



## MINUTES

Meeting of the Executive Committee of the Hull and East Riding Chess Association: held in the James Reckitt Reading Room, Hull Central Library. Thursday 15<sup>th</sup> February 2024. 19.15

**Present – Graham Chesters (chair), Richard Atkinson, Chris Matthews, Steve Thrower, Keith Porteous, Derek Sheppard, Douglas Vleeshouwer, Bethany Mount**

*The meeting had a single item of business, namely to consider the HERCA response to the letter from St Andrew's Chess Club asking for a reconsideration of the HERCA actions following the Club's refusal to pay their subscriptions for 2022-3. The paper "The St Andrews situation: route towards a resolution?" from Graham Chesters formed the basis for the discussion. The three trustees who are members of St Andrew's had absented themselves, appropriately.*

Graham reminded the members present that the proceedings were to be treated as confidential.

The meeting rehearsed a range of matters concerning the issue, covering clarification of questions of history, the application of the HERCA constitution, the various options open to the Executive Committee and their likely consequences. The main points made were:

1. The HERCA Rule 4 that Executive Committee decisions on matters concerning the constitution are final does not obviously apply to the current problem. The constitution does not have anything to say which deals with a dispute between HERCA and a member club. Clause 34 of the Constitution deals with disputes between members and is being taken as the process to be followed.
2. The deduction of four points for each team (in a decision made on July 5<sup>th</sup>, 2023) was a milder penalty than some that were considered at the time. Suspension of the Club, on the grounds that by refusing to pay subscriptions agreed at the 2022 HDCA AGM it had opted out of the HERCA League system, had also been considered.
3. The withdrawal of teams (from other clubs) from the league has increased the impact of the four-point penalty, given that there are now fewer points available for simply winning matches.
4. The role changes within the Club have resulted in key personnel remaining in a position of authority, maybe rendering future infractions more likely.
5. The dispute remains, however, one between the Club as a club and HERCA.

The nature of any mediation process that might result from the Executive Committee's decision was explored.

The possible adjustments that could be made to the penalty imposed were discussed at some length.

The five draft points of supposed agreement (in the document mentioned above) were explored. In particular the lack of a clear apology from the Club was noted.

On the question "does the Executive Committee address the request for a reconsideration of the penalty" a vote was called. The result was Yes – 4, No – 3, abstain – 1. The EC therefore will reconsider the penalty.

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Reconsideration of the penalty, and some re-drafting of the points of supposed agreement, will be by emails, as allowed by the Constitution, and with urgency.

Douglas is to draft a differentiated reduction in penalty points, depending on the size of the division the St Andrew's teams are in.

**Action – Douglas**

Richard is to re-draft one of the supposed points of agreement to make clearer the need for an appropriate apology.

**Action – Richard**

Graham will recast the terms of the proposed agreement to be presented to St Andrew's.

**Action – Graham**

The meeting was adjourned.

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*Record of the decision-making following the meeting's adjournment:*

1. Fifteen models of differentiated reduction in penalty points were drafted. They embodied reductions of differing magnitudes, as well as differing levels of suspended penalties. Some discussion reduced the number of viable options to five.
2. The re-drafting of the supposed points of agreement was completed.
3. The full document proposing an agreement with St Andrew's was circulated to all non-St Andrew's trustees, who were asked to respond to express either their approval or disapproval. In the event the document was approved, without dissent.
4. The same group of trustees were asked to vote for their preference among the five penalty reduction options. The first round produced no overall preference, but two of the options received no support. These two, and the least supported of the other three, were eliminated for the second round of voting. The following proposal was thereby adopted:
  - i. to reduce the penalty to 2 points deduction in both 6-board divisions and in the first 4-board division.
  - ii. to reduce the penalty to 1 point deduction in the third 4-board division.
  - iii. to suspend a further penalty of 3 points deduction in both 6-board divisions and in the first 4-board division for the Winter leagues in 2024-25.
  - iv. to suspend a further penalty of 2 points deduction in the third 4-board division for the Winter league 2024-25.
5. The proposed agreement document, in which was embedded the proposed reductions specified in point 4, was sent to John Thackray on March 4<sup>th</sup>, 2024.
6. The proposed agreement is appended to these minutes.

## *Appendix*

### **Final Proposal for an Agreement between HERCA and St Andrews Chess Club and Review of Penalties**

#### **Background**

Graham Chesters (as President) and Chris Matthews (as trustee) were invited to join St Andrews at their AGM on 14<sup>th</sup> June 2023. In 2022-23, HDCA/HERCA began a series of meetings between the trustees and the constituent clubs; the intention was to have informal discussions to help the flow of communication between the Association and its members. During the 2022-23 season, meetings took place with all clubs. St Andrews proposed early on that they wished to combine it with their AGM, meetings described by the club secretary as being 'run in an open, friendly and caring atmosphere that is truly inclusive'.

The AGM was chaired by Lester Jones, the Club Secretary and Treasurer. The discussion with HDCA was included as part of the formal agenda. The people present, in addition to the Chair, were the club's President (Charles Clayton) and six other club members. The meeting began with a pre-meditated catalogue of historical grievances articulated by the Chair, a wide-ranging traducing of HDCA's reputation and past actions. This was followed by the announcement from the Chair that St Andrews were refusing to pay the overdue subscriptions for the 2022-23 season which allowed them to take part in the leagues and cup competitions. Neither the club President nor a single St Andrews member in the AGM audience sought to question this position at the time. After HDCA guests left, the decision was not revisited nor challenged in the rest of the AGM meeting nor apparently in the subsequent weeks.

At its Extraordinary meeting of 5<sup>th</sup> July 2023, the HERCA Executive Committee made three formal decisions in response to an unprecedented situation and one not envisaged in the Constitution, Rules or Bye-laws:

1. That HERCA should adopt a principle that such a deliberate refusal to adhere to an agreement must have consequences for the club.
2. That, if St Andrews did not clear the full debt by a given date, then the club would not be allowed to take part in the leagues and tournaments until it was cleared.
3. That, if St Andrews did clear the debt by that date, then there would be a points deduction of 4 for all their teams in the winter leagues for the 2023-24 season.

At the time of these decisions, there was no dispute about the facts. There had been a formal decision to refuse to pay and a penalty imposed. For decision 1, the HDCA/HERCA Executive Committee debated a wide range of responses from financial penalties to individual and club sanctions. As the actions took place during the St Andrews AGM, it was agreed that the club had overall responsibility for the actions of those present. Any financial actions beyond the non-financial penalties currently imposed by decision 2 and 3 were quickly ruled out as the St Andrews Club Secretary had previously notified the Association that the club were facing financial difficulties. Decisions 2 and 3 above were declared to be final. The HERCA Executive Committee reserved the right to return to the disrespectful way in which the two Association trustees were treated by the Chair of the AGM and the various misleading and disingenuous allegations which were made by him against the Association.

The club cleared the debt by the required deadline. There followed a series of communications from Charles Clayton as President of St Andrews, challenging the process by which the HERCA decisions were reached and eventually disowning St Andrews' own decision, arguing that it had no standing even though it was announced unchallenged by attendees (including himself) at a formal AGM. Most of the points made had little or no merit. But one did. That was around the fact that no appeal had been allowed.

At that point, it was clear that there was indeed a dispute between the club and the Association. The dispute was about process. The Constitution does cover this situation. Clause 34 reads:

#### *Disputes*

*If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.*

The HERCA Executive Committee agreed to try to resolve the dispute by agreement before moving – if necessary - to attempt to settle by mediation. Mediation can be a long and time-consuming process (and possibly expensive). It proposed the terms of such agreement in the document sent to St Andrews on 1<sup>st</sup> August 2023, reasserting its original decision around points deduction and raising broader issues (including the way in which HDCA representatives had been treated at the AGM and others that had arisen since the original decision). The intention was to find a way of normalising the relationship between the club and the Association.

There were five points on which agreement was sought. The club, at an EGM in September, considered all five points and its members rejected all five. It was suggested by the Association that it was now up to the club to explain why they were rejected and to make its own proposal for an agreement. At the same EGM, elections were held. Charles Clayton had resigned as President and

was replaced by two co-Presidents (John Thackray and David Mills); Charles was elected Treasurer. Lester Jones had resigned as Club Secretary but was re-elected unopposed.

An email dated 12<sup>th</sup> January from John Thackray (now co-President) gave the background and explanation of the EGM rejection and was in effect a proposal for the basis of an agreement. The HERCA Executive Committee welcomed and appreciated the tone of the letter and was reassured that it had the formal backing of the St Andrews Club Committee as a whole. It also noted that there had not been an EGM to ratify the change of direction.

### **The HERCA Response to the counterproposal from St Andrews**

The HERCA Executive Committee has carefully considered John's letter and, in a spirit of compromise, has agreed to revisit the penalty imposed on St Andrews. This concession is contained in the proposed agreement that follows. It does however consider that the responses given by St Andrews on the other four points also need to be revisited by the club before normal relations can be re-established.

The Executive Committee notes that St Andrews have at no time apologised for the behaviour of their Chair and the passivity of their members at the June AGM to which the President (Graham Chesters) and the Head of the Junior Academy (Chris Matthews) had been invited as guests. The EGM declined to agree that the club should apologise. And even the latest position of the Club Committee falls short of apologising for the disrespectful behaviour shown to their guests.

The Executive Committee is also concerned that the behaviour and the refusal to pay subscriptions or similar acts of contempt towards the Association might recur. It accepts that new colleagues are in post on the Club committee but are unsure how permanent that arrangement might be. Most conspicuously it notes the contradiction between the Club's attribution of fault to the unilateral and non-consultative way in which the Club Secretary had represented its members and the fact that the EGM re-elected the cause of their sanction. The proposed agreement seeks confirmation that there will be no recurrence.

<b>Final Proposed Agreement between HERCA and St Andrews Chess Club</b>	
1.	Both parties agree that the decision to refuse to pay the 2022-23 subscriptions was deliberate and broke the agreement on subscriptions approved at the HDCA/HERCA 2022 AGM.

2.	HERCA Executive Committee accepts the apology offered by the St Andrews Club Committee (including the Secretary) for giving the Secretary of St Andrews the platform to air his personal views. St Andrews Club Committee, as a whole, formally distances itself from the substance of the attack made on the Association and the spirit in which it was made. The St Andrews Club agrees to formally apologise not just for allowing the Club Secretary to do what he did but also for the disrespectful behaviour itself.
3.	HERCA Executive Committee has committed in good faith to revisit the sanction imposed on St Andrews with a view to some adjustment of the penalty. Both parties agree that the outcome of this reconsideration will be final and not subject to further dispute.
4	Both parties agree that the earlier arguments put forward by St Andrews subsequent to the ultimate payment of the debt have been recognised as having little or no merit.
5.	<p>HERCA agrees that important steps have been taken within the club to understand the events surrounding the St Andrews AGM on 14<sup>th</sup> June 2023, to acknowledge the financial stability of the club (contrary to what HERCA had been led to believe), and to affirm the wish to follow the St Andrews constitution, the HERCA Constitution, Bye Laws and Rules. St Andrews Club Committee agrees to demonstrate leadership in enforcing its own constitution, the HERCA constitution, Bye Laws and Rules.</p> <p>The St Andrews Club Committee provides through this agreement that there will be no recurrence by any of the St Andrews club members traducing the HERCA Executive Committee, its sub-committees or its past / present trustees and officers.</p>

The agreement on the five points above by St Andrews (both its Club Committee and an EGM) will allow the activation of any adjustment to the original penalty. Without that formal agreement, the original penalty remains in place. If there is no agreement, it will then be down to St Andrews to initiate a Mediation Process, if it wishes to pursue the matter further. HERCA declares now that the concessions made in this paper are made in good faith and represent the extent it will move towards a mediated agreement.

### **The adjustment of the penalty**

The Executive Committee accepted the argument around mitigating factors caused by the withdrawal of teams in the 4-board division 3; and it took account of the possible acceptance of the formal agreement by St Andrews as outlined above.

The decision is:

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- to reduce the penalty to 2 points deduction in both 6-board divisions and in the first 4-board division.
- to reduce the penalty to 1 point deduction in the third 4-board division.
- to suspend a further penalty of 3 points deduction in both 6-board divisions and in the first 4-board division for the Winter leagues in 2024-25.
- to suspend a further penalty of 2 points deduction in the third 4-board division for the Winter league 2024-25.

The suspended penalties will remain suspended on condition that HERCA receives reassurance throughout the 2024-25 season that the Club committee remains stable in its wish to maintain good relations with HERCA.

For the avoidance of doubt, the decision as outlined above is dependent on the prior formal acceptance of the terms of the proposed agreement by St Andrews Club Committee and a St Andrews EGM. Once both acceptances are received by the Executive Committee, the adjustments will be made to relevant LSM tables for the 2023-24 leagues. The condition for the suspended penalties will remain in place.