

Date: 10 APR 2021

BOG (Board of Governors) meeting documents: <http://www.acbl.org/bog-meeting-docs>D11 BoG Library: http://www.district11bridge.com/ACBL_board_reports.htmlMeeting Playlist (past videos): https://www.youtube.com/playlist?list=PLcAft4FoUH2eG7XjDUD6cIO_TLLd

Zoom meeting URL pending. Audio file:

Executive Summary - Board of Governor's Meeting - Video Conference. Here are the highlights:

- **Membership** down **11,130 (-6.9%)** versus 1 year ago.
- **Tables Online:**

	Nov 2020	Dec 2020	Jan 2021	Feb 2021
Virtual Clubs	130,772	129,502	148,778	132,306
BBO	227,802	246,769	248,444	221,456

- Tournaments:
 - Nov 2020 NOABC – 1317 teams, and a total of 1539 tables.
 - Dec 2020 Regional 9,868 Tables grossing \$353,000
 - Feb 2021 Regional 7,812 tables grossing \$340,000
- More than 2100 **sanctions** have renewed for 2021.
- A little over 50% of our members are playing online in **2020 ACBL netted \$2.2MM**, the most successful financial year in history.
- **Financial penalties** for cancelling St. Louis and postponing Providence have been avoided. We are hopeful that Austin TX in the Fall can happen as planned.
- **Membership** and **Technology** are the **top priorities**. BoD has 25 Goals for 2021. Marketing, membership, retention, data clean-up and reporting, Masterpoint engine, Microsoft Office tools, improved customer service tools.
- Exploring **pre-registration for tournaments** to help gauge demand. Proof of Concept June 1 2021.
- Developing a **vision for post-pandemic bridge**. Technology advances and so will ACBL policies – discussions continue with key stakeholders.
- Time to **embrace online bridge** – as a tool for learning and recruiting new players, not to replace face to face bridge.
- Guest members can **convert to full membership online** through the YourMembership® platform with payments by Affinipay and integrated with the Great Plains accounting software in house.
- **Data Warehouse** project (improved **business analytics**) progresses. Tableau® Dashboards and queries are available for BoD members.
- The Marketing team leads a **website redesign** project towards a May 2021 launch. This includes rebranding, auditing content, and upgrading the legacy acbl.org website template and integrating the YourMembership® platform for a streamlined user experience.
- **Guest Membership Program** currently 1,730 Guest Members. February 15 launched the \$29 first year annual membership promotion on the YourMembership® platform that converted 228 Guest Members to full ACBL membership.

Submitted Respectfully,

Stephen Moese, D11 2nd Alternate, K082411

Zoom started 6:55 PM. Instructed to shut down live stream. Rename BoG Members to include District # in screen name.

Spring 2021 Meeting called to order at 7:00 PM EDT

Doug Couchman, Chair

Remember everyone here are volunteers – thank you for your dedication. 2020 was a very difficult year and this year things are beginning to improve.

Minutes from past meetings approved.

CBL President Report (Georgia Heth)

While we are in the pandemic, this year is very different from last year. Last year was consumed responding to an emergency. The executive team and staff responded miraculously. This year our emphasis is on planning for the future and is more important than last year. Agree with Steve on improvements to business intelligence. We have lost many members, but a lot less than what could have happened. Everything is going well. Marketing is ready to get members back when we do reopen.

Executive Director Report (Joe Jones)

Joe Jones reviewed the business results for 2021 and looked back at the progress since 2018 when he assumed his role as Executive Director. Slightly more than 50% of our members have created a \$2.2MM profit, the best year in history. Financial penalties for cancelling St. Louis and postponing Providence have been avoided. We are hopeful that Austin TX in the Fall can happen as planned. (The \$1MM reserve was not needed). Membership and Technology are the top priorities.

BoD has 25 Goals for 2021. Marketing, membership, retention, data clean-up and reporting, Masterpoint engine, Microsoft Office tools, improved customer service tools. Exploring pre-registration for tournaments to help gauge demand. Proof of Concept June 1 2021.

Developing a vision for post-pandemic bridge. Technology advances and so will ACBL policies – discussions continue with key stakeholders. Time to embrace online bridge – as a tool for learning and recruiting new players, not to replace face to face bridge.

Joe shared his enthusiasm and optimism for a bright future as we discern what the new ACBL will be like.

Questions

Martin Hirschman D12 – Online play aa bigger component going forward? How will the ACBL deal with the implications? Nothing has been decided. Decisions will be made going forward as we learn. We want our members to tell us what they want. Cheating is a huge problem. Increasing number of people working on that.

Doug Couchman D17 – This is one of the questions everyone wants answered. We do not have an answer yet and that's good. Management is discerning with our input what will work.

Gary Hann – Past Chair – Likes use of suspended pending cheating.

We don't suspend pending hearing very often. BBO suspends people immediately. Did reassign some TDs to help with prosecutions and case building. ACBL will not publish who BBO has disciplined.

Steve Moese D11 - congratulated Joe for his leadership and for his contributions toward membership growth and IT capability. Providing leadership business analytics is a very big idea.

Litigation Report (Linda Dunn)

Linda reviewed the status of the lawsuit against the ACBL by Peter Markus et al. ACBL covered litigation expense since Oct 2019 when insurance ran out. The Summary Judgment motion filed by the ACBL Mar 24, 2021 the court issued a pretrial opinion. 1) Dismissed all claims brought by 3 main TDs plus 7 of the 4 TD added to the case. The remaining 7 claims were narrowed. The court dismissed the retaliation claim brought by Peter Marcus. In the case of the remaining 7 TDs who are due compensation, the ACBL did not act willfully, so the award is limited to ½ of the hourly rate. Trial will occur to determine extent of damages.

Questions

Gary Hann Past Chair – What is being done on membership requiring to acknowledge anti-cheating process? Will continue to speak out against cheating. Fair to put anti-cheating measures in teaching programs.

Ron Lein D22 – Would we expect if this lawsuit finished as expected, would we have to pay more for our Directors? No. ACBL will control the scheduling. 2017 all TDs were paid hourly. Exempt model started in 2018.

Doug Couchman D17 – addressed questions on litigation by litigants. Litigants may not talk about pending litigation at this meeting.

D11 Bill Cook – What is the financial liability? Not calculated yet – depends on whether its appealed.

D18 Gordon Bower – Regarding cheating cases, are we being threatened with civil suits? No notice of litigation has been received. As long as we make a good faith effort and follow a disciplined process we will not risk law suits.

Don Mamula Past Chair – Any reserves placed against funds for this litigation. No reserves have been made because the outcome is too uncertain.

Finance Report (Peyton Dodson)

Budgets are now approved in the November Board meeting – good business practice.

- Tournament and club revenues strong.
- Expenses \$2.87 MM under budget
- Gain from operations \$2.84 MM
- Net assets up \$3.4MM
- 2021 Budget Plan –

2021 Budget vs. 2020

• Revenues from Operations

- (\$1.4MM) decrease from 2020
 - Tournament director fees – (\$679K)
 - Employee Retention Credit – (\$420K)
 - Membership Dues – (\$237K)
 - Educational Programs – (\$213K)
 - Club Sanction Fees & Tournament Fees - \$571K

2021 Budget vs. 2020

• Expenses from Operations

- \$700K increase from 2020
 - Marketing - \$429K increase
 - New marketing initiatives
 - Club & Member Services - \$172K increase
 - No furloughed employees/ full staff in 2021
 - Addition of online NAP in 2021
 - Information Technology - \$517 increase
 - New staff positions
 - New and continued projects



2021 Budget vs. 2020

• Expenses from Operations (cont.)

- Field Operations - \$259K decrease
 - End furloughed TDs in March 2021
 - Keep TD workforce lean
- Meeting Services -\$313K decrease
 - Incurring minimal expenses for 2021 NABCs

2021 Capital Expenditures

- \$87.5K approved budget
 - \$70K Replace ½ of HQ Roof
 - \$7.5K Replace Copier/Scanner
 - \$10K Allowance for maintenance



Questions

Bruce Blakely D21 – What have we spent so far in the Markus case?

\$160,000 since insurance ran out. Expect another \$40-50,000. No reserve made. Did budget ~\$200,000 for the 2021 additional fees assuming we would go to trial. Now we expect cost less than \$50,000.

Martin Hirschman D12 – Online more profitable than in person bridge is.

ACBL made more online because of lower expenses. Not our future. We need clubs and all members plying. Will be hybrid in the future.

Doug Couchman reviewed Board of Directors actions:

- Management is making most of the important decisions now.
- BoG Name Change is not a motion worthy change – that motion has been vacated.
- BoD (M. Hennings Governance Committee) renewing Codification. Not require BoG help at this time.
- Actions by the A&C Committee – receiving and ratifying the negotiated resolutions and appeals. A&C working on codifying a list of extenuating and mitigating factors for ethical violation convictions. Who has primary responsibility for establishing the penalty for an online conviction?
- C&C Committee close to posting a new convention card for comment online. Hope is for a final result by year end.

ID	Subject	Action
211-02	Bylaws Amendment Regarding the Board of Governors	PPD to April
211-03	Board of Governors Requested Name Change	Vacated not required
211-04	Remove ACBL Educational Foundation Bylaws from the ACBL Codification	
211-13	Campaigning for Regional Director	
	Joann Glasson elected ACBL Treasurer	carried
	Mark Perlmutter replaces Fred Pollack on the OEOC	carried
	Phil Clayton replaces Adam Parrish on the OEOC	carried
211-07	C&C Committee appointments Doug Doub, David Grainger, Jeff Ford and Jeff Goldsmith March 10 through the Spring 2022 NABC Danny Sprung appointed through Spring 2024 NABC	carried
211-08	HoF Committee: David Berkowitz and Paul Lewis appointed through Spring 2024 NABC	carried

211-09	ACBL Disciplinary Committee: Craig Allen, Mitch Dunitz, Jeff Miller and Gary Cohler through Spring 2024 NABC	carried
211-10	ACBL Laws Commission Appointments: Peter Boyd, Howard Weinstein, and AJ Stephani through Spring NABC 2026	carried
211-11	EOC Appointments: Peter Boyd, Bart Bramley, Leslie Davis, Brian Platnick and Karen Walker through Spring 2024 NABC	carried

Motions for Reconsideration

None

BoG Motions - Old Business -

Shirley Seals D9– When did the BoD decide to eliminate the 1st Alternate position?

AJ Stephani discussed the BoD reorganization and how that change last summer eliminated the Board Alternates positions.

BoG Motions - New Business - 211-02 Bylaws Change regarding the Board of Governors.

2nd reading April 8th passing 25-0.

BoG Quorum Confirmed

Discussion:

Ron Lien D22 – When will this take effect?

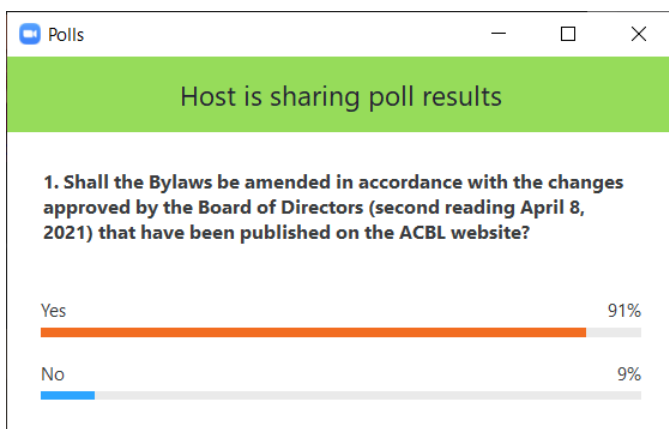
Takes effect immediately. Affects elections that take place this year. No one will be removed

D19 Hugh McSheffrey – Why will proxy voting not be permitted?

Chair can determine extenuating circumstances that mitigate removal from the Board. Task force thought very important not to have proxies (David Lodge, John Dickenson, Jeff Ford, Sandra McFerson, Bob Heller). Number of proxies dwindled dramatically tied to removal of the free food and beverages. Task Force unanimous that Proxy voters were not connected or prepared for contributing to a decision. Now that every single meeting is on zoom there is no need for proxies.

BoG Vote: (Only eligible voters are allowed to vote).

Ayes – 63 Nays – 6 (Preliminary tally pending check of eligibility). **Bylaw change passed.**



Doug Couchman thanked all participants in the process making the motion possible.

Board of Governor’s Name Change

A name change doesn’t require a bylaw change. It can be done at any time. Original vote was to change it to Board of Representatives. We will stay the Board of Governors until we decide to change it. Motion to keep the name of the Board of Governors (Jerry Thorpe) is mooted.

Doug appointed a committee to consider whether to change the name of the Board of Governor’s or not and to manage recommendations for a new name. Steve Moese will chair the committee. Members are asked to email Steve with ideas.

Peter Markus D24 Motion – Change the vote necessary for a BoG approved motion to pass a motion from 51% to 34% - in other words a super majority is necessary to reject a BoG motion. Propose bylaws Committee work with members of the Board of Governors to define language for this regulation. Gary Seconded.

Brett Kunin D3 – This requests BoD to violate their own bylaws! This is insane. We have no authority to tell the BoD ha

Martin Hirschman D12 – Structurally unsound. Usurps the power of the Board inappropriately. Waste of time.

Steve Moese D11 – Propose we create a committee to improve the collaboration between the BoD and BoG. This motion is out of place now.

Wybren Hoogland D2 – Not understand why we need this.

Vote: whether to request the Bylaws committee work with Peter Markus and others to craft language that limits how the Board of Directors vote on motions passed by the Board of Governors.

Linda Lord D2 – What's the rationale/background?

Aye 11 – Nay 50 **Motion Failed.**

Richard Popper Past Chair – Many Board of Governors motions were defeated by large margins. That causes confusion and frustration.

Doug C – Peter may still work with the bylaws committee to create the language they desire.

Motion – Gary Hahn Require BoD to Communicate on every BoG Motion back to the BoG.

Discussion

Joann Sprung D17 – Not appropriate to vote for something just so the BoD has to deal with it we have to take ourselves seriously if we want the BoD to take us seriously.

Don Mamula – Blocks Chair's responsibility.

Motion withdrawn by Gary Hann – however Steve Gaynor did not remove his second.

Vote: Aye - 13 Nay – 46 **Motion Failed**

Gary Hann - List of Members caught cheating published as Hall of Shame

Item 211BG-05 Publicize Members List Cheating (Hall of Shame)

Martin Hirschman D12 seconded

Bruce Blakely D21 asked for a friendly amendment to wait until all appeals exhausted.

Joann Sprung D17 – This exists already.

Gordon Bower D18 – Publish something in the bulletin so rank and file sees it. Language in current motion is too inflammatory.

Tomi Storey D16 – Language is inflammatory. Process already exists. Very negative connotation.

Martin Hirschman D12 – Not many members know how to find this information on the website. Sweeping this under the rug is not appropriate. Cheating Cases should be reported on a regular basis.

Gary Hann – perhaps we should just form a committee to define how to publish convicted cheats.

Now – Publish list of ethical violations 4 times per year, currently under suspension, expulsion, or probation.

Rich Carle D20 – This motion is wasting our time – not ready and not prepared to be voted on. Poor language.

Debbie Romero D8 – **Not redy for a vote**

John Dickenson D4 – Google it – already published and can be found.

Vote: Aye - 21 Nay - 39 **Motion Failed**

Doug Couchman - Going forward motions will be submitted substantially in advance and vetted with the motions committee or they will not be accepted at the meeting.

Other New Business

The Board of Governors will do much more work by committee. Doug is offering us as a body of committed and skilled volunteers to help with the key questions/opportunities.

Teachers & Club Management Committee has been renewed until December 2022.

Doug asked for volunteers to create the following committees:

- Teachers & Club Management Committee
- Governance Committee for the Board of Governors -
- Bridge Committee – matters relating to bridge in parallel to the BoD committee.
- Membership Growth and Retention Committee –

Help for redesign and rebranding of the ACBL website. 6 or so Volunteers needed.

Outreach meeting – All Unit presidents in D17. Do this with your District's Unit Presidents along with Major club representatives. What do you need from the ACBL and what do you want to tell the ACBL.

Saturday night was not a good choice for BoG meetings. Poll was taken about best time for future meetings – Doug will report the result to us later.

Sandy Demartino moved the BoG recognize new life masters.

Adjourned at 9:04 PM EST by Doug Couchman, Chair.

Respectfully Submitted,

Steve Moese

D11 BoG 1st Alternate Representative

BoG Vice Chair