

BOD-BOG Task Force:

Executive/BOD, Senate, and Program Committee Structure (Sharon Anderson, Richard Popper, AJ Stephani)

For the Governance Committee:

- *The BOD-BOG Task Force has developed a “best consensus” (as of 03/10/2019) proposal for an Executive/BOD, Senate, and Program Committee Structure—not everyone on the TF is in agreement with everything listed below. Red italicized phrases in the sections indicate some of the areas where your opinion is especially sought. There is also a section entitled Issues to be Resolved at the end where items that don’t fit neatly elsewhere are included.*
- *Review the proposal for an Executive/BOD, Senate, and Program Committee Structure*
 - *Is it a good idea?*
 - *How can it be better? Constructive criticism welcome!*
 - *Are there any inconsistencies across the four key proposed areas—Nominating Committee, Transition, Senate, Committees?*
 - *Please consider relevant ideas, as appropriate, from our recent approaches to moving the work of some committees “off the board”*
 - *If you suggest an alternative, outline details of implementing that alternative and how it would fit into a complete governance structure*
 - *How to move forward?*

Working Assumptions

- Any 50-member body (the size of our proposed Senate) is far too large to engage in any serious deliberation about much of anything.
- The real decisions about bridge-related programming have to occur at the Committee level.
- Bridge Committees will include non-Senators as appropriate. Bridge Committee chairs should probably be Senators.
- One member of the new Executive Board should be assigned to each Bridge Committee to act as a liaison.

“Bridge” Committee Functions

- Most or all Senate Committees will really focus on bridge decisions. We’ve variously referred to these groups as “Program Committees,” or “Organizational Committees,” but the program of the ACBL is Bridge, so it makes sense to simply refer to them as “Bridge Committees.”
- The Executive Board won't have 1 Bridge Committee, as the BOD does now; the Senate will be harvested to produce members of our various Bridge Committees (Masterpoints, Strength of Field, Conditions of Contest, etc.).
- Bridge Committees will have to rely on telephone CCs, email, or other forms of remote meeting to get their work done. Some Committees may be able to meet 1X/year to get their work done; other Committees may have to meet on a near-monthly basis.

Full Executive Board Functions

- The Executive Board will function more like a typical nonprofit BOD by focusing on the big picture issues facing the ACBL: establishing a mission and long-range vision of the organization, hiring an Executive Director, ensuring financial stability, approving large contracts, etc. Because NABC contracts have such a large financial component, we recommend leaving their approval with the Executive Board. As with any question under consideration, the Executive Board is encouraged to seek outside perspective and opinion on the question of where NABCs will be located.
- The Executive Board will meet 3X/year at a minimum; because of its smaller size, teleconferencing or videoconferencing a full meeting is a possibility.

Full Senate Functions

- If most of the real work occurs in the Bridge Committees, what is left for the full Senate? They can have the full body responsibility for some of the “fun” and/or routine decisions: Volunteer-of-the-Year, etc.
- The Senate would continue to play a role in the Bylaw amendment process, do some big-picture strategic thinking, act as a sounding board for new management initiatives, etc.

The full Senate could meet 1X/year with no problem. Give the Senators some kind of travel stipend. The Executive Board could meet in person 2X-3X/year remotely to ratify decisions made by Bridge Committees, and 1X-2X year in person to do strategic work. Give them the same travel stipend, or pay their full travel. We'll still save money over our existing scheme of full travel reimbursement for 25 BOD members plus the BOG Chair 3X/year.

You might get a Committee breakdown and structure that looks something like this:

Executive Board Committees

- Executive
- Finance
- Audit
- Executive Director Review
- Governance
- Misc.

Bridge Committees

- Conditions of Contest
- Masterpoints
- Special Events
- Strength of Field
- Tournament Regulation
- Local Rules at Clubs
- Regional Allocation
- Competition and Conventions Committee
- GNT/NAP/Special Events
- Online bridge
- Juniors/youth
- Seeding
- NABC Oversight
- STaCs/Regionals at Sea
- Regionals/Sectionals

Full Senate Committees

- Election Protest
- Credentials
- Goodwill
- Governance
- Hall of Fame
- Honorary Member Nominating
- National Charity
- ABA Liaison/ABA Coordination
- Misc.

This is only a sample menu of Committees, but it reflects roughly the separation of power and responsibility we envision. Another possibility is to carve Education and Marketing as a separate branch of Committees.

Remember that under this structure, at least some decisions approved by Bridge Committees would go to the Executive Board for approval under some kind of regular schedule (probably 3X-4X year -- it will be much easier for the 9-member BOD to meet remotely if needed).

Unresolved Questions

- Transition to the proposed Committee structure:
 - How are Program Committees to be initially staffed? This must be thoroughly vetted out.
 - If the Senate is to appoint the members of the Program Committees, it will almost of necessity have to have an early initial organizational meeting before it gets to a more regular schedule.
 - It is probably not a good idea to let the President of the Senate make initial appointments unilaterally, but there are good arguments for limiting deliberation in the Senate on this topic.
 - Committee terms could run from August 1 to July 31, so that if the full Senate meets at the summer nationals, it can approve nominations made for the next 12-month period.
- How many members should be the minimum number on any committee? It is suggested that all Committees should have at least 3 (or 5) members if they are to have something approaching legislative power—see next bullet.
- Bridge Committees **MUST** have some near-plenary power to make final decisions. This structure clearly can't work if their decisions need to be voted on by the entire Senate, which can probably only meet 1X/year. It would be a nightmare if Bridge Committee decisions were subject to deliberation and re-voting again by the 50-member Senate.
- If you think about how this structure will play out, you get stuck on bridge decisions that have a significant financial impact. This is the “Money Problem.” If the Board of Directors (under whatever name) is responsible for approving a budget, and they pretty much have to retain that function, what happens when, say, the Senate Tournament Allocation Committee reduces the number of Regionals from 131 to 75? We will lose a LOT of TD session fees and per table sanction fees, and that significantly impacts the bottom line.
- You can try to draw lines that achieve separation of power between Bridge Committees and the Executive Board, but you will ultimately run into the “Money Problem,” which means some kind of shared authority must be defined for these kinds of decisions.
- There are several different solutions. Leaving all final authority for all Bridge Committee decisions with the new Executive Board, might work, and it's quite similar to how our relationship with C&C (or the Laws Commission) works now.
- We could give the Executive Board a supermajority veto, or something like that, over Bridge Committee decisions. This might cause more problems than it solves, but it **DOES** prevent 5 ACBL members from effectively establishing all policy (which would occur if a 9-member BOD could simply approve a motion with a simple majority).

- Another way of effectively dividing power is to establish that motion origination on bridge-related decisions must occur with the appropriate Bridge Committee. The Executive Board couldn't simply introduce a measure that a Bridge Committee had explicitly rejected.
- Almost all bridge-related decisions could conceivably impact our financial position, and we don't want this to become a guise for some future Executive Board to arrogate power for every possible decision. We may need some kind mechanism (a Parliamentarian? Committee?) to simply decide whether the impact of a motion has sufficiently "significant" financial impact to warrant the affirmative vote of the Executive Board.
- That leaves our mess of a disciplinary and ethics system:
 - Appeals & Charges
 - ACBL Disciplinary Committee
 - Ethics Oversight Committee
 - Anti-Cheating Commission
 - Bridge Integrity Task Force
 - NABC Appeals/Director of Appeals
 - 25 District Disciplinary Committees
 - 300-odd Unit Disciplinary Committees
 - 1000+ potential Tournament Committees

This is worthy of a massive re-think all by itself, but this is an ideal time to do it. We believe it is worthwhile to consider the possibility of carving the whole system out and placing it under its own hierarchy of some sort. You can retain Appeals & Charges (by some name) and give it some kind of ACBL Supreme Court-like authority, and give appointment authority over all the bodies to either the Executive Board or Senate or maybe even a Joint Committee of the 2 bodies.