



**MINUTES OF THE SHAREHOLDERS MEETING
HELD AT THE IMPERIAL HOTEL, LONDON,
ON TUESDAY 9TH MARCH 2010**

Present:

Sally Bugden	Chairman
Andrew Petrie	Vice Chairman & Tournament Committee Chairman
Michael Hill	Treasurer
Barry Capal	General Manager & Company Secretary
Jeremy Dhondy	Board Members & Laws & Ethics Committee Chairman
Graham Jepson	Board Member
Jeff Morris	Board Member
Alan Nelson	Board Member
Martin Pool	Board Member
Sandra Claridge	Minute Taker
Karen Durrell	Reception

Apologies:

Heather Dhondy	Selection Committee Chairman
Malcolm Oliver	Board Member

County	Shareholders: Present	Apologies	Proxy	County	Shareholders: Present	Apologies	Proxy
Avon Bedfordshire		Mrs M Harris Mrs V Lawson	P Green BJ Keable	Lincolnshire London	S Cochemé Mrs C Duckworth	Mrs D Brown J Smith	S Cochemé S Cochemé
Berks & Bucks	T Garrett N Thompson			Manchester	S Travers	Mrs K Nelson M Newman	S Travers S Travers
Cambs & Hunts				Merseyside/Cheshire		A Clark G Endicott KAR Drane	
Channel Islands	Mrs P Panter			Middlesex	Mrs J Feldman PN Rosen R Amey JG Faulkner		
Cornwall	JM Booth			Norfolk			
Cumbria Derbyshire Devon		GW Bell T Treeby	P Hasenson	North East Northants Notts		J McCourt Mrs J Burgess K Rodgers P Baxter Mrs R Brown	I Rankin RH Northage RH Northage Mrs S Nicolson
Dorset Essex	Mrs M Curtis D Green	R Heath		Oxford Somerset	Mrs B Harris		
Gloucestershire Hants & IoW	JA Simons	I Moss Mrs M Gale WK Palmer RR Ray G Harrington R Underhill		Staffs & Shrops Suffolk	PD Hackett	J Withers M Carey	
Herefordshire				Surrey	PB Bentley	MR Curtis Mrs P Griffin H Marsen	
Hertfordshire	BN Eddleston M W Minting	M Hancock		Sussex	PJ Bates Miss JB Simpson		
Isle of Man		Dr E Slatcher		Warwicks	C Lang J Pyner	L Reece	
Kent	BR Crack JM Lewis			Westmorland		Mrs J Jeffreys	
Lancashire	B Brelsford Mrs J Wright			Wiltshire			
Leicestershire	RH Northage J Wilcox			Worcester		Mrs JA Skelton P Hammond Mrs L Millet	DR Thomas
				Yorkshire	Mrs J Latham P Mason		

Opening the meeting the Chairman announced with great sadness the death of John Carter, a true and honourable supporter of duplicate bridge. Sally was joined by Shareholders in sending her thoughts to his widow Helen and her family. Tribute was also paid to Stuart Steveley who died in November, who with his wife Anne had been administrators of the EBU for many years.

To mark the publication of his 100th book, the Chairman was delighted to present David Bird, the very successful and humorous bridge writer, with a framed collection of cartoons from his first book, and thanked him for his contribution to *English Bridge* over a long period. David expressed his thanks, and said how lucky he was to earn money from something which he thoroughly enjoyed.

Congratulations were extended to the two England teams, captained by Paul Hackett and Heather Dhondy, who had won the recent Camrose Trophy.

1 APOLOGIES FOR ABSENCE

See page 1 for County information.

2 MINUTES OF THE MEETING OF 7TH OCTOBER 2009

The minutes were signed as a true record, and there were no matters arising other than those included as agenda items.

3 UNIVERSAL MEMBERSHIP UPDATE

The Chairman reported that club affiliations were continuing to be received, and as at 9th March 570 clubs had signed up to PTP representing 1.8m playing sessions. Sally urged counties to ensure that their clubs upload membership data to Aylesbury to facilitate smooth running of PTP from 1st April.

4 MINUTES OF THE COUNTY CHAIRMAN'S MEETING ON 16TH FEBRUARY 2010

The Chairman said that 29 counties had been represented at the meeting, which had been an extremely productive exchange of views, with many issues raised and discussed.

In regard to the formulation of a new Club Committee, Gerard Faulkner said that club representatives were underwhelmed at the prospect of attending meetings such as this, but were generally in favour of the suggested new committee. He had raised a question on the constitution of counties and clubs at the meeting, and as a result he had drafted clauses for County Constitutions for nomination and election to the new committee.

The Chairman thanked Gerard Faulkner, and said that the clauses would be published on the EBU website when approved by the Board.

Mr Faulkner said that he had drafted a similar clause for Club Constitutions which was available from Chris Buchanan of Norfolk CBA.

Julia Simpson (Sussex) said that it was not clear what the function of a new Club Committee would be, but it was imperative that clubs felt that although not a constituent part of the Union, they were a stakeholder in the EBU, and that the excellent work done by the current Club Committee to improve services be continued.

Asked by Simon Cochemé why it was necessary for counties to collect Direct Subscriptions in the first year of PTP, the Chairman responded that the system would not be available for collection until April 2011, but that in the meantime as much as data as possible would be provided to counties.

5 GOVERNANCE & REPRESENTATION

5.1 *Update on charity registration*

Sally Bugden reported that a response was still awaited from the Charity Commissioners on an application for charity status, but that information would be provided to counties when it was available.

It was confirmed that to conform to the requirements of the Charity Commission, the Union would convert to a company limited by guarantee.

5.2 *Review on voting rights*

Andrew Petrie stated that following a major structural change such as Universal Membership, it would be good practice for any organisation to review its governance arrangements. The Board had therefore considered a number of issues on governance, and how best to represent the members in the Union's affairs and effectively manage the EBU.

In particular the Board had followed up its pledge to undertake a review of voting rights, and the following three alternatives had been formulated:

- One member, one vote
- County Associations (1-4 votes as now)
- Clubs (each club 1 vote)

Andrew pointed out that in fact OMOV was already in operation because individual members had a vote at County level. Andrew asked that counties consult with their clubs on the above, and provide feedback to the Board, by mid December 2010.

Paul Hackett noted that depending on the alternative adopted, there might be up to 600 people entitled to vote. In response Andrew said that a meeting could be held at one of the EBU's events (e.g. the Brighton Summer Meeting) which could accommodate all the likely attendees (in organisations similar to the EBU it was noted that between 20% and 30% actually attended meetings), or that a postal or electronic system of voting could be used.

In response to opinions expressed that it would be undemocratic to adopt a system of voting entitlement for counties and clubs given the disparity in their size, the Chairman said that the Board had, in *Bidding for the Future*, committed to carrying out such an investigation, and urged all counties to establish their clubs' reaction to the proposals. Jeremy Dhondy said that reservations were expressed at the County Chairmen's Meeting that counties might be marginalised if each club was entitled to vote. If this was noted to be a significant drawback, the possibility existed to increase a county's voting entitlement.

The Vice-Chairman stressed that if feedback from the counties suggested that the status quo be maintained, then the Board would proceed in that direction but it would be important to explain to members why the current system was considered the most appropriate option going forward.

Sandra Nicholson (Oxfordshire) requested that the document detailing proposed changes to the governance of the EBU be emailed to all counties.

In answer to a question from Syd Travers (Manchester) as to how voting entitlement for counties will be determined for the coming year, the Chairman said that the number of members per county will be available in July 2010 and that voting would be scaled based on the current system. The necessary change to the Articles of Association will be effected at the July Shareholders' meeting

5.3 Proposed changes to the election/appointment of Directors & members of Standing Committees from October 2010.

The Vice Chairman introduced this item by saying that the EBU is an increasingly complex business often involving projects of significant financial impact, and that the Board had reached the conclusion that it must, in future, have a full complement of skills available to the Board. This could best be achieved by allowing the Board to co-opt/appoint a number of Directors to fill any skill gaps. Whilst the County Chairmen's Meeting had approved the general concept of a change to the current election procedure, it was felt that the suggested balance was not appropriate, and it was vital to retain democracy.

With the complexity of some Board roles the current procedure of electing Board members for a one-year term was no longer considered to be optimum, and it was proposed that this be increased to 3 years. In the case of someone co-opted, the term of appointment would be one-year.

The Vice Chairman said that Standing Committee chairmen have significant budget responsibility and it was very important that they were part of the Board so that they could fully take part in all strategic discussions and fully understand the business context in which their Standing Committee operated. This could best be achieved by appointing Standing Committee Chairmen from the Board

Alan Nelson said that the Union must keep the size of the Board to a realistic minimum to ensure that it is accountable. In his experience the larger the Board the more diffuse it became and a smaller Board would be more effective.

In regard to co-opting some members of the Standing Committees, a number of views were expressed and the general feeling was that if this was approved there should be more elected members than co-opted ones. Margaret Curtis (Essex) said that it would be hard to find more dedicated and knowledgeable members of the current Standing Committees. Gerard Faulkner expressed reservations about the proposals relating to Bye-law changes, but agreed that this matter should be deferred to a later meeting.

In conclusion, the Vice-Chairman said that the Board had an open mind, and would consider the preferences of the Shareholders. Feedback was needed before the end of May and could be sent to the Chairman or preferably to governance@ebu.co.uk. The issues would be discussed at the June Board meeting in the light of this feedback and revised Articles would be put to the July Shareholders' Meeting for approval covering:

- Composition of the Board – introducing a mix of elected and co-opted Directors with the 3 officers to be elected.
- Chairmen of the three Standing Committees - to be appointed from the 11 Board members
- Composition of Standing Committees - introducing a mix of elected and co-opted members
- Tenure - all *elected* Board & Standing Committee members to serve for 3 years

6 TREASURER'S REPORT

Michael Hill reported that his report was based on figures available at the end of December 2009. The forecasted small surplus for the year of £16K was better than envisaged, largely due to savings by virtue of the work to implement the universal membership being carried out in-house. He confirmed that breakdowns of all cost headings are available in the annual accounts, published on the EBU website.

John Wilcox (Leics) requested clarification for clubs on VAT in terms of their subscription and the pay to play subscription. The Treasurer reminded the Shareholders that clarification on this had been sent to all affiliated clubs last year. The Pay to Play subscription was individual members' money for which the club was merely a collecting agent. Thus it should not form part of the club's accounts and would have no impact on their VAT position.

7 UPDATE ON MASTERPOINTS, LICENSING & PAY-TO-PLAY

Andrew Petrie reported that a revised set of Masterpoint and Licensing regulations would come into force on 1st April, which take into account PTP, and tidy up some anomalies.

The Masterpoint and Licensing Handbook and summary sheets will be available on-line from 10th March and will be kept up to date thereafter. With the advent of electronic submission, the Union will be in a much better position to fully understand the spectrum of events. It was clear that for various reasons the old regulations were not always followed and transitional arrangements had been produced to help counties through the first year. In the light of experience of PTP, the Board has committed to reviewing the regulations prior to April 2011, and feedback is requested. The review will in particular incorporate the following:

- Allowing Counties to make their events open to any EBU members if they so wish
- Whether competitors playing in County competitions should be subject to a PTP charge and if so, to what extent
- Further tightening up the regulations and conditions applying to non-EBU members entering County and Club events
- Whether County K/O events should be subject to a PTP fee and how much that fee should be

In answer to a question from Barry Brelsford (Lancs), Barry Capal confirmed that a District League comprising teams not affiliated to the EBU will in future require a licence and, as indicated in the Pay to Play literature would be £5 per team of 4 and £10 per team of 8.

Concern was expressed about statements relating to the introduction of a £5 per team charge for a county premier KO event, which it was felt would deter entries, particularly from weaker teams. Andrew said that this would also be part of the April 2011 review though it should be remembered this had always been part of the PTP proposals and there was now no charge for any County Masterpoints. Brian Crack pointed out that in fact other than this there are very few significant changes to the regulations.

A number of difficulties or anomalies had already been identified and any queries should be addressed to Max Bavin at the EBU.

Asked by David Thomas (Worcs) why licence fees for county congresses had increased significantly above the rate of inflation with no costs associated with collection, the Treasurer said that he had brought county green point congress events into line with one-day green point events.

On the subject of county club nights, it was confirmed that it was not permissible currently to affiliate a county as a club for the purposes of a county night with enhanced Masterpoints. The question of 'county clubs' would be considered prior to April 2011 with appropriate consultation with those counties concerned.

A number of Shareholders requested that further clarification be provided on the definition of a “special event”.

8 MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF EBU LTD ON 22ND OCTOBER 2009

Presenting the minutes, the Chairman apologised for the oversight of omitting to include on the agenda the minutes of the meeting held on 17th September. The minutes, which are published on the EBU website, would be on the agenda for the July meeting, and questions on them would be welcomed in advance.

Gerard Faulkner questioned why the minutes of the January meeting were not on the agenda, noting that “unapproved” minutes of Standing Committees are published within two weeks or so of a meeting. In response the Chairman said that information at Board level is extremely significant and sometimes sensitive, and there could be legal implications if erroneous information was passed to the public domain. It was therefore the Board’s policy not to release the minutes until approved. However, the Board had fulfilled its pledge to communicate very effectively with the Shareholders and the members. She stated she would discuss the publication of draft Board minutes again at the next Board meeting.

Gerard Faulkner asked what progress had made on negotiations of the NBO budget. The Chairman said that she would seek to negotiate the Union’s position in Ostend in June. However, subscriptions to both the WBF and EBL were paid a year in arrears, and accordingly the amount payable for the first year of PTP would not become due until April 2012.

Gerard Faulkner queried the imposition by the EBU of an additional £1 per player for members of non-affiliated clubs competing in Bridge Great Britain Simultaneous pairs events. The Chairman replied that the increase in entry fee had been deferred; pending the matter being discussed by the Home Unions at BGB’s annual meeting in April.

The Chairman said that the introduction of an ‘Obituary Policy’ would provide recognition of the level at which players and administrators had contributed to the Union, and the game of bridge at large. The policy would embrace players in both clubs and counties.

9 MINUTES OF A MEETING OF THE LAWS & ETHICS COMMITTEE ON 21ST JANUARY 2010

Presenting the minutes, Jeremy Dhondy highlighted the following:

Publications

The L&E had decided that from 2010 it would not produce printed versions of its publications. With the exception of an index, the revision of the White Book was complete, and the document will be published on the EBU website in April. With a few exceptions comments on the ‘Tangerine Book’ had been very favourable, and Frances Hinden and Mike Amos had been thanked for all their hard work in producing a simplified version of the ‘Orange Book’.

Disciplinary matters

The large number of disciplinary cases continued, and a significant proportion of them emanated from clubs who did not have the correct procedures in place, nor in some cases a Constitution. Jeremy urged counties to assist their clubs in putting in place appropriate disciplinary procedures, and suggested that the model club constitution on the EBU website provides a good starting point.

Sally Bugden pointed out that Gerard Faulkner had provided advice for Norfolk's clubs. Gerard said that the advice to clubs on appropriate disciplinary procedures was available to other counties, on request.

Complex bidding methods

Concern had been expressed by a number of tournament players in regard to unfamiliar and complex methods which are difficult to defend against, particularly in short rounds. It is likely that from 1st August there will be a change to the circumstances in which the methods can be employed.

Andrew Petrie reported that transfer opening bids were included on the agenda of the Tournament Committee meeting on 10th March.

10 MINUTES OF THE MEETINGS OF THE SELECTION COMMITTEE ON 18TH NOVEMBER 2009 AND 5TH JANUARY 2010

Heather Dhondy reported that due to budgetary constraints for the year 2010/11, the Camrose and Lady Milne Trophies will not be fully funded, and that the Committee will be reliant on income raised from the EBU Supporters Club being set up in the near future to assist the players.

The EBU Youth Committee will be disbanded on 1st April, and the Selection Committee will assume responsibility for Youth, and ensure that the excellent work undertaken by the three Squad Managers in preparing players for youth events will continue.

Neil Rosen, while congratulating the Committee on the success of the reintroduced Premier League, questioned whether it was necessary to set aside three weekends merely to select teams for the Camrose Trophy. In response Heather said that feedback had indicated that the players appreciated the provision of quality bridge, but that a poll could be taken to establish whether the League should be reformatted.

11 MINUTES OF THE MEETING OF THE TOURNAMENT COMMITTEE ON 21ST OCTOBER

Presenting the minutes, Andrew Petrie announced the introduction in March 2011 of a strongly stratified National Club Simultaneous Pairs event, which it was hoped would capture the imagination of new members.

Being publicised very shortly would be four 'Improver Weekends' run by David Jones, aimed at club players, which would be held in different locations, starting in September. In addition, the tournament questionnaire had indicated support for a 'Midweek

Congress' and the possibility of introducing a congress on a trial basis probably aimed at less experienced players, would be debated.

Andrew took the opportunity to congratulate Yorkshire CBA for taking up the challenge of resurrecting the Great Northern Swiss Pairs, to be held on the first weekend of October.

In conclusion, Andrew assured the Shareholders that all communications to the Tournament Committee, on a wide range of issues, are taken note of, and actioned where appropriate.

12 ANY OTHER BUSINESS

Sandra Nicholson (Oxfordshire) suggested that a forum for exchanging ideas on welcoming new members during the coming year would be helpful. In general it was agreed that county websites would include a welcome, but that the first point of contact would be club secretaries. Barry Capal said that it would be possible for the EBU to provide a modified version of the county spreadsheet to flag up new and rejoining members.

Sally Bugden said that due to copy dates, the April issue of *English Bridge* would not go to all new members and that the welcome issue would therefore be June, which would include membership cards.

Brian Keable asked whether the recruitment of an advertising executive was to save on current costs or increase the scope of the Union's advertising.

The purpose was to improve value for money for the members.

**Date of the next meeting is Thursday 1st July in the Tudor Room,
Imperial Hotel, Russell Square, London, Start 12.30 pm.**

After a request by a Shareholder the following statement, which was read out by the Chairman before the meeting began, is copied here:

Before we start the meeting I would like to make a statement about the exchange between Keith Palmer and Michael Hill at the AGM.

For the last two years you have put the future of the EBU in our hands, a job that you know we take very seriously and which carries with it fiduciary duties and legal responsibilities.

We have delivered everything we said we would deliver.

The financial planning and preparation have not been helped by having to spend time and effort dismantling financial misinformation even after the project was approved by you, the Shareholders.

Such misinformation is so easily circulated in today's world and has done damage to the EBU. We have even had to use the services of our honorary counsel and our auditor to correct misinformation provided to various institutions.

The frustration generated by all of that was what was expressed in that exchange.

I hope you understand that there was no intention to cause any upset or distress to any of you, our shareholders.