



## **2 Introduction and Welcome**

Sally Bugden opened the meeting and welcomed all County Chairmen or their representatives, noting that there were fewer in attendance this year.

She congratulated Heather Dhondy and her team, together with Jeremy Dhondy (npc) on their success in winning the Gold medal at the European Women's Championship in Dublin.

## **3 Update from counties on their education activities**

County representatives were invited to give an update, following on from last year's presentations by Surrey and Yorkshire.

### **Warwickshire**

Darren Evetts gave a summary of activities in Warwickshire:

They had run a Novice team event where three were novices + one 'expert' (18 teams). This had been well received with comments such as 'I didn't know what teams events were about but now I've tried it I like it'.

Mentoring scheme: This not just for beginners being mentored but also club players wishing to improve being mentored by better players.

Minibridge in two local primary schools with over 40 children, plus interest from a local secondary school.

He said that not enough emphasis was placed on card play because bidding tends to dominate classes, so he was hoping to address that.

He asked for more material to be available on the EBUTA section of the website which he acknowledged was very good.

Sally asked about how the introduction to the secondary school had been achieved. This had been done because someone knew an existing teacher. 'Cold calling' approaches to schools rarely brings any interest.

### **Oxfordshire**

Rob Proctor said that through word-of-mouth there was a large amount of Minibridge going on the local primary schools (in conjunction with Berks and Bucks). He was hoping that as the children moved on to secondary school the momentum would be maintained by the children asking for the bridge to be continued.

### **Berks and Bucks**

Nigel Thompson (by email) reported:

Minibridge in Primary Schools (with Oxfordshire): Over 500 pupils are now enjoying learning to play Minibridge in schools in the three counties, under the leadership of Joan Bennett. 20 of them played at the House of Lords on 4<sup>th</sup> July 2012.

Student and Graduate Leagues: The Student League for 2<sup>nd</sup> Year students was re-activated this year with 5 teams and this coming season those players will be playing in a newly set-up Graduates League, open to 2<sup>nd</sup> Year students for the 2 years following their 2<sup>nd</sup> Year course. The prize-giving for the Student League took the form of a Pro-am, with students partnering experienced players in an informal teams event.

Secondary Schools: We are taking initial steps to start (mini)bridge clubs in secondary schools, with a taster session lined up for this week.

### **Yorkshire**

Philip Mason highlighted the excellent work started by Ron and Lesley Millet. Their initiative had led to bridge being offered in six secondary schools together with Saturday morning children's clubs at Harrogate

and Leeds Bridge Clubs. He did, however warn about possible difficulties of running junior clubs in licensed premises. 18 clubs in Yorkshire were now involved in bridge teaching.

#### **Essex**

John Williams said that, although nothing was yet off the ground, the County Committee had earmarked a budget of £2K for the project.

#### **Dorset**

Ron Heath said that cash was an issue. He noted that Surrey and Yorkshire were the two largest county associations, whereas Dorset had only six affiliated clubs. Two clubs were working in conjunction with teachers and both had classes with between 20 and 30 students. One club had gained 11 new members through classes. The enthusiasm from last year had paid a dividend in Dorset.

The Chairman said she was heartened to hear the progress made in these areas.

### **4 County constitutions**

#### **a) Disciplinary matters**

Sally Bugden said that following on from last year's County Chairmen's meeting, she had written to counties in December 2011 setting out revised disciplinary clauses for county constitutions. As a result of that correspondence a Q&A paper was circulated to all counties in March 2012 and this had dealt with most of the issues raised. She thanked Martin Pool, Jeremy Dhondy and Gerard Faulkner for their help with this process.

Geoff Smith (Kent) asked about the time frame of having the disciplinary panel of volunteers available. It was suggested that choosing the disciplinary panel at the first Management Committee Meeting after the AGM was a good way of proceeding. David Gilling (Bedfordshire) said that they had advertised on the county website for volunteers and had attracted a panel of 10 suitable people who had experience as magistrates, judges etc – just the sort of people required.

Bernard Eddleston (Herts) said that his clubs understood the need to have appropriate disciplinary procedures in place so that due process was followed in these matters.

Darren Evetts (Warks) asked about bad behaviour against a county official. Jeremy Dhondy said that anything that came to the attention of the L&E Committee could be referred back to the county to be dealt with, including this. The proper route should normally be club → county → EBU. He noted that (through necessity) some counties had dealt with a number of cases over the last year. Advice could be obtained from the EBU at Aylesbury by ringing John Pain. Where a club makes an approach to Aylesbury the first step is usually to look for the club's website to see if an appropriate constitution was available. Darren asked whether it could be made a condition of affiliation that clubs should have a proper constitution. Sally said that it had always been the policy that clubs were sovereign and that the EBU did not intend to legislate, just advise and assist, to ensure that the clubs and its members are protected in these matters.

If a county became aware that a club did not have a constitution it was suggested they talk to Andrew Urbanski (Club Liaison Officer) for guidance on how best to proceed.

#### **b) Board approval for County Constitutions**

The Chairman noted that the approval process for county constitutions was time consuming for both counties and the Board. She circulated a suggested 'self-certification' document for discussion together with an introductory letter. She asked Counties to consider the documents with a view to finalising the arrangement at the AGM. The papers would be emailed to counties as well as the hard copies distributed.

### **5 Charity Status**

Sally first thanked Andrew for all the work he had undertaken in preparing the way for an application. She also noted that a large amount of money in fees had also been saved.

1. Discussions with the Charity Commission have gone well and we expect we will be able to resolve the majority of issues and concerns they have. However we will not be completely certain of this until we have submitted a formal application online and had this accepted. I would like here to acknowledge formally the help received from the Charity Commission.
2. One thing is absolutely clear; any EBU application could not contain our International activities which are clearly viewed by the Charity Commission as non-charitable. Our initial solution to this was to plan to set up a new company containing these activities and the means to fund them. However this solution has significant financial and tax difficulties and unless we can overcome them we will have to look at a Plan B. One possibility would be to set up a new charitable company or Trust similar to the existing Youth and Education Trust. The EBU itself would be little changed by this arrangement but the new charity would be able to raise funds for development projects such as Education.
3. The Board will discuss all these issues and decide a way forward at its meetings in August and September. The Shareholders will be updated at the AGM.

He said that the proposal was to set up Bridge England (BEL) as a means to fund the international activity and this would be completely separate from the EBU. A budget of £32K had been allocated for specialist charity tax advice.

If the EBU becomes a registered charity it cannot pass funds directly to BEL which means that BEL has to raise its own funds. There are three possible ways

- a) Through members subscriptions
- b) Selling the Broadfields office to BEL and then the EBU renting it back
- c) Trading through the bridge shop, profits from Simultaneous Pairs and other Tournament activities.

The Board felt that it was not be possible to apportion the membership subscriptions between two different businesses.

Renting back the office space would immediately produce a tax liability so that was also a non-starter.

That left the trading route as the only viable alternative. All activities must carry their share of overheads so that would mean a large amount of funding raised would be taken up before it could be used.

Peter Hasenson (Middx) asked a number of questions relating to funding internationals. Sally Bugden stated that the EBU would fulfil its constitutional remit to provide teams for international representation.

Andrew Petrie said that we needed to find a mechanism to fund BEL and if we could not the application for the EBU to become a charity might be withdrawn.

There was a possible plan B which needed further discussion at the Board, which could provide a mechanism where all aspects of EBU Education activity might be moved to a new charity which would be a limited company so it could trade.

Dick Wheeler (Sussex) asked what the benefits were of Plan B over Plan A. It was acknowledged that the initial impact of Plan A would be neutral although savings would come and changing the EBU would be a complicated matter. Sally said that if the EBU became a registered charity it would provide confidence not only to our membership but also to potential funding bodies that the organisation was governed by a robust regulatory body. Option B still allowed fund raising through a trading company registered as a charity and possibly saved the £32K earmarked for Plan A.

Paul Roberts (M&C) suggested investigation of the relatively new Community Interest Company as a possible alternative avenue. Other bodies worth considering were OVICA and NAVCO.

Kevin Comrie (Manchester) asked about the £32K figure. Andrew said it was a 'best estimate' as a possible cost for Tony Parks (EBU Accountant) and charity tax consultants.

Sally Bugden said that all the suggestions would be considered by the Board, which would either draw up a proposal for Plan A or advise the shareholders that this was not a viable option and how it proposes to proceed.

Andrew said that Q&A discussion feedback would be circulated to counties shortly. He said that the feedback had raised three issues concerning the governance of the EBU on more than one occasion:

a) Role of Directors and Shareholders

Concern had been raised that the board had acquired additional powers to make regulations without the need to consult the shareholders. This was not true. Shareholders would be consulted, as had been the case over the last five years. At the two shareholders meetings the board reported what they had done. If the shareholders disapproved the ultimate sanction was to vote out board members at the AGM.

The County Chairmen agreed with the following definition of the governance position:

1. the County Associations own the company but don't run it.
2. the Board is legally responsible for running the company. Even if it wanted to, it can't give away that legal responsibility.
3. the Board has to get the approval of the Shareholders to change the Constitution, elect Officers, Directors and Standing Committee members and annually to set the membership subscription.
4. The Shareholders would expect the Board to discuss in advance any major changes that would have a significant impact on the counties, clubs or members.
5. The check on this process is that Shareholders may challenge any action the Board has taken through a Member Proposed Resolution.

b) Role and duty of Shareholders

The question had been raised as to what the role of shareholders was in a company such as the EBU which was unusually constituted as a company limited by shares but for which there was no distribution of profits. The EBU's structure of a company limited by shares is a very unusual choice for a not-for-profit membership organisation or a charity. The company is owned by the County Associations but there is no distribution of profits. In a profit making company with dividends the role and duty of the Shareholder is fairly clear – it's mainly self-interest. But what about the EBU's shareholders - is their role to represent the views of their clubs and or members, or to protect the interests of their own County or to protect the interests of the EBU membership as a whole or to ensure the development of Bridge in England?

The view of those present was that it was impossible to lay down any rules and each issue would have to be judged on its own merits.

c) Relation between the counties and their shareholders

The meeting confirmed the view previously expressed that this had to be decided by each County and should not be defined in the Constitution. Several Counties said in general they preferred not to mandate their Shareholders but to leave any voting decision to the individual Shareholder(s) after they had heard any debate. It was also pointed out that where an issue had been widely communicated and discussed by individual clubs (for example the introduction of Universal Membership through pay-to-play) then their views should be taken into account by the County and/or Shareholder(s) when deciding their voting intentions.

## 6. Competitions communications between EBU and Counties

Ian Payn (Chairman Tournament Committee) said that the TC was committed to raising participation in EBU events.

He invited County Chairmen to approach their webmasters to put in a link on the county front page to the 'Coming Events' section on the EBU website. He acknowledged that the website wasn't the easiest thing to navigate but it is being rewritten and it will get better. He said that, for example, the website should allow feedback to counties.

He was asked whether the Tournament Department at Aylesbury were sending out reminders to people who had entered events in previous years and he said that he hoped they were and would check.

He was also asked about corporate sponsorship. Sally Bugden explained that corporate sponsorship is a commercial agreement between the sponsor and the EBU. The sponsors are not giving their money as a charitable donation but as a means to generate income and/or goodwill for their company.

He was asked about the EBU results service on the internet. He acknowledged that the service provided was still subject to difficulties at some venues with basic internet connections but that everything was being done to overcome these issues.

Finally he was asked to comment on the questionnaires filled in at congresses which although useful didn't address the concerns of people who did not attend. Sally said that an on line survey had been carried out in 2011 and those members who did not have the opportunity to attend congresses did have the opportunity to provide their views through that mechanism. Issues that had been raised and are being addressed are accessibility and costs – so for example the one day events at the weekend in Brighton August 2012 could be attended by those who did not wish to spend money on overnight accommodation.

The TC would continue to consult over the way forward.

## 7. EBU Archives project

Jeremy Dhondy had undertaken some work at Aylesbury in the library. We had a wealth of material going way back to the 1930s but it was not well sorted. There were many duplicates of books but also some excellent historical material in magazines and books. Trophies also offered a link with the past, for example the Pachabo trophy has engravings back to its inception in 1933. He saw the EBU's job as being the guardian of our history. He was prepared to put in some work to get it in order. Some material was in need of digitizing given the fragile nature of it.

He said that counties, too, had their responsibilities. In some cases trophies go back over 60 years and that winners details may be recorded nowhere else. He said that Kent had appointed an archivist looking to help with county records and that Manchester already had made great strides through one volunteer who relished the job. He asked counties to consider the matter at their next committee meeting.

He asked for:

- a) Useful (but unwanted) archive material could be sent to Aylesbury
- b) Try to develop a county archive
- c) Use the county website to list competition winners
- d) Try to persuade clubs to do a similar thing – many clubs had honours boards listing winners of competitions from many years.
- e) Try to keep photographic records of winners.

He was happy to receive any ideas on how to take the project forward.

Peter Hasenson (Middx) said that the EBU possessed one the best collections of bridge books. We had inherited both GCH Fox's and Rixi Markus's libraries and urged the board to find some funding to develop

the archive. He suggested that the duplicates could be sold off at, say, Brighton to raise some funds. He also said that organising the archive was one thing, maintaining it afterwards was another matter.

**8      *Any other business***

Sally asked counties to be aware that the deadline for nominations for Dimmie Fleming awards was approaching and urged counties to consider likely candidates.

Geoff Davies (Staffs and Shrops) asked about Open Days at Aylesbury. Barry said that basically it was a working office but, given advance notice, members were always welcome to make a visit.

David Thomas (Worcs) asked about reserves for events where there was a drop out – e.g. Crockfords Plate final weekend where there were only seven teams instead of eight, which had resulted in a lengthy sit out. He asked the TC to give some consideration as to how to tackle the problem.

The meeting closed at 4.05pm, with a vote of thanks to the organisers and officers of the Board from John Wilcox (Leics).