

Purpose: Change the Name of the Board of Governors to better reflect the role, purpose, duties, rights, responsibilities and work of the body as currently reflected in the ACBL Bylaws and ACBL Codification.

Item 212R-BG01 – Change the Name of the Board of Governors

Moved that the name of the Board of Governors be changed to better reflect its mission.

History: Submitted by Steve Moese, District 11, received by email for discussion at the July 2021 Special Board of Governors Meeting. The motion is the work of a task force chaired by Steve Moese. Their report is included below.

Discussion:

Notes: The new name will be an administrative change to the Bylaws and the Codification. There will be impacts on website changes, name tag changes, and communication of the change to general membership.

This motion is the first step toward a new name that better reflects the role, purpose, duties, rights, responsibilities and work of the body as currently reflected in the ACBL Bylaws and ACBL Codification.

If the current name remains, it raises false expectations as to the Role, Duties, Purpose and Responsibilities of this body to the ACBL membership.

Should the BOG approve this motion to change its name, a poll will be taken on new names proposed in Motion 212R-BG02.

Effective Date: Immediate

Estimated Costs/Savings: None

New Name Task Force 16 June 2021

Objective: Should we rename the ACBL Board of Governors? If so, what should the new name be?

Task Force Members: Len Fettig, Bob Heller, Brett Kunin, Jerry Thorpe, Steve Moese (Chair)

Background

The Board of Governors current name denotes governance, fiduciary responsibility, and decision-making, roles and capability that we simply do not have. The Board of Governors asked the Board of directors to change ACBL bylaws so that our purpose, duties, rights and responsibilities reflect our intended work, and to emphasize that the Board of Governors will make important contributions to:

1. improve the future of Bridge;
2. to provide advice and professional skill to the ACBL Board of Directors;
3. represent the needs of stakeholders and the membership;
4. be an advocate for positive change, and
5. communicate with members in our Districts about the ACBL and the future of Bridge.

The Task Force discussed the reasons to make a name change or whether to make no change at all (*see the Appendix*). We believe there is great value in having a name that clearly communicates our purpose, duties, and activities to everyone including leadership and stakeholders.

Recommendation

We recommend unanimously that the Board of Governors change our name.

Proposed New Name

Having explored a range of options and looked at peer examples in industry and among non-profit organizations, we recommend Board of Governors choose from among these three names:

Advisory Council – *we support this choice unanimously.*

Advocacy Council

Advisory Board

Effective Date

Assuming that the Board of Governors approves changing the name (Motion BoG-21-1A) and chooses a new name (Motion BoG-21-1B), the Task Force suggests the effective date be in June or July 2022, the specific date be decided by the Chair of the Board of Governors, working in conjunction with Management and the Board of Directors.

The Task Force believes that the effective date of the name changes should be prior to the elections of members of the ACBL Board of Directors and Board of Governors in 2022. This will permit Management and the Board of Directors to smooth the transition to Face-to-Face bridge successfully and occur after the problems associated with Covid-19 have been ameliorated. Following the advice of ACBL Counsel, the change of name is an administrative change that does not require an amendment to the ACBL Bylaws. We also understand that this change has additional impacts (webpage changes, name tag changes, and communication to the membership at large) that may not be effective or lost in the complexity if done in 2021. We do not want this change dismissed because members are attending to important issues.

Appendix – Task Force Deliberations

Background

Outside the ACBL, a “Board of Governors” of an organization is defined as:

What Is a Board of Governors?

A board of governors is a group of people that oversees or manages the running of an institution. The US Postal Service, the BBC, the World Bank, numerous colleges and universities, as well as professional organizations—such as CFA Institute—and regulatory bodies, such as Financial Industry Regulatory Authority (FINRA), all have boards of governors.

KEY TAKEAWAYS

- A board of governors is a group of people appointed to oversee an organization's operations, including financial matters..
- The most well-known board of governors is the Federal Reserve, whose responsibilities include analyzing domestic and international economic developments and overseeing operations of the Federal Reserve Banks.
- A board of directors, with roles similar to a board of governors, is an appointed group that oversees a corporation's business.

Source: <https://www.investopedia.com/terms/b/board-of-governors.asp>

Non-profit organizations, government divisions, and higher academic institutions typically have a board of governors, rather than a board of directors, as their governing body. Corporations, as required by law, have a board of directors appointed to oversee financial decisions and business operations.

There are myriad examples of Boards or Governors in many different originations: Government: USPS, Federal Reserve; Universities; Non-Profit Organizations. They all have in common the responsibility for the **strategy, future direction and fiduciary performance of the organization.**

The ACBL is a 501c(4) non-profit Corporation organized and incorporated under the laws of the State of New York. Accordingly, the Task Force notes: In the case of the ACBL, we have these to bear in mind:

1. The Board of Governors has no direct governance nor fiduciary responsibility.
2. The ACBL must follow the Non-Profit Law for the State of New York where the ACBL is incorporated.
3. NY state Corporate Law statutes in regard to non-profit corporations clearly assigns all responsibilities for finance, governance and fiduciary obligations to the Board of Directors.

Clearly, the current name does not represent the rights, duties and purpose of the Board of Governors as defined by the ACBL.

The Board of Governors purposes, duties, rights and responsibilities are outlined in the Bylaws and the ACBL Codification – Part 1 Governance:

ACBL BYLAWS:

ARTICLE IX - BOARD OF GOVERNORS

9.1 Purposes. The purposes of the Board of Governors are:

- 9.1.1 To act as a forum for the expression of opinion by the membership.
- 9.1.2 To identify the needs and concerns of the membership.

9.1.3 To act as a liaison between members and both the Board of Directors and ACBL management to ensure the needs and concerns of the membership are addressed.

9.1.4. To improve communication and coordination among Districts and Units.

9.2 Duties. To further these purposes, the Board of Governors shall:

9.2.1 Establish the following standing committees:

9.2.1.1 Club and teacher support, growth, and development;

9.2.1.2 Membership growth and retention; and

9.2.1.3 General matters relating to the play of bridge.

9.2.2 At the request of the Board of Directors and/or ACBL management, lead or participate in other committees as needed.

9.2.3 Establish such other committees as are necessary to address the interests of the membership.

9.2.4 Propose resolutions for consideration (and, if necessary, reconsideration) by the Board of Directors reflecting the needs and concerns of the membership.

9.2.5 Report important issues from Board of Governors meetings to District and Unit members.

9.2.6 Perform such other duties as may be specified elsewhere in these Bylaws or as may be assigned by the Board of Directors or ACBL management.

ACBL Codification Part I Chapter III E

Section 1 – Rights and Responsibilities

1.1 The Board of Governors, through its right to make recommendations to the Board of Directors, provides an alternate organizational vehicle by which members, through their representatives, may propose changes in the operation or policies of the ACBL.

1.2 In accordance with ACBL Bylaws, the Board of Directors may accept, modify or reject proposals from the Board of Governors and must report on the action taken.

1.3 The Board of Governors has the right to establish and enforce those procedural rules necessary for it to discharge its duties, provided that, in doing so, it does not assume powers vested in another body of the ACBL.

1.4 The Board of Governors of the ACBL is the sole judge of its own membership, except in the case of First Alternate Directors and Second Alternate Directors to the Board of Directors.

Discussion

The mismatch between the name of the Board of Governors, and its actual role and responsibilities, may have created heightened expectations, not only by the ACBL membership, but also by some members of the Board of Governors. In the past, the desire for power and control, instead of cooperative leadership and sharing of mutual goals, created adversarial relationships between Management and the Board of Directors, further vitiating any influence that the Board of Governors may have had. We simply cannot continue in this vein. The Task force believes that the implementation of amendments to the ACBL Bylaws, and a proposed name change, will lead to better cooperation between the Board of Governors and Board of Directors.

Reasons to change name	Reasons to keep name
<p>Role Clarity. Name should describe duties, responsibilities, role of the body. The current name suggests governance responsibilities we do not possess and is confusing the membership of the ACBL.</p> <p>Need clear identity matching responsibility.</p> <p>Member expectations match work to be done. We need a way to help members know whom they can communicate with.</p> <p>Enables the Board of Directors to Lead not just liaise. (Important as Board of Directors reorganizes. The Board of Directors represents the Organization not the Districts).</p> <p>Bad history associated with current organization name</p>	<p>Historical significance and familiarity existing with current name.</p> <p>Avoid Confusion. Premature to change name now. No urgency for this change. Due to the disruption caused by the Pandemic, the necessity to successfully re-start Face-to-Face bridge, and the pending reorganization of the Board of Directors and Board of Governors, and the geographic changes in districts, a name change may lead to further confusion.</p> <p>Changing name now might be confusing.</p> <p>Waste of time and energy.</p>

Findings

If the Board of Governors is to obtain feedback from various sources and provide skills useful to the Board of Directors and Management, a "new" name is needed to reflect those qualities and be geographically neutral. The Task force believes that the new name will assist in the use of the talent available to work "across" District lines, and provide the best advice to Management and the Board of Directors.

Defintions (*Meriam-Webster Online Dictionary; edited for relevance*).

Advisory	1: having or exercising power to advise
Advocate	<p>1: one who pleads the cause of another specifically : one who pleads the cause of another before a tribunal or judicial court</p> <p>2: one who defends or maintains a cause or proposal</p> <p>3: one who supports or promotes the interests of a cause or group</p>
Consultant	2: one who gives professional advice or services
Agent	<p>4: one who is authorized to act for or in the place of another: such as</p> <p>a: a representative, emissary, or official of a government</p> <p>b: one engaged in undercover activities (such as espionage)</p> <p>c: a business representative (as of an athlete or entertainer)</p>
Counsel	<p>4a</p> <p>(1): a lawyer engaged in the trial or management of a case in court</p> <p>(2): a lawyer appointed to advise and represent in legal matters an individual client or a corporate and especially a public body</p> <p>b: consultant</p>
Council	<p>1: an assembly or meeting for consultation, advice, or discussion</p> <p>2: a group elected or appointed as an advisory or legislative body</p>
Board	3a(1): a group of persons having managerial, supervisory, investigatory, or advisory powers

Forum	<p>2: a judicial body or assembly: COURT</p> <p>3a: a public meeting or lecture involving audience discussion</p>
Panel	<p>1b(1): a group of persons selected for some service (such as investigation or arbitration)</p> <p>(2): a group of persons who discuss before an audience a topic of public interest</p>
Committee	<p>1a: a body of persons delegated to consider, investigate, take action on, or report on some matter</p> <p><i>“an advisory committee : a group of fellow legislators chosen by a legislative body to give consideration to legislative matters.”</i></p> <p>b: a self-constituted organization for the promotion of a <u>common</u> object</p>
Congress	<p>2: a formal meeting of delegates for discussion and usually action on some question</p> <p>4: an association usually made up of delegates from constituent organizations</p> <p>5: a single meeting or session of a group</p>

References

<https://www.missionbox.com/article/59/nonprofit-advisory-boards-why-they-matter-how-to-get-them-off-the-ground>

<https://www.advisoryboardcentre.com/what-are-the-advisory-board-roles-and-responsibilities/>