

Subject: Meeting Summary – Board of Governors, Atlanta July 29, 2018

D11 Attendees: Joyce Penn, Cheryl Schneider, Steve Moese, Billy Brown, AJ Stephani.

All BOG meeting documents are on <http://www.acbl.org/bog-meeting-docs>

You can see the same materials on our D11 website at http://www.district11bridge.com/ACBL_board_reports.html

See the video of the meeting at: https://youtu.be/_9boQIacE9E advance to **14:30 minutes** manually for start.

Executive Summary

- Finances: unexpected hit - \$375,000 write-off (1 time) for Microsoft Customer Relationship Software – not meet business requirements. Budget correction plans by Sept 2018.
- Membership Down slightly – 166,898. 6196 new members to date, **3.5%** ahead of last year.
- Club Tables Down **2.4%**
- Online Tables Down **7.5%**
- Regional Tables Down Avg Down **5.9%** Total Tables Down **8.8%**
- Sectional Tables Down Avg Up **0.1%** Total Tables Down **3.2%**
- Total Tournament Tables down **9.4%**, with 20 fewer tournaments held.
- Atlanta NABC Table Count met expectations at: 11,268.5

One day strategy workshop 26 July 2018 - chaired by Paul Cuneo. BoD and Key BoG members

- 1) How to get more new players playing bridge for fun, and
- 2) What should the future be for virtual bridge.
 - Paul Cuneo shared current state data - declining attendance, membership and increasing membership age (median 72 average 74) causes concern.
 - Uday Ivaturi (BBO) told us that unless we have bridge with pixels we will lose the upcoming generations of players.
 - Sam Marks told us how managing a large club in Atlanta requires major investment in time and effort to create new players. With older newer players today, the payoff to clubs is less.
 - Betty Starzec updated us on the work being done by the Education Foundation. New tools, new website, better ways to raise money to support recruiter/teachers.
 - Steve Moese talked about strategic choice: Change costs money, change needs the entire infrastructure or ecosystem, and must engage all stakeholders – don't forget sufficiency and implementation needs when making major changes. Must manage **Membership Lifecycle** actively. Attend to PROSPECTS NOW.
 - The Board broke into four groups who blue-skied ideas on both topics. Paul Cuneo will be leading the convergence process for the Board of Directors.
 - This was a rich experience, but needs action plans and clear goals if concrete change is to come of this work.

Executive Director Report: https://s3.amazonaws.com/cdn.acbl.org/wp-content/uploads/2017/06/19194804/182_Atlanta_2018_Executive-Dir-Report.pdf

Financial Data: <https://s3.amazonaws.com/cdn.acbl.org/wp-content/uploads/2017/06/09170036/BOG-Meeting-Financials-Philadelphia-2018.pdf>

Litigation Report: https://s3.amazonaws.com/cdn.acbl.org/wp-content/uploads/2017/06/19194807/Litigation-Report_2018_Jul.pdf

BoD Motions: <http://web2.acbl.org/documentLibrary/about/PhillyMotions.pdf>

BoG Agenda: <https://s3.amazonaws.com/cdn.acbl.org/wp-content/uploads/2017/06/27142209/Atlanta-BoG-Agenda-1.pdf>

BoG Report on Actions Taken By BoD:

<https://s3.amazonaws.com/cdn.acbl.org/wp-content/uploads/2017/06/27235632/2018-BoG-Excerpts-Atlanta-GA.pdf>

BoD Meeting Minutes:

<http://www.acbl.org/about-acbl/administration/board-of-directors/meeting-motions-and-minutes/>

BoG Meeting

Introduction of the new representatives

The BoG approved Philadelphia Minutes.

Quorum for BoG established. Moved into membership meeting immediately for President's report.

President Report: Jay Whipple

- Extensive meetings, 50 different motions. Full day meeting on Future Strategy organized by Paul Cuneo included Steve Moese, Jeff Bayonne, Uday Ivaturi, Sam Marks, and Betty Starzec from the BoG.
- Paul Cuneo chairs the search committee. Several candidates are in place. Send your resume to ACBL Search at ACBL.org.
- Joe Jones carrying double duty as Executive Director and Chief Finance Officer

Executive Director Report / Financial Report Joe Jones

- Membership at 166,898 down slightly. 6196 new members this year up 3.5%.
- Clubs down 2.5%. Online down 7.5%
- 2 add'l ACBL wide events increased
- (152K loss) vs year expected \$427 K loss).
- Writing off (\$375K) impaired Microsoft CRM software implementation. Steering committee with Board oversight rewriting the business requirements for CRM needs.
- 97 FT Employees. 123 PT employees. Hired 5 people this year.
- All lighting at HQ is LED, reengineered HVAC, sealed windows & doors, \$36K/yr utilities savings.
- New version of Score released. Developing the **masterpoint engine** – clubs can push results to ACBL with immediate return and MP report. Allows better control of MP algorithm (Score doesn't allow reprogramming). Can push results to 3rd party providers.
- Club telephone support extended from 8 AM – 10 PM CT and Noon-6PM CT Weekends.
- New Org structure for TD's – PTTDs have a mentor. Nancy Boyd is new assistant director of Field Operations
- 290 clubs participated in Longest Day >\$1MM raise. Biggest ever.
- HCL sponsoring Atlanta NABC
- Pianola renegotiating the contract. Rest of calendar year Units and Districts use at no cost.
- Education – Best Practices program emphasizes how to teach not what to teach. Replaces TAP program.
- College Program supporting 30 student clubs and teams. 10 teams won travel packages to attend College Bowl Atlanta.
- Average age of new members not on hand. Median 71-72. This is why our membership efforts are so important.

Q: Can we look into recruiting members from the Military? No significant efforts underway. An opportunity for the Future Strategy effort underway.

Q: Turnover in HR and Training about Harassment. (Gary Blevins, Dir. Field Operations) – September training for tournament directors.

Q: Budget loss details. \$471 operating loss and \$375 write-off for CRM software. Write-off decision made in June. Established steering committee with Board oversight to establish firm business requirements. All internal software projects now engage all stakeholders to ensure no wasted effort.

Q: How much does it cost to have a BoD meeting at each NABC? How much would we save if they met once a year and the BoD meets online. Roughly \$75K/meeting.

Q: Losing tournament attendance but charging non-members a \$4 surcharge. N/C

Litigation Report: Linda Dunn reviewed the status of three lawsuits faced by the ACBL. Net no progress to report. Please see details in the link. Blakely et al. vs ACBL. Very little progress since Philadelphia continue in discovery mode. Responding to formal questions from litigants. Expect discovery to last through November.

Michael Schreiber sued Unit 144. In Discovery mode. Will take several months. Planning to file a summary judgment motion mid-September.

Peter Markus et al. sued ACBL for non-payment of overtime and wrongful termination. In a motion phase. Plaintiffs asked for class status. Opposed by ACBL. Engaged mediation but did not reach agreement.

Q: Could any of these suits be avoided by contractual mandatory arbitration clauses? ACBL rewriting employee contracts to include such terms? Contracts not used except for executive level employees. Late 1980's BoD passed arbitration requirement. State by state variation in approach to arbitration. California did not recognize arbitration in Blakey case. ACBL publishing arbitration requirement broadly and repeatedly now.

Q: Reserves set aside? Very small reserves Blakely covered by insurance 9 of 11 causes of action. Probability of occurrence is very small. <435K for Blakely. Markus <\$25 K because ACBL expects to win.

Q: Registration form and signs in playing area describing arbitration requirements. Not putting out a reserve for a case known to be on ACBL is not how to run this. Arbitration notices go out twice a year to the monthly Bulletin and twice per NACB through the daily bulleting. Also in the bylaws. Respectfully disagree on reserve requirements – according to GAP, reserve is probability of failure times the size of the loss.

Membership Meeting: 145 signed in so there is no quorum – no business can be transacted except for receiving reports.

Making an exception for Chris Compton to read his two ideas to the meeting:

- 1) Membership Recruitment Incentive Commission – commission paid to referring member for first continuous 10 years. 20% of 1st year and 1st rejoining. Thereafter 10%. Sense of Room Vote: No count but about half the room voted to have the Board consider the motion.
- 2) Reduce Board of Directors to 9 members. Florida is one zone. 8 more zones shall be designed to balance membership and have geographical continuity. Divide into 8 zones without redrawing 25 districts. Zone directors elected by one member and one vote. Show of hands shows strong support for this idea – the Board will consider it.

Jack & Claudia Feagan recognized for their contributions to the NABC and the Atlanta Bridge Community.

Steve Robinson – The way we are managing motions is poor. We need a way to have the motions publicized in the Bulletin 6 months in advance.

(There was substantial discussion about changing the bylaws to allow a smaller quorum. Nothing was resolved. A roll call established that about 175-180 people were present in the room including BoD and BoG members. There was concern expressed that the ACBL member registration requirements were poorly publicized prior to the meeting and many BoG members did not realize they needed to sign in twice. Does the bylaws require members to sign in or simply be present? Linda Dunn – members must register to enable a simple count. Membership meeting remains adjourned).

BoG Chair Report on the BoD Meeting

Kudos to Barbara Doran and her committee to rewrite the BoG motions in BoD acceptable form. This has led to better acceptance and passing BoG items – improved effectiveness.

Motion	Topic	Result
182-92FB	Spring 2022 NABC in Reno NV.	Carried
182-20	MP awards at Sectionals with concurrent NLM regionals.	Carried
182-21	Increase MP Awards NAP / GNT – by 33%	Carried
182-23	All Flight AX events have minimum number of boards – W/d - best practice mgmt. action	Mgmt
182-24	NAP Conditions of Contest Substitutes	Carried
182-25	U26 Teams qualified for Int'l Competition – add 5000K temp eligibility points for KOs	Carried
182-26	Spring U10K KO – Fixed 3-day event. 28 & 56 board matches	Carried
182-27	Expand Zero Tolerance Policy – expanded to all tournaments with ACBL TDs	Carried
182-28	BSAF KO Bracket Changes – Swiss/RR qualifies 4 teams for final day KO. 2 nd reading req'd	Carried
182-29	Extended KO Experiment through Dec 31, 2018 – Swiss/RR qualifiers	Carried
182-30	Interclub Championship Games – includes online live events	Carried
182-31	Day Long Robot Tournaments	Carried
182-32	Regional Charity Games – sets \$7 per table minimum contribution.	Carried
182-33	GNT Special CoC – Send 2 teams for Flights B&C when at least 8 competed in finals.	Failed
182-34	Instant Matchpoints: 0-750 strat 1.0 Gold to section tops. All else 50/50 reed black	Carried
182-35	Open Game Awards – MPBook modified: For section awards, the lowest strata must have at least three pairs. in a Howell movement or five pairs in a Mitchell movement.	Carried
182-36	Simplify Handicap – Club Games: Consider player's masterpoint holdings (only).	Carried
182-37	Section A: Depth of awards of the Masterpoint – for >10 tables DoA is 25% of field	Carried
182-39	Masterpoint for regular club games. Simplification for higher rated games. 1 st reading	Carried
182-41	143-111: KO Events Bye – not count as a win in the 2 win minimum.,	Carried
182-43	Limited and Invitational Games at STaCs – duplicated hands required for scoring across field; Open, limited, Invitational, and non-duplicated games reported in respective pools Software required for implementation not yet available. Implementation by 2021	Carried
182-76	Women's BAM Teams – dropped from the Fall NABC schedule	Carried
182-77	Baze Senior KO – dropped from Fall NABC Schedule	Carried
By Laws		
182-02	CDR Regulations changes approved	Carried
182-40	ACBL Bylaws rewritten to conform to current NY law.	Carried
182-42	ACBL Bylaws Amended as per attachment. <i>Term Limits to be voted in Atlanta.</i>	Carried
181-26	Binding Arbitration. Technical changes	Carried
181-27	Updated Whistleblower Policy	??
181-28	Updated Conflict of Interest Policy. <i>Brings ACBL current to NY Non Profit Law. 2nd reading in Atlanta.</i>	Carried
Governance / Board Operations		
182-60	Executive Director Title – All references to CEO in Codification replaced w/ Executive Director	Carried
182-61	Executive Director Candidates – search committee must present at least 2 candidates	Carried 14-11
182-02GO	Executive Director contractual arrangements – committee to prepare documents with counsel oversight. (Votes are nays)	Failed

182-63	Revise Conflict of interest policy – bars board members from participating in selection, award or administration of a contract in which they or their family have a direct or indirect interest.	Carried
182-64	Board Cost Savings – Not pay for BoG meeting day	Failed 11-14
182-65	Masterpoint Committee – Deferred to Honolulu NABC	Deferred
182-10	Updated Whistleblower Policy	Carried
182-93	Removal Item from Audit Committee – Contracts between Jay Whipple and ACBL be reviewed for compliance to NY State Law by full Board	Carried
182-94	Receive Report from Audit Committee – Georgia Heth 1 May 2018 on Jay Whipple	Carried
182-95	Approve Contracts or Transactions by Related Parties – Board Approved each transaction with Jay Whipple as fair, reasonable and in the ACBL’s best interest	Carried
Finance		
182-45	ACBL Temporary Membership – want to see how the current system works before modifying it. BoG action – Good ideas for future.	Failed
182-46	Tournament Directors – Not Charge tournaments for work done for other tournaments BoG Motion	Failed
182-47	Fees and Changes: Chapter X Codification – deleted \$1 less sanction fee for limited tournaments	Carried
182-48	Chapter IV Board Procedures B. Expenses Sec. 5 Other Expense Reimbursement – effectively eliminates bringing Director-elects to Hawaii (or any Fall NABC) for cost reasons.	Carried
182-50	NABC Allowable Expenses – Detailed changes	Carried
Appointments		
182-91	Hall of Fame Appointments -	Carried

Questions for Chair Report:

Q: Job Description provided in July 29 Tournament Bulletin and August Bulletin. Job description approved new job description.

Q: Was BoD meeting frequency to once per year discussed at this meeting? No.

Q: What is the plan for bringing the budget to breakeven by next year? Proposals should be available in September 2018.

BoG Chair and Vice-Chair

Richard Popper and Barbara Heller were nominated and voted Chair and Vice Chair of the Board of Governors by acclamation.

BoG Reconsideration Motions –

DeMartino D25	Reconsider 182-77 Baze Senior KO deletion. Women’s BAM were given a period of time to build back attendance. Give the Baze Senior KO the same chance.	Carried
Bob D25	Reconsider 181-01 Temporary Membership Modifications effective Jan 1, 2019	Carried
Buckman D9	Eliminated Zero Tolerance for Clubs? Will ZT be in effect? Current club rules apply. Can still file a player memo with Unit Reporter.	Answered; No Vote
Cassell D14	182-43 3rd Flight B & C Teams qualify if 8+ Teams compete	Carried

Old Business

Barbara Heller – Report on Ed Foundation – 4 new trustees. Paul Cuneo and Robert Todd, Joel Kramer, Ellen Anton. Strategic planning underway. Edited Kids Table video. \$50K Grant to ABTA to support teachers. Working on tax exemption for donations in all states.

How to make Board of Governors a more relevant organization?

Steve Moese – Updates on Teachers & Club Managers –

- Participation in strategy session – exciting concepts for the future. More people engaged in bridge and engaging virtual bridge to our advantage.
- Teachers and Clubs forums on Bridge winners for peer to peer communication on best practices.
- Teachers hands Libraries – Baron Barclay and Jay Whipple – Let teachers teach not prepare content.
- How to do virtual teaching – engage BBO – What makes it easy for teachers? We need a simple way for teachers to do this.
- Bring new players to fun first – focus on play – See Jeff Bayone’s Book [A Taste of Bridge](#)

BoG New Actions – Carried motions are placed on the agenda for the Board of Directors action in Atlanta.

Motion	Topic	BoG Result
Appelbaum	<u>182-01BG- ACBL-Smoking-Policy-revised</u> Approve process and to the motion. 2 Directors agree will bother lots of people	Failed
Rodney	<u>182-02BG-Improved-data-analysis-support</u> BoG Committee to assist ACBL data analysis for Management use. Rodney Chairs this committee.	Carried
Moese D11	<u>182-03BG-District-Unit-Owned-Bridge-Facilities</u>	Failed Narrowly
Moese D11	<u>182-04BG-District-Unit-Support-for-Clubs-Teachers</u> Use tournaments to support teaching and recruiting and peer to peer best practice.	Carried
Moese D11	<u>182-05BG-Reward-Top-Recruiters</u> Concern that smaller clubs and classes will not get due recognition. Agreed to study ways to improve balance. Kathy McNab District 1. How to reward little clubs.	Deferred
Moese D11	<u>182-06BG-Member-Growth-Business-Metrics</u>	Carried
Roger Smith D21	<u>182-07BG-Cheating</u> Cheating means permanent removal from membership.	Carried

Floor Motions

ACBL Mgmt publish form 990 filing annually on website, and kept historically. Carried
 ACBL redefine quorum for Membership Meeting be one member. No Second
 Ellen Kent D13 – OnPeak Housing registration – not satisfied with this service. Corrective action needed.
 Charles Burns – Proxy for Richard Carle – How long since we’ve had a quorum for a membership meeting? Legal requirement be met with a Quorum?
 Larry Sealey – Change 250 to 150 for a Quorum.
 Linda Dunn – we did have a membership meeting this time. Since a quorum did not attend, no business could be transacted. 250 of 167000 or more is appropriate. Making this a smaller number allows small groups to distort actions. No second or vote taken.

Recognition of Atlanta Volunteers, ACBL support, and the Marriott Hotel.
 All New Members who achieved the rank requirements were awarded Life Master Rank.

Motion to adjourn was approved.

Submitted Respectfully for the D11 Representatives,
 Steve Moese, Board of Governors, 2nd Alternate
 K082411