



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE EBU LIMITED
held on Zoom, Thursday 21st March 2024 at 10am

Present:

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

Ian Sidgwick (IS)
Abbey Smith (AS)
Diana Nettleton (DN)
Gordon Rainsford (GR) (Chief Executive)
Sam Kelly (SK) (minute taker)

1. Apologies for Absence

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

AD thanked the EBU office for gathering and sending out the papers for the meeting.

2. Minutes of the meeting 16th January 2024

2.1. Accuracy

It was agreed that the role of Club Liaison had been missed off TR's list of responsibilities. The minutes were approved.

2.2. Matters Arising

There was a short discussion about the possibility of electronic voting for shareholders who are unable to attend the AGM. It was confirmed that we have the capability to run elections electronically, but that hybrid meetings would require more thought. It was agreed that hybrid meetings are not currently required.

2.3. Ongoing Actions

It was agreed that, as he was doing for the AGM, IS will take responsibility for making sure the items on the list of ongoing actions from Board meetings are moved forward.

3. Chair's Business

3.1. EBED Update: To receive and consider a proposal from the Officers

Prior to the meeting AD circulated (a) a proposal put together by the EBU Officers at a meeting earlier in the month on the situation with EBED, and (b) the minutes and resolutions from a recent EBED meeting, which was received subsequent to that.

The Board discussed the EBED minutes and resolution document along with the proposal from the EBU Officers.

Following discussion, the Board agreed all points in the Officers' proposal:

- Point 1: The Board agreed that due to the scale of teaching from EBED diminishing in recent years and their recent receipt of a large donation from a third party, that we cannot justify a donation from the EBU. However, the EBU Board confirmed they are open to requests from EBED for a specific proposal to donate to aid in financing a project which they could not otherwise undertake .
- Point 2: Following agreement of point 1, the EBU Board confirm that the additional options would now be considered within the EBU budget.

- Point 3: It was agreed that the Heads of Agreement with EBED will be reviewed in April/May and we will build into it designated review points.
- Point 4: The Board agreed to continue as equal partners with EBED with regards to Youth Strategy.
- Point 5: The Board agreed that they would not re-appoint Lee Guy (LG) as EBED Chair. AD will confirm this with LG and send confirmation of the decision and reasoning to the EBED Trustees via the Chief Executive Mark Humphris (MH).

The Board granted the Officers permission to write, on behalf of the whole Board, a paper to all EBED Trustees explaining our position.

3.2. To consider a draft “minutes policy”

The proposal of a new “minutes policy” was discussed. It was agreed that the minutes should be adequate to be understood, but not include the full detail of each minute discussion. The Board agreed that to help with the minutes, Board papers will be open and accessible, included as an appendix of the minutes, unless there is a reason for not including them.

The Board agreed the new minutes policy in principle, subject to AD re-writing item 4.

3.3. To consider co-options to the Board

AD confirmed that KP and GW have expressed a wish to disengage from the Board. The Board accepted their resignation with immediate effect.

PS agreed to be co-opted Treasurer until the AGM in November. It was agreed that a Finance Working Group would be created to support PS. The group will comprise PS, DN and PG.

There was a discussion about other potential volunteers for the Board. As per previous years, it was agreed that if someone stood for election and failed to be elected to the Board, that they would not be co-opted.

AD asked for the Board to route all nominations for co-opted members via GR.

AD thanked DN for her work on the construction of a strategic plan. Proposals and paperwork will be presented at the Officers meeting, to be followed by a full report to be discussed at the June Board meeting. The strategy will set drivers and a framework for the vision for the next three years.

4. Financial Matters

4.1. January Management Accounts & Treasurer’s Report

PS circulated the report prior to the meeting. There was one question about the Bridge Warehouse sales, PS confirmed that the higher than anticipated sales were due to the sale of a number of Duplimate machines, which have a different sales margin than other items.

The Board agreed with PS’ proposal for shorter games with regards to UMS, that PS will continue to gather feedback on the topic and the Board will discuss further at the meeting in June. Any proposed change will be put to the shareholders at the AGM.

4.2. Budget 2024/2025

The draft budget was circulated prior to the meeting. PS confirmed that the budget follows a similar pattern to previous years. The overall picture going forward is that we see costs rising on a number of fronts, but we are assuming that the higher-than-expected club activity over the past year will remain steady and that the UM take will remain at last year’s levels.

There was discussion around the funding for international teams and youth bridge. It was agreed that TR and AS will write a report looking at increasing funding for the international teams, to be discussed at the meeting in June.

The Board approved the proposed budget.

4.3. Assurance Report – Topics for 24/25

The assurance report replaced the annual audit. The Board agreed two candidates to be contacted to find one willing to join the other two independent scrutinisers for the year.

The Board agreed that the assurance report this year will look at the following areas:

- Approval of expenses claims, in particular those associated with international events
- Financial aspects associated with face-to-face bridge events (e.g. congresses)
- BBO transactions and onwards distribution

PS will make arrangements for the above items to be looked at in the next assurance report.

Members Money Process (PS)

PS apologised for the delay in producing the revised proposal and assured the Board it would emerge very shortly and be circulated out of committee.

4.4. Other topics

- The per diem, intended as a contribution to expenses, for those entitled to it (e.g. NPC's) will be increased by 10%, from £30 to £33.
- The Board agreed that the charity for the year will be Cancer Research UK.
- Currently the financial reports are created monthly but this could be generating too much to read; this will be looked at by the Financial Working Group.

5. Chief Executive's Report

GR gave a brief overview of his report as detailed in Appendix A.

6. Articles of Association

6.1. To consider the Principles to underpin the revised Articles

The Board discussed the report previously circulated by PG. PG confirmed that the proposal is for the Articles to be revised with modern language.

Additional changes in the proposal were for the Vice-Chair, Treasurer and Selection Committee members to be nominated by the Board rather than elected by the Shareholders.

The meeting made a proposal for a third standing committee to be included, with responsibility for laws and regulations. It was agreed that some of PG's proposals will be added as policies rather than articles.

6.2. To consider the timetable for updating the Articles

The Board agreed that PG and AD will produce a new draft of the updated Articles by the end of May, for discussion at the June meeting.

7. Selection Committee Matters

7.1. To receive the final Terms of Reference

The final Terms of Reference were received.

It was agreed for one minor change to be made to paragraph two, to make it clear that the Board are delegating powers to the Selection Committee in certain areas but retain responsibility.

7.2. To receive Minutes of the Selection Committee Meeting, 10/01/24

The Board looked at the minutes from the recent Selection Committee meeting. There were no further questions. AS noted that TR is a very welcome addition to the committee.

8. L&E Matters

8.1. To consider the draft Terms of Reference

The draft Terms of Reference mirror in every way they can, the changes previously agreed for the Selection Committee.

AD invited comments for the changes. One comment was made in relation to the mention of bad behaviour. There is no mention of responsibility for bad behaviour at the table. It was agreed that this should be made clear.

There was discussion about the process for changes to the EBU Regulations which supplement the Laws of Bridge, including the Blue Book amendments.

The Board agreed and approved the Terms of Reference. AD will re-write some minor changes.

9. Editorial Board Meeting

9.1. To receive Minutes of the Meeting, 16/02/24

The Board briefly discussed the Editorial Board minutes from the recent meeting. GR confirmed that the EBU have been in contact with the French and Dutch regarding their proposal, to indicate our willingness to be involved.

Following the meeting, a new draft style guide has been received. This will be discussed at the next Editorial meeting.

10. Policies

AD highlighted the number of policies that need updating.

- [Safeguarding Policy and Good Practice Guide](#)
- [Volunteer Code – Letter & form](#)
- [Privacy policy](#)
- [Social Media Policy](#)
- [Code of conduct for those working with Junior Squads](#)
- [Obituary Policy](#)

AD circulated a revised Code of Conduct.

AD highlighted within that document, “Observing the Principles of Confidentiality”. It was agreed that following approval, the new document will be circulated to all standing committees and sub-committees. The Board agreed that anything not included in the minutes should be treated as confidential.

Following discussion, the Board approved the new Code of Conduct, subject to a further check by GR, AD and PS to check how the new code fits with the current Volunteer Policy.

GR confirmed that for the additional policy documents listed, Karen Durrell and Kay Carter are currently reviewing them to keep them up to date, they will ask the Board for input where needed.

11. Update from Working Groups

11.1. Competitions Working Group

A report was circulated prior to the meeting. No further questions were raised.

11.2. Technology Working Group

The Technology Working Group was discussed during the CEO report.

11.3. Education Working Group

AS gave a brief update from the Education Working Group.

11.4. Membership/Marketing Working Group

A report was circulated prior to the meeting. TR thanked DN for writing the minutes. No further questions were raised.

11.5. County Chairs

TR confirmed there was no additional update following the recent county chairs meeting.

12. BGB Representative

GR informed the meeting that BGB Chair Sandra Claridge expects to be away for a lot of time and that when she is, her role will be filled by Jeremy Dhondy. Potential candidates for the EBU BGB representative were discussed. It was agreed that a decision would be made prior to the next BGB meeting on 7th May.

AD asked for any further suggestions from the Board to be sent to GR.

13. EBL/WBF Matters

GR gave a brief update. He confirmed that the recent EBL Officers’ meeting was productive. The next EBL meeting in June will include an election; this will be discussed nearer the time.

14. Any Other Business

There was no other business.

Next Meeting:

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

Future Meetings:

Board:

Thursday 12th September (Zoom) 10am

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

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

*Venue needs to be confirmed

Meeting closed at 13:05

Actions carried forward from the January meeting –

Item Number	Date Added	Member of the Board Responsible	Action	Status
	21/03/2024	GR, AD and PS	Check how the new code of conduct fits with the current Volunteer Policy	Ongoing
	21/03/2024	AD	Re-write some minor changes to the L&E Terms of Reference	Ongoing
	21/03/2024	PG and AD	Produce a new draft of the updated Articles by the end of May, for discussion at the June meeting.	Ongoing
	21/03/2024	PS	Arrange for the items agreed to be covered by the assurance report. Contact the potential members to be independent scrutinisers.	Ongoing
	21/03/2024	PS	Continue to gather feedback on UMS restructuring and the Board will discuss further at the meeting in June.	Ongoing
	21/03/2024	AD	Confirm with EBED the decision made with regards to the EBED Chair and donations from the EBU.	Ongoing
	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.	Overtaken by events
	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	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	AD	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)
5		Not assigned Marketing WG?	Further discussion at a future meeting of how best to utilise the benefits of the club liaison officer for all clubs.	
6		PG	Terms of Reference and Articles of Association to be improved to avoid ambiguity.	Ongoing (Long term action)
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

12		AD?	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.	done
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.	

Appendix A:

Chief Executive's bullet-pointed board report for March 2024

- Kiat Huang is standing down from the IT Working Group and will be replaced by Aaron Hutton. We are very grateful to Kiat for his important help with IT matters.
- GR discussed with the officers that our contribution to CRUK from the Bridge – It's a Big Deal festival could take the form of passing on the UMS from all the events that are run as part of the festival.
- Next year is the 100th anniversary of the creation of Contract Bridge by Harold Vanderbilt and I have been in discussion the Worshipful Company of Makers of Playing Cards about jointly creating a run of commemorative cards for the occasion, publicising the game and raising money for charity.
- We have had a lot of trials and some teething problems with using tablets for them. The display of live results for all the various formats continues to be improved.
- The venue for the Camrose in Manchester generated negative feedback in particular about the food and we will take care to find somewhere more suitable for our next Home International - the Lady Milne Trophy next year.
- The Easter Congress in London will be in a new, school venue which will save us money and entry numbers are now looking good.
- Diana Nettleton and GR had a meeting with the Uganda Bridge Federation which is a new, university based organisation who were looking for help.
- We have a good number of candidates booked for the county TD course in May, which we are running ourselves this year rather than EBED.
- During Louise's maternity leave Sam has taken over the writing of the monthly Competitions Communication email sent to all members.
- The Bridge – It's a Big Deal! Festival pages on the website launched on 24th January.
- Work with Fairlie Ruggles, an outside consultant has continued with additional online posts to our social media accounts.
- Mike Rothwell has donated his Bridge Timer software to the EBU and this has been made available to clubs as an additional benefit of affiliation.
- New online reports have been made available to board members.
- We would like to update EBUScore, which now causes some users difficulty installing because it is written in Visual Basic 6.
- We have an issue with PCI DSS compliance and taking credit card payments, which is currently being addressed.