big Deal!* Festival of bridge in September 2024.
  - There is a new space being built on the website for *Bridge – It's a Big Deal!*
  - Sam has been working with Fairlie Ruggles to improve our online marketing. This has included more online posts to our social media accounts.
- **Jonathan Lillycrop's Club Liaison report**
  - Lancaster Bridge Club's motion to affiliate was narrowly defeated.
  - Now only 3 clubs under trial affiliation offer
  - Nine clubs finished trial affiliation offer since September and of those:
    - 5 are regularly submitting sessions and are staying affiliated
    - The other 4 are not having regular duplicate and will probably not remain affiliated

- Caen Bridge Club (Devon) is closing, having only submitted 3 sessions since Covid
- Jonathan has visited Lancaster Bridge Club and Northalton Bridge Club following its trial affiliation offer. He also attended Surrey County Chairs meeting and is intending to visit all clubs in North-East, having so far visited: Chester-le-Street, Darlington, Durham, Stannington and Wearside.
- Recent club seminars were “Gentle Duplicate” and “How to direct in a friendly manner”. Jonathan gave a presentation about recovering from common scenarios and this is now available as a help page on the EBUScore Wiki (linked from the EBU website).
- With Tim reducing his hours Jonathan will be taking the lead on club seminars.

#### **Tim Anderson’s Technology group report**

- We are looking at helping the WBU with their membership database and masterpoint scheme.
- We are trialling a service which sends a results email to members after they play in one of the sessions of our clubs and counties.
- The EBU find a teacher service is gradually building greater usage.
- We are talking to EBED about a more unified directory and encouraging more EBTA teachers to be part of the service.
- We have done further work on the EBU’s custom bridge event calendar.
- Maintaining our IT systems is a continuous task. We have upgraded our website to Drupal 10 but it also requires regular minor updates.
- While we have no immediate plans for major system changes we are continuing to explore options that would be more robust, reduce reliance on Windows desktops within a Windows network, and be more user friendly than Workbooks tends to be for our staff.
- We are gradually progressing a lengthy process of migration for our direct debit provider, from GoCardless to Access PaySuite.
- We have introduced new reports to make it easier and quicker to surface information from our Workbooks database.
- A new club report makes it easy to find inactive members and members for whom we do not hold an email address.
- Tim Anderson is reducing his hours to two days a week but also relinquishing membership development responsibilities, which means half a day less than before on IT matters.

Gordon Rainsford

January 2024

## Appendix B

### NOTES FROM A MARKETING WORKING GROUP MEETING JANUARY 9<sup>TH</sup> 2024

Present: Samantha Kelly, Jonathan Lillycrop, Tim Anderson, Ros Wolfarth, Fairlie Ruggles, Ian Sidgwick, Paul Gibbons, Tony Russ

TR presented a chart setting out membership and objectives of subgroups A, B and C

TA noted the absence of a plan to market the game to young players and offered to prepare a paper for our next meeting.

#### Group A – SK

Promotion of Easter Festival – Blog about the facility and the area – Heather S?

Summer Meeting- book English Bridge space.

Closer liaison with Selection Committee

Closer liaison with Comps. WG

Group meeting to follow soon.

#### Group B – TR

Bridge- It's a Big Deal – Tony- Web site 95%. Launch date 24<sup>th</sup> January

Social Media – FR/SK – Campaign aimed at new and lapsed players with regular posts and wider community groups targeted.

#### December Report MONTHLY ACTIVITY SUMMARY and Highlights:

- A single Facebook post reached 1031 people (this is + 246% increase on median)
  - Three separate Facebook posts attracted over 900 views each (+214 % increase)
  - The “Find a teacher page” on the website received 298 visits this month
  - The Learn to Play page received 129 views in November
  - Facebook overall reach +18% in November
  - Instagram has increased the number of followers and posts up 350%
  - Website users up 135% based on last quarter.
  - My EBU page views up 13%
  - 22,354 members opened the Festival of Bridge email (65% open rate)
- Over 300 people (Initial two weeks) joined the Festival of Bridge group page.

#### Group C – JL

IS reported on his meeting with pro players and sponsors re aspects of Sponsorship. Please see attached for details of the meeting and the sponsorship proposal drawn up by Ian and Jeremy Willans.

Discussion took place about how we could realise some of these objectives.

JL reported on:

The continued availability of marketing materials

Emailing results to players after sessions – trial continuing – new benefit

Availability of Mike Rothwell Bridge Timer – new benefit

Club meetings to resume

Lapsed players – Results of survey to be analysed.

Next Meeting: February 22<sup>nd</sup> 10am ZOOM

EBU

## Appendix C

### COMPETITIONS WG REPORT

[SEE ALSO THE CEO REPORT]

1. The membership of the group has been trimmed to be GR plus from the Board IS+PG+PS plus Peter Clinch, and we are looking for one more. The Board will receive minutes from CWG meetings as they happen through the year.
2. We are planning that OODGP events take place monthly next year, and that we run the series ladder ending in December in the future (the current instantiation ends March 2024).
3. We have agreed to convert the Seniors Congress into an online open December Congress, from 2024 onwards, and publicised this intention.
4. Inspection of the finances shows that – if we allow for the HQ costs of running competitions – without the income we receive from BBO, we would be running competitions at a deficit. This is an uncomfortable position to be in.

Patrick