



**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE EBU LIMITED
AT YOUNG CHELSEA BRIDGE CLUB, GOLDHAWK ROAD, LONDON, W12 8HA
ON WEDNESDAY 19th SEPTEMBER 2018**

Present:

Jeremy Dhondy (Chairman) (JD)
Ian Payn (Vice Chairman) (IP)
Jerry Cope (Treasurer) (JC)
Heather Dhondy (HD)
Gillian Fawcett (GF)

Anthony Golding (AG)
Robert Lawy (RL)
Graham Smith (GS)
Gordon Rainsford (General Manager) (GR)
Peter Stockdale (Minuting the meeting) (PS)

1. Apologies for Absence

Bev Godfrey (BG)

Ron Millet (RM)

2. Minutes of the meeting of 19th June 2018

2.1 Accuracy

A typographical error in line 4 of item 5 was noted and correct

2.2 Matters arising

2.2/8 – Following the interviews in June, EBED had recruited two new Trustees. The Board approved Andy Margetts as an EBU-appointed Trustee. Dom Wilson had been appointed by EBED.

3 – JC reported that fundraising to support the teams competing in the World Youth Teams Championships in China had exceeded £56K.

4 – The Board agreed that no further changes would be made to the NGS at present, however it would welcome any statistical evidence which proved any of the ‘anecdotal’ concerns which had been raised in the past.

7 – JD had not been able to do sufficient research in to how other organisations handled the matter of refusing membership, and discussion of the subject was postponed to the October meeting.

3. Financial matters

3.1 Treasurer’s Report for July 2018, inc. reserves policy

JC reported that the financial position was a little behind budget, however the generous response, compared to the expectation in the budget, to the fundraising appeal to support the junior teams had more than offset this deficit.

He highlighted concerning figures from the Bridge Warehouse in August compared with August 2017, noting that this continued a recent trend. The reduced margins which had affected figures previously had been addressed, however sales had been low. There was consideration given to whether diversification of stock was needed, however it was recognised that, as the number of clubs using the Bridge Warehouse remained surprisingly small, an increased effort to engage with the other clubs, and unaffiliated clubs, should be the primary action taken. It was also noted that there had been some additional items added to the range recently, including dealing machines.

After a drop in July, JC reported that UM figures had returned to forecasted levels in August. This may have been due to the return of more 'normal' temperatures. He projected that the UM figures would likely be slightly below budget at the end of the year.

The profits from the Summer Festival had been well below budget, and whilst he acknowledged that the predictions had been wrong, GR commented that it had been difficult to anticipate the entry levels for the event. The low entries had confirmed that holding the event in London should not be repeated in 2019, and it was hoped that the event could return to Eastbourne. The better-than-expected response to the midweek competitions, hosted by clubs around the country, had, however, been pleasing, and the format may be replicated in future.

JC advised that the final costs for the World Youth Team Championships were still to be finalised, but he hoped this would be known for the October meeting.

JC advised that during his work with other organisation he had identified opportunities for a greater return on savings than currently enjoyed by the EBU, however it required a year-long investment. The Procedures Manual only permitted investment for up to a 6-month period. The Board agreed to change this, so it was permissible for the reserves to be invested for up to 12 months.

3.2 2017/18 Financial Statements and Pricing Strategy

The 2017/18 accounts were circulated to the Board. It was agreed that these would be recommended to the Shareholders at the AGM.

Following the 2017 AGM, a summary of the accounts had been made available on the website. It was agreed that this would be repeated in 2018, and this summary would also be included in the Annual Report.

JC circulated a pricing plan for 2018/19 in which he recommended that 1p be added to the Universal Membership Subscription fee, as per the Four Year Plan previously set out. The Board accepted and endorsed this proposal. It was noted that a member playing one game per week would contribute less to the EBU through UMS in the year than the Membership Fee which was charged in 2010. He would return to the meeting in October with a fuller breakdown of fee increases – these would average around 2.5% which is well below the current rate of inflation.

He noted that had been some structural changes for the present year – the reduction in the club affiliation fee, the removal of the rebate to members who had played more than 150 sessions, the removal of the discount for clubs paying by direct debit – but none were proposed for this year.

4. General Manager's Report

GR had a circulated a report prior to the meeting, and a number of matters from it were discussed.

GR advised that the outstanding issues relating to the General Data Protection Regulation had been resolved. The aspects of the GDPR which previously had been included in a separate contract between individual affiliated clubs and the EBU had now been incorporated into the Terms of Affiliation. Each club would be asked to agree to these when they re-affiliated in the spring. This had satisfied the clubs which had been unwilling to sign the contract. Clubs which had already signed the contract had been offered the opportunity to have it rescinded, and a few had taken this option.

Matters relating to the Aylesbury staff were discussed. GR reported that Tim Anderson had started as Membership Development Officer, and seemed to be finding his feet quickly.

Some clubs had expressed concern that the VAT ruling may affect the ability of bridge clubs to become registered charities. As some clubs had been granted charity status since the ruling, it was hoped, and believed, that this concern was unfounded.

GR gave an update regarding IT matters, and highlighted some areas in which costs may be reduced in future. He would report further at the next meeting.

After discussion with EBED, it was likely that there would be a trial re-introduction of the free places which are offered to affiliated clubs on teacher training courses. This is likely to begin some time in the new year – in part this was to enable EBED to arrange additional courses for 2019 to meet the likely increase in demand. JD had expressed to EBED that the lack of teachers was acting as a hindrance to membership growth in some areas, and they had acknowledged the need for more teacher training in certain parts of the country.

5. English Bridge Education & Development

The Board confirmed that it was aware of the new advice from the Charity Commission, which enabled organisations to identify whether they were operating in a way which made them sufficiently distinct from associated charities. The Board was happy that the relationship between the EBU and EBED complied with these requirements.

RL reported that although progress in a number of areas relating to education was slow, a number of positive actions had been taken, and things were moving forward.

6. Regulations

6.1 Articles and Bye-Laws changes

It was recognised that there needed to be a number of changes to official documents to reflect the change in GR's title from General Manager to CEO. AG had identified the instances where these changes were required.

At the 2017 Shareholders' Meeting a change had been approved to the Articles of Association so that nominations for the position of Board Director must be received four weeks prior to the Annual General Meeting. No change had been made in relation to nominees for positions on Standing Committees, and it was suggested that this period be changed from three weeks to four, to bring the two in line, thus reducing the work load for the Aylesbury staff. Likewise, the minimum period for request nominations for Directors is eight weeks before the meeting, but six for Standing Committee members – a change to the latter, so both used the same schedule, was proposed. The Board agreed that these changes should be proposed at the AGM.

Prior to the meeting, RM had raised that the phrase 'in good standing' had been used on a few occasions – primarily in discussions in the Laws & Ethics Committee – but was not defined in the Bye Laws. It was agreed that such a definition should probably be included, and AG would give the matter further thought ahead of a discussion at a future meeting.

6.2 Shareholders' Consultation

At the Shareholders' Meeting the possibility of changing the calendar of meetings had been raised, and following that meeting JD had written to all counties to seek further input. Of the 21 Counties

which had responded to his email, a significant majority were in favour of removing the Shareholders' Meeting as a permanent fixture on the calendar, but retaining the option to call a second meeting, should one be deemed necessary. At the Shareholders' Meeting the majority of those present indicated that they would prefer the meeting be retained.

AG would speak at the AGM to lay out the options available to the Shareholders, along with a summary of the feedback from the consultation and the perceived 'pros and cons'. The procedure for calling a second meeting, if it were not scheduled to be held— should that option be chosen – would be outlined. Under the current articles the Board could call a second meeting but if it did not then the Shareholders could do so subject to the minimum number of them asking to do so currently stated in the Articles

It was agreed that if there were not a second meeting, then a written 'half-year report' should be prepared and circulated at the midpoint of the year to appraise Shareholders of the relevant information in the year to date. It was also agreed that if the Shareholders' Meeting did not take place in 2019, then a County Chairmen's Meeting would be held on the reserved date.

7. Social Media

7.1 Report and recommendations

The Board had arranged for a small panel, chaired by JC, to consider how procedures could be updated or improved in regard to the conduct in a public forum – particularly online – of members of the Board and Standing Committees. This followed a complaint made to the Board in relation to comments made by a member of one committee about a member of another. The panel was asked to consider whether a member of one Standing Committee, or a Board member, should be allowed to publicly criticise a member of another Standing Committee or the Board.

The panel had produced a short report for the Board, and therein it expressed the opinion that the Board and Standing Committees should be considered to be a single group, as all are working towards the same overall goals of improving the EBU. It would therefore not be appropriate for 'cross-committee' criticism in a public setting. It recognised, however, that what could be considered 'criticism', and what is a 'public setting', may involve some 'grey areas'.

The Board thanked the panel for its work, and broadly agreed with both the report and the recommendations. JC would therefore develop some guidelines for Committee members, and these would be discussed at the October meeting.

It was noted that such a policy was already included in the contracts signed by those representing England in international events, and it was agreed that it would be appropriate to ensure that the matter was addressed in the Staff Handbook.

Other improvements in the EBU's processes had been identified and these were being implemented, including a more wide-ranging approach to volunteers, which was already identified as an area to address in the new Strategic Plan.

7.2 Social Media Policy

Following on from the specific discussion in item 7.1, it was discussed whether it was appropriate to have a general 'social media policy', particularly when considering those working as a volunteer for the EBU. It was agreed that a policy for volunteers should be less restrictive, however it was recognised that in some instances they could be construed as 'representing the EBU'. Furthermore, conduct on social media should be viewed no differently than in any other setting, and a policy which

reminded people of the need for politeness and common decency would not be inappropriate. A policy would therefore be produced.

A draft policy had been circulated, and based on comments from the Board JD would make some amendments ready for the October meeting. He would also include in the discussions Sally Bugden, who had been a member of the panel convened for item 7.1.

Once a policy had been approved it would be added alongside other policies, such as Best Behaviour at Bridge, and could be made available for use by any clubs or Counties that wished to adopt it.

It was noted that any grave transgression of the policy would be covered by existing regulations and the actions of the member could be referred to the Laws & Ethics Committee.

8. Awards

8.1 Dimmie Fleming Awards

The Board approved the nominees, and all will receive a Dimmie Fleming Award at the AGM, or at a suitable subsequent time if they are unable to attend the meeting.

8.2 Silver Award

No nominations had been received for a Silver Award, and none will be presented this year

8.3 Tony Priday Award

The Board did not consider there to be an outstanding candidate for the award this year, and therefore no presentation would be made.

8.4 Other Awards

JD reported that a member had approached him to seek the EBU's support in making an application for another member to be given a public honour. JD had replied that it was long-established Board policy that in general it would not support such applications, and the current Board agreed with this position. Whilst the Board would be willing to confirm to the awarding body any relevant facts, they did not feel it was appropriate to use their personal opinion to judge a person's suitability for an award with which it had no involvement and about which it had no specific knowledge.

9. County Working Groups

GS reported that attempts had been made to reinvigorate the South West County Working Group – including a proposed meeting in Bristol, an email discussion, and a chat via Skype – but none of these had been picked up by sufficient counties in the region so had not taken place.

All counties in the East, South East and South West regions had been invited to arrive early for the AGM and over lunch there would be informal discussions organised for those from each region. It was hoped that this might start some collaboration in each Working Group and more formal meetings could follow in due course.

10. Complaints procedure; report on recent complaints

GR and JD gave an update on recent complaints that had been made against staff and/or members of the Board.

In one case, the EBU had been required to adopt an 'Extraordinary Complaints Procedure' – i.e. for instances which could not be dealt with, equitably, by the Chief Executive or the Officers – and for this to be shared with the complainants. Given the time constraints, the Officers had approved the version of the procedure which was then implemented and circulated. This was shared with the Board who ratified the decision of the Officers to approve this version of the procedure. A minor alteration was noted and this would be included in the Procedure in due course.

11. WBF/EBL matters

It was agreed that JD would write to the WBF with some constructive criticism regarding arrangements for the World Youth Team Championships in China. GF would collate the comments from the NPCs and provide JD with the main points for inclusion.

The EBL was accepting nominations for inclusion in the Hall of Fame and the Stars of the Past. The Board agreed that JD should consult with appropriate people and then make nominations on behalf of the EBU.

12. Calendar of meetings for 2019

Proposed dates were circulated, and any Board members unable to attend on any of those dates were asked to notify JD. It was agreed that it was not necessary to have a 'strategy meeting' on the day following the Board meeting in June.

If the Chairmen's Meeting was to be held in 2019 – dependent on the decision relating to whether there would be a second Shareholders' Meeting – then it was agreed that this should be held at the Young Chelsea BC if available. The possibility of holding the Shareholders' Meeting – if it takes place – at the Young Chelsea BC would be considered, though it was noted that it may not be big enough.

13. Any other business

- In RM's absence, discussion of the Membership Project was deferred to the October meeting.
- GR was asked whether recent problems which had arisen at competitions were being addressed. He replied that some issues were addressed by TDs working at the events, and were covered in the reports which they made. It was agreed that these reports would be circulated to the Board in addition to the current recipients. As Chief TD, GR would also report to the Board on relevant matters when appropriate. IP added that the Tournament Panel was addressing certain issues which were within its remit.

It was noted that a partial refund had been made, by the hotel, to members playing in the Crockfords finals who had dinner at the hotel, in recognition of the poor service received. A letter of apology from the hotel had also been received.