



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE EBU LIMITED
held on Zoom, Thursday 19th October 2023 at 1pm

Present:

Adrian Darnell (AD) (Chair)
Paul Gibbons (PG)
Rob Lawy (RL)
Patrick Shields (PS)

Ian Sidgwick (IS)
Gayle Webb (GW)
Gordon Rainsford (GR) (Chief Executive)

1. Apologies for Absence

Kay Preddy (KP) (Treasurer), Tony Russ (TR) (Vice-Chair), Abbey Smith (AS)

2. Minutes of the meeting 14th September 2023

2.1. Accuracy

No matters of accuracy. The minutes were approved.

2.2. Matters Arising

There were no additional matters arising. The Board agreed to discuss all ongoing actions at the next meeting.

3. AGM Agenda Items

3.1 Draft AGM agenda

The Board discussed the draft agenda for the AGM.

AD asked the Board to arrive for the AGM at approx. 12 noon to welcome award winners and shareholders.

GW asked if the Board could be more visible to shareholders who may not have attended an AGM previously. GR confirmed he would ask for badges to be printed for all Board members and staff attending.

The Board discussed each agenda item and confirmed the order of items and which items would include enclosed documents sent prior to the meeting.

AD has asked Lee Guy (LG) to send a report or update from EBED. He is awaiting a response. The process for and order of votes was discussed and agreed. It was agreed that one or two shareholders will be invited to oversee the vote count.

It was noted that normal practice is that detailed questions must be submitted by shareholders in advance.

3.2 Special Resolutions – Article Changes

The Board agreed that no changes to the wording for the Special Resolutions – Articles of Association would be proposed at the AGM. AD will alert shareholders to the proposed changes and invite comments, but there would be no vote to approve changes at this AGM.

3.3 Proposed Changes to Disciplinary Rules

The Board discussed the proposed changes to the Disciplinary Rules which were received from the Laws & Ethics Committee. There were concerns raised that including provision for claiming costs of up to £5k may result in defendants asking for their costs to be paid. Currently no costs are awarded or paid in disciplinary cases. It was agreed that the proposals should be further checked before approval. PS & GR will discuss the details with Steve Green (SG) (Laws & Ethics Vice-Chair). GR will also discuss the details with Anthony Golding (AG).

AD asked if a representative from the L&E Committee could be present for the AGM.

4. Annual Report Section Allocation

PS asked GR to confirm the latest version of the Annual Report. AD will re-read and send final comments via email.

5. Chief Executives Report

GR submitted his report prior to the meeting. There were no additional questions.

6. Conflict of Interest Policy

The Board discussed the practicalities of implementing the new proposed policy. GR commented that one of the problems found in mind sports like bridge is that people are never too old to play internationally. This means that those on the committee with the experience to make the team selection decisions are themselves often potential players.

The mitigations for this are that we ask any parties to register their Conflicts of Interest and abstain from discussion or voting in areas where these apply. However, at least three people are needed to vote.

The Board agreed that the Conflict of Interests Register would only be accessed as evidence to a complaints process and would not be otherwise accessible. The Board agreed the proposed Conflict of Interest policy.

7. AOB

GR spoke on behalf of TR about the budget for Membership Development. This budget has not been used in recent years, however, the Marketing Sub-Committee asked if the Board would approve the appointment of a professional marketing manager for a three-month trial, with the option to extend to a full year.

The Board agreed in principle that engaging this professional is a good idea. They will consult with KP regarding her opinion about funding and will invite the marketing professional to confirm what she thinks will be achievable goals during the first three months.

Next Meeting:

Thursday 18th January (Zoom) 11am

Future Meetings:**Board:**

Thursday 21st March (Zoom) 11am

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

Thursday 12th September (Zoom) 1pm

Thursday 17th October (Zoom) (AGM items) 1pm

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

*Venue needs to be confirmed

The dates of the meetings for 2024 were agreed. AD confirmed that should he be re-elected as Chair he will suggest moving the Board meetings to a morning start of 9am or 10am.

Meeting closed at 14.30

Actions carried forward from the September meeting –

1. AS is working with Gail Nancarrow (GN) to add fund raising details on the EBU website to make the process more transparent.
2. PS has started creating an action plan looking at further data analysis of membership trends, and how best to utilise the results. It is ongoing.
3. The Competitions Working Group will look at improving Sim Pairs. This is on their agenda for future meetings.
4. GR noted that the CWG will discuss updating the NGS exemption rules at the next CWG meeting, due to take place tomorrow.
5. Further discussion at a future meeting of how best to utilise the benefits of the club liaison officer for all clubs.
6. Terms of Reference and Articles of Association to be improved to avoid ambiguity.
7. GN to circulate the 2022/23 Financial Statements
8. PG to 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.
9. IS to finalise communication to be sent to members regarding sponsorship opportunities.
10. 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.
11. 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.
12. The Board to ask the chairs of the standing committees to make a short report at the AGM.
13. CWG via PG to provide a paper to distribute to the County Chairs prior to the County Chairs meeting.
14. PS and TR to form a liaison group with EBED.
15. The appointed Board member for each sub-committee and the standing committees, to produce a report for the Board meetings.
16. The Board to look at the heads of terms of agreement with EBED annually.
17. GR to liaise with AD and finalise the annual report.

Appendix A:

Chief Executive's bullet-pointed board report for October 2023

- Short report for this month but Annual Report provided alongside
- Tim Anderson will be cutting down his hours in the new year and working just in IT
- Jonathan Lillycrop has moved to Durham but will work from the office for one week a month
- Heather Bakhshi met with a club that had been thinking of disaffiliating and they changed their minds
- The Welsh Bridge Union have been in touch about the possibility of us administering their membership and master points for them
- Our website update to Drupal 10 took place without incident
- Harry has now started work on our plan to email our members after each session with their results and information on progress with NGS, master points, and other stats
- Mike Rothwell has generously given us his Bridge Timer which we are intending to bundle together with EBUScore so that it becomes an additional benefit of affiliation

Gordon Rainsford

October 2023

EBU