

FULL BOARD

Glasson (P), Heth (C)

Steinberg, Belford, Muñoz, Hennings, Heller, Overby, Sealy, Stephani, Carman, Liddy, Cuneo, Shoemaker, White, Rowe, Goodgold, Lodge, Moss, Aquino

Date: June 13, 2022

Submitted by: Joann Glasson

Input from Committee:

Purpose: To certify elected member of Board of Directors of the ACBL.

Item 222-BD01: Certification of Election

Moved that:

Barbara Heller is hereby certified as having been duly elected to the Board of Directors of the American Contract Bridge League to complete the remaining term for Region 6 Regional Director, July 11, 2022 through December 31, 2024.

Effective: July 11, 2022

Estimated cost/savings: N/A

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Shoemaker, White, Rowe, Goodgold, Lodge, Moss, Aquino

Date: June 13, 2022

Submitted by: Joann Glasson

Input from Committee: Online Ethical Oversight Committee

Purpose: To appoint members of the Online Ethical Oversight Committee

Item Type:

	Action Item
	Discussion Item
x	Motion

Item 222-BD02: Online Ethical Oversight Committee Appointments

Moved that:

Cheri Bjerkan, Jordan Chodorow, Ira Chorush, Richard Popper and Rick Rowland be appointed for a three-year term to the Online Ethical Oversight Committee from the end of the Summer 2022 NABC through the end of the Summer 2025 NABC.

Effective date: End of the Summer NABC

Estimated cost/savings: None

Discussion:

Current Committee:

Term ending 2022: Jordan Chodorow, Ira Chorush, Rick Rowland, Cheri Bjerkan, Richard Popper

Term ending 2023: Jon Brissman, Jan Martel, Mark Perlmutter, Ron Smith, Karen Walker

Term ending 2024: David Caprera, Phil Clayton, Bob Glasson, Chris Moll, Julie Smith

APPEALS AND CHARGES COMMITTEE

Stephani (P), Rowe (C)
Carman, Liddy, Overby, Sealy, White

Staff: Edelstein

Date: June 10, 2022 (updated June 12)

Submitted by: Jonathan Steinberg

Input from Committee:

Purpose:

Item Type:

	Action Item
	Discussion Item
X	Motion

Item 222-AC02: Remove GLM status and Hall of Fame membership

Moved that:

In the CDR (February 1, 2002),

404. DISCIPLINE OPTIONS BY DISCIPLINARY BODIES be amended as follows:

(F) Forfeiture of Masterpoints/Titles for a First Degree Ethical Violation. When a Disciplinary Body finds an ACBL member responsible for a First Degree Ethical Violation, that member shall be:

- 1) Permanently ineligible to be awarded the ACBL rank of Grand Life Master
- 2) Permanently ineligible to be inducted into the ACBL Hall of Fame
- 3) If a current GLM, the title/rank of GLM shall immediately be revoked
- 4) If a current member of the ACBL Hall of Fame, such membership shall immediately be revoked.

In addition, the Committee may impose the forfeiture of any or a combination of any of the following:

- (1) Masterpoints, in accordance with CDR § 301(A)(7);
- (2) specific titles or all titles earned by the person disciplined;
- (3) ACBL status rank(s);

(4) other ACBL related awards theretofore earned by said participants through participation in all ACBL events.

Effective date July 15, 2022

Estimated cost/savings N/A

Discussion

I think it is self-evident that we do not want convicted cheaters to be GLMs or in the ACBL Hall of Fame, the two highest honours the ACBL bestows. The actions of the player are so egregious and anathema to our membership organization that it requires us to remove the status of GLM and/or membership in the Hall of Fame.

In the real world, people convicted of crimes have had their titles and honours removed. I believe we should be able to do the same. In our world, we would be removing a title/honour bestowed on someone in a membership organization. Surely, we have a right (even an obligation) to do so.

This motion only applies to an ACBL player convicted of a **First Degree Ethical Violation** as per the regulations below (from the ACBL CDR, effective February 1, 2022)

“3. GROUNDS FOR DISCIPLINE

301. CHEATING AND OTHER ETHICAL VIOLATIONS

(A) First Degree Ethical Violations. The following actions constitute First Degree Ethical Violations:

(1) Collusive Cheating: Signaling. “Collusive Signaling” is the exchange or transmission of information, through encoded signals or otherwise, between two or more people, at least one of whom is a contestant, in any manner not expressly permitted by Law 73. The information need not be actually used by a player to prove a Violation under this section. This section includes agreements made by persons who are not partners or contestants, including, but not limited to kibitzers or teammates.

(2) Collusive Cheating: Online. “Online Collusive Cheating” is the exchange or transmission of information between two or more people, at least one of whom is a contestant in an online bridge competition, in any manner not expressly permitted by Law 73. The information need not be actually used by a player to prove a Violation under this section. This section includes agreements made by persons who are not partners or contestants, including, but not limited to kibitzers or teammates.

(3) Collusive Cheating: Other. “Collusive Cheating” is an agreement, whether implicit or explicit, made between two or more people, other than Collusive Signaling, to affect the outcome

of a competition in any manner not expressly permitted by Law 73. Neither person need be a contestant to be charged under this section.

(4) Misuse of Hand Records or Other Information. "Misuse of Hand Records or Other Information" is the acquisition of information in any form concerning a deal yet to be played to completion. This includes hand records in any form (paper, electronic, etc.), digital information, wearing a wire, communication with other persons, or any other method or means used to obtain information about a deal.

(5) Cold Decking. "Cold Decking" is the intentional dealing of cards in a manner designed to place a particular card with a specific player or in a specific hand.

(6) Marking Cards. "Marking Cards" is intentionally compromising the integrity of playing cards, or taking advantage of the same, to identify a particular card. This includes changing or tampering with the physical appearance of playing cards in any manner, including but not limited to markings or crimpings, or using methods to identify discrepancies in the playing cards including but not limited to edge-sorting."

A First-Class ethical violation is an extremely serious matter. It should and must disqualify/remove the convicted from the ACBL HoF/GLM status. This motion will be well received by the ACBL membership. The ACBL would welcome a public relations success.

Please note that the automatic disqualification to HoF/GLM ONLY applies to **First-Degree Ethical Violations** (see above) for which the recommended discipline is:

(7) Appropriate Discipline. The recommended discipline for a finding that a person has committed a First Degree Ethical Violation is **no less than 2 years Suspension to Expulsion**, with an appropriate term of Probation no less than 2 years following the term of suspension, and removal of 25-100% of the Disciplined Person's total masterpoint holding

There are many second- & third-degree ethical violations that might disqualify someone, but this motion leaves that to the individual circumstances and the discretion of the Committee. This motion would **NOT** apply to:

(B) Second Degree Ethical Violations. The following actions constitute Second Degree Ethical Violations:

(1) Score Alteration. "Score alteration" is any revision of a reported result, or the score assigned to that result, not expressly approved by the DIC or his authorized representative, including changes made to scores or results in any form or by any means other than those accurately reflecting what occurred in actual bridge play at the table.

(2) Submitting False Information to ACBL. A charge under this section requires the knowing submission of false information for the purpose of changing the outcome of a competition or event eligibility. This section requires that false information be submitted to an ACBL Official or Disciplinary Body, which do not include ACBL sanctioned clubs. False information submitted to

the ACBL for reasons unrelated to bridge competition are Administrative Violations charged under the CDR.

(3) Peeking. A charge of “Peeking” requires a deliberate attempt to see the opponents’ cards. Note that Law 16D requires a player who has obtained Unauthorized Information to report it immediately to a director.

(4) Private Score Snooping. A charge of “Private Score Snooping” requires a deliberate attempt to see the opponents’ Private Score (not including the opponents’ convention card). Note that Law 16D requires a player who has obtained Unauthorized Information to report it immediately to a director.

(5) Eavesdropping. A charge of “Eavesdropping” requires a deliberate attempt to obtain information about a hand from tables or players, kibitzers, directors, or any other source other than the table assigned to a player for a round.

(6) Sharing Information. “Sharing Information” means providing information about a deal to a player who has not yet played the hand. If the information is shared by agreement, implicit or explicit, the action should be charged as “Collusive Cheating: Signaling” under CDR § 301(A)(1) (as to any player involved) or “Collusive Cheating: Other” under CDR § 301(A)(2) (as to anyone other than a player).

(7) Soliciting Information. “Soliciting information” means the obtaining or exchange, by solicitation or otherwise, of information about a deal from a player who has already played the deal. If the obtaining or exchange of information is made by agreement, whether explicit or implicit, the action should be charged as “Collusive Cheating: Signaling” under CDR § 301(A)(1) (as to any player involved) or “Collusive Cheating: Other” under CDR § 301(A)(2) (as to anyone other than a player).

(8) Concealment of Partnership Agreement. A charge of “Concealment of Partnership Agreement” requires a deliberate non-disclosure of any material aspect of a partnership agreement. The duty to disclose a partnership agreement 16 Effective February 1, 2022 is not limited to conventional meanings or bids but may and include tactical or “state-of-the-match” agreements or understandings between partners or teammates.

(9) Dumping. “Dumping” means intentionally obtaining a poor result on a hand, losing a match or contest, or any other actions designed to affect the outcome of a deal or the ranking for any stage of a contest other than through of bridge ability.

(10) Entering Ineligible Event. “Entering Ineligible Event” means a player knowingly entered an event for which he was ineligible.

(C) Third Degree Ethical Violations. The following actions constitute Third Degree Ethical Violations:

(1) Unsportsmanlike Psyching. “Unsportsmanlike Psyching” includes frivolous or

overly frequent psyching.

(2) Using Unauthorized Information. A charge under this section requires that the UI be revealed accidentally.

(3) Clocking. "Clocking" is the attempt to identify a card based upon the location of where that card is pulled from a player's hand.

(4) Coffeehousing. "Coffeehousing" is behavior having no bridge-related purpose and intended to deceive an opponent. This includes actions such as hesitating with singletons in a suit, or asking frivolous or leading questions.

(5) Score Comparison. A charge of "Score Comparison" is the deliberate provision of, or request for, information about a board in play after both parties have played it before the end of the session.

(6) Illegal Method. "Illegal method" is the use of any treatment, convention, or signaling method otherwise permitted by Law 73 which is not allowed by the Convention Chart applicable to the particular event. A charge of "Illegal Method" requires proof that a player knew, or had reason to know, of the illegality of the method prior to the time it was actually used.

(7) Contestant Influence. A charge of "Contestant Influence" is an attempt to influence an opponent to enter or withdraw from an event to improve one's likelihood of success.

(8) Failure to Correct Incorrect Score. A charge of "Failure to Correct Incorrect Score" is the failure of any player to timely notify an appropriate tournament

Nor does it apply to conduct violations, administrative violations, etc.

The motion only applies to First-Degree ethical violations. It is the minimum we should do to protect the integrity of the ACBL Hall of Fame and GLM status.

BRIDGE COMMITTEE

Carman (C), Sealy (VC)
Aquino, Belford, Moss, Steinberg

Staff: Weinstein

Date: June 2, 2022

Submitted by: Larry Sealy

Input from Committee:

Purpose: Update NABC Location Guidelines

Item Type:

	Action Item
	Discussion Item
x	Motion

Item 222-BR01: Update NABC location guidelines

Moved that:

Codification Part 2 – Bridge Operations, Chapter VIII – North American Bridge Championships, Section 2 – Goals for a NABC be amended as follows:

2.3 Location Guidelines

2.3.1 A site for a NABC may be proposed only by ACBL management and approved by a majority vote of the Board of Directors.

~~2.3.2 Every effort will be made to rotate to the following cities every six years due to their popularity: Orlando; San Diego; San Francisco; Toronto; Washington, DC; Las Vegas and the state of Texas.~~

2.3.32 ACBL management and the Advisory Committee, if any, will consider cities that meet NABC criteria, while attempting to equally distribute sites in each zone (East, Central and West) of the continent every year.

Also moved that:

Appendix 8-A North American Bridge Championships be amended as follows:

D. Rotation and Frequency

~~Orlando, San Diego, San Francisco, Toronto, Washington D.C., Reno and Las Vegas (and cities in the state of Texas) are exceptional cities for bridge players and should be considered at least every six years. Other very desirable destinations for bridge players should be considered at least every nine years.~~

The geographic rotation of having an NABC in each zone (East, Central and West) of the continent each year is highly desirable and should be attempted. Over an extended period of time, there should be an equal distribution of NABCs in Eastern, Central and Western locations.

Any deviation from the requirements should be clearly identified when site recommendations are presented.

Effective date: Immediately

Estimated cost/savings: NA

Discussion: NABCs in Orlando, Reno, and Washington, DC have historically been well received. Reno has been held in the spring; Orlando in the fall; and Washington, DC in the summer. Until 2022, NABCs held in Reno have had higher attendance than other spring sites. Orlando NABCs have had above average (fall) attendance, while Washington's has been about average for a summer tournament.

Several recent issues have affected the attractiveness of these site for future NABCs.

- Orlando tournaments have, typically, been held inside the Disney World complex. The most recent tournament (2016) was troubled by a limited choice of nearby restaurants and parking issues (including cost). The League negotiated a buyout of the contract for a second NABC at that location.
- The most recent NABC in Reno, while very inexpensive, was hard to get to (for many, three flights were needed) and smoke infiltrated the Regional games playing area. Smoking is less tolerated now than it was in the past.
- For over 30 years, Washington NABCs were hosted at the Marriott Wardman Park, located within the District. With its demise, it may be hard to get the requisite number of rooms and playing areas. Where those can be found, it may be outside DC (in Maryland suburbs).

For these reasons, removing these three cities from the 6-year rotation is suggested. Of the remaining cities, three of the four are in the Pacific Time Zone. These cities should still be evaluated for regular NABCs but leaving the selection of sites open may allow better fiscal decisions. This would not preclude having a NABC in any of these locations in the future but the timing would not be prescribed.

Date: June 12, 2022

Submitted by: Stu Goodgold and Margot Hennings

Input from Committee:

Purpose: Amend the Bylaws to replace the Chair of the Board with a Vice President

Item Type:

	Action Item
	Discussion Item
✕	Motion

Item 222-BY01: Change in governance structure of the Board of Directors

Moved that: The ACBL Bylaws, Article VI, Officers of the ACBL, Sections 6.1.2 and 6.2.2 and Article VII, Committees, Section 7.2.2.2 be amended as follows:

Under 6.1 – ACBL Officers

- 6.1.2 ~~Chair. The Chair of the Board of Directors shall be the immediate past President of the ACBL if that person is currently serving as a member of the Board of Directors. If the immediate past President of the ACBL is not currently serving as a member of the Board of Directors, the most recent past President currently serving as a member of the Board of Directors shall be the Chair of the Board of Directors. If no past President is currently serving as a member of the Board of Directors, the Board shall elect its Chair from among its members. The Chair of the Board of Directors shall serve until a successor takes office.~~

The Board of Directors shall elect from among its members a Vice-President of the ACBL to serve for the following calendar year or until a successor is elected. A person may only serve as Vice-President if he is also serving as a member of the Board of Directors.

Under 6.2 Duties of the ACBL Officers

- 6.2.2 ~~Chair. The Chair of the Board of Directors shall:~~ **Vice-President: The Vice-President of the Board of Directors shall:**

- 6.2.2.1 Perform the duties of the President during the absence, incapacity, or vacancy of the President.

~~6.2.2.2 Be an ex-officio member of all committees of the Board and committees of the corporation except the Audit Committee and the Appeals and Charges Committee when it meets as a disciplinary or appellate body.~~

6.2.2.32 Have such other duties as the Board of Directors or the President may assign.

Under 7.2 Executive Committee

7.2.2 The Executive Committee shall be composed of:

7.2.2.2 The ~~Chair~~ **Vice President** of the Board of Directors.

Effective date: Immediately after ratification by the Advisory Council

Estimated cost/savings: n/a

Discussion:

The Chair of the Board is defined in the current bylaws as the immediate Past President. The selection of the Chair was not by election, nor was it always automatic. Provisions were made in the bylaws to select another board member in case the previous President was no longer on the Board. In recent years this was often the case.

The proposed change replaces the Chair with a Vice-President, who will have most of the same duties as the Chair, but will always be elected by the full Board of Directors. The election of the Vice-President in 6.1.2 now parallels the election of the President in 6.1.1. In keeping with recent changes to the Bylaws, the term is specified but not the date/time of year that election occurs (e.g., at the fall meeting). This maintains maximum flexibility for changes to be made to Board regulations without changes also being required to the bylaws.

The one difference in duties is that the Vice-President will not automatically be an ex-officio member of all committees (except Audit and A&C). With a reduction of the Board to 13 members, it would be excessive to have 2 members, the President and Vice-President, sit on every committee. The Vice-President should be available for assignment to specific committees in which expertise is needed and not spread across all of them.

Changes to specific current duties of the Chair that will transition to a Vice-President are addressed in **Item 222-GV03**, also on the agenda for discussion in Providence.

GOVERNANCE COMMITTEE

Hennings (C)

Belford, Goodgold, Overby, Shoemaker, Steinberg

Date: June 12, 2022

Submitted by: Cindy Shoemaker on behalf of the Communications Task Force

Input from Committee: Communications Task Force and Governance

Purpose: Remove Codification Part 1 - Governance and Policy, Chapter IV - Board Procedures, A. Administration, Section 4 - Communications and Appendix 4-A3.

Item Type:

	Action Item
	Discussion Item
X	Motion

Item 222-GV01: Communications removal from Codification

Move that:

Codification Part 1 - Governance and Policy, Chapter IV - Board Procedures, A. Administration, Section 4 - Communications and Appendix 4-A3 be removed.

~~Section 4 – Communications~~

~~4.1 Board/Management Communications~~

~~4.1.1 Communication between ACBL Board of Directors members and ACBL management and staff will be courteous, responsive, respectful, and polite at all times. Board members should not expect instant replies and should convey that message. Staff should let the Board member know when it will be convenient for them to furnish information. In all cases, the following procedures will be followed:~~

~~4.1.1.1 All ACBL Board members will have direct access to the Executive Director. Should any problems or complaints regarding work product or the conduct of any employee arise, they will be discussed only with the Executive Director. If necessary, they will be transmitted in writing to the Executive Director who will investigate, take whatever appropriate action he deems necessary, and inform the complainant of the action taken. Under no circumstances will a member of the Board personally chastise any employee for any reason.~~

~~4.1.1.2 Board members wishing to contact ACBL management or staff with all matters relevant to the committees of the Board of Directors may do so only through the committee chair. The committee chair, in appropriate cases, will arrange for direct contact~~

~~with the relevant member of staff that is assigned to that committee as staff liaison.
Committee chairs may directly contact their staff liaison on all committee matters.~~

~~4.1.1.3 Board members desiring to communicate with staff on all business matters other than committee matters are encouraged to use email whenever practicable; provided, however, telephone calls are permitted. Telephone calls requesting significant amounts of information or requiring significant time of the employee being called must be cleared with the Executive Director.~~

~~4.2 The President or his designee will be the official responder to any correspondence addressed to the Board of Directors. Copies of the correspondence with the reply will be sent to all Board members.~~

~~4.3 Email~~

~~4.3.1 Routine correspondence and reports from ACBL management to the Board of Directors will be via email. Routine correspondence may be defined as, but not limited to, management reports, monthly suspension reports, monthly rank changes, and any other non-critical report.~~

~~4.3.2 Email sent to Board of Directors members, In-House Counsel and/or the Advisory Council chair will be considered confidential if marked as confidential by the sender.~~

~~4.4 Materials and Reports~~

~~4.4.1 The Board will maintain confidentiality of personnel matters.~~

~~4.4.2 ACBL management will provide copies of all pertinent materials to a member of the Board of Directors on any matters in which his Region is involved.~~

~~4.4.3 Documents created by committees are the property of ACBL. The Executive Director is responsible for determining the appropriate disposition with the exception of the disposition of documents created by the Executive Director Review Committee.~~

~~4.4.4 The following Board operations documents will be reviewed every two years. Some of them are found in the appendices to this chapter:~~

~~Orientation Manual for New Board Members~~

~~Board of Directors' Duties and Responsibilities (Appendix 4-A3)~~

~~Board Member Protocol (Appendix 4-A3)~~

~~Skills Assessment (Appendix 4-A3)~~

~~4.4.5 Information that is sent to the Board of Directors that is not of a business nature should also be sent to In-House Counsel and the Chair of the Advisory Council.
Codification Appendix 4-A3~~

~~Board of Directors' Duties and Responsibilities Description~~

It is the duty of an elected member of the Board of Directors to be informed about the American Contract Bridge League's (ACBL) mission and purpose and to exercise independent judgment. Regular attendance at meetings of the Board of Directors is required to remain informed. Members of the Board of Directors should take an active interest in the affairs of the ACBL, and they are encouraged to participate in a leadership role or as an active participant on permanent, standing or special committees of the Board of Directors.

~~As a membership organization, the ACBL has one primary goal. That goal is to provide the best possible environment to promote the bridge-related interests of our members and to promote and sustain the game of bridge. The individual Board of Director's job is to act as an official representative of their area — a District or Region through 2024 and a Region thereafter.~~

~~Responsibilities~~

~~Participation/Contribution in BOD and Committee Meetings~~

~~All Board members are expected to:~~

- ~~• Attend Board meetings and be an active participant.~~
- ~~• Be thoroughly familiar with the agenda and all prepared material prior to the Board meeting. This will ensure effective contribution to the discussion of all issues.~~
- ~~• Be willing and prepared to give the time necessary to be an active participant in the Board meeting and act as chair, co-chair, or committee member on those committees to which assigned. When scheduling meetings with Board members and staff, every effort will be made to accommodate their personal and work schedules.~~
- ~~• Be willing to change the way in which we conduct business and suggest changes that will make us more efficient and the ACBL a better organization. Be prepared to make difficult decisions when necessary.~~
- ~~• Complete action items assigned by the President~~

~~Motions~~

~~When submitting a motion, be diligent in following the BOD guidelines for motions. Include the date, your name, the effective date, cost/savings data and as much background material and detail (including the reason/rationale) as is necessary to ensure that the motion is fully understood by ACBL management and fellow Board members. Committee chairs or the President are not expected to approve a motion unless it satisfies all of the above requirements. Accepting poorly worded or unsupported motions often results in Board members and ACBL management having to expend extra effort to evaluate the motion. The burden of preparing good motions should rest with the motion-maker(s).~~

~~Motions should be submitted on time for inclusion in the journal. When this isn't done, the motion-maker(s) should not request that the item be treated as an emergency/non-agenda item unless the motion is critical or time sensitive.~~

~~Evaluation and Oversight of BOD Performance~~

~~A good Board needs to have a process in place to evaluate its performance in fulfilling its responsibilities. Each Board member should make it a high priority to ensure that we implement appropriate actions to assess our performance on a regular basis.~~

~~Board of Directors' Duties~~

~~Interaction with the Executive Director and ACBL Management~~

~~Always be considerate of the ACBL staff, treating them with courtesy and respect at all times. Do not publicly criticize or make disparaging remarks about ACBL staff.~~

~~Report problems with employees' performance to the Executive Director or, when necessary, in executive session. Also bring any serious performance issues to the attention of the Chair of the Executive Director Review Committee, particularly if they involve the Executive Director or one of the managers reporting directly to the Executive Director.~~

~~Report problems with Tournament Directors' performance to the Executive Director.~~

~~Communication~~

~~It is necessary that Board members maintain active internet access.~~

~~Board members are representatives to their District (for the position of District Director through 2024) or Region (for the position of Regional Director from 2022 and beyond) and, in general, they should attend District board meetings of the Districts within their Region. They also communicate with Unit and District officials and report to their members.~~

~~Perform other duties as required.~~

~~At the Bridge Table~~

~~When playing bridge, behave in a manner that is beyond reproach. Strictly adhere to the Rev ACBL's Zero Tolerance Policy. Act in a professional and ethical manner at all times. Do not expect or accept any special treatment from the directing staff.~~

Effective date: January 1, 2023

Estimated cost/savings: N/A

Discussion: The Communications Task Force was unanimous in its decision to remove Codification Part 1 - Governance and Policy, Chapter IV - Board Procedures, A. Administration, Section 4 - Communications and to move content of Section 4 to the revised Board Member Manual. Input was solicited and received from the ACBL Executive Director and the ACBL Board President.

Communications policies and protocols enacted in 2021 and 2022 eliminate the need to codify communications and now "live" on the resource page of the MIM. Additional communications procedures will be consolidated and included in the revised Board Member Manual. This includes information contained in Appendix 4-A3.

Other sections referencing communication are in process and will be addressed and acted upon prior to Board meetings held in the fall of 2022.

GOVERNANCE COMMITTEE

Hennings (C)

Belford, Goodgold, Overby, Shoemaker, Steinberg

Date: June 12, 2022

Submitted by: Margot Hennings on behalf of the Governance Committee

Input from Committee:

Purpose: To update and provide consistent procedures for Board-elected/appointed positions

Item Type:

	Action Item
	Discussion Item
x	Motion

Item 222-GV02: Regulations regarding Board-elected/appointed positions

Moved that: What is currently contained in the Codification, Part 1—Governance and Policy, Chapter IV—Board Procedures, A. Administration, Section 3, Elections and in the Codification, Part 1—Governance and Policy, Chapter VII—International Bridge, B. WBF Representative and NABF Board Members be replaced with the following:

CHAPTER IV – BOARD PROCEDURES

A. ADMINISTRATION

Section 3 – Elections

The Board of Directors' election **and nominating** procedures for officers and other elected positions, ~~with the exception of positions to the WBF or NABF,~~ follow. ~~Regulations concerning election procedures for the WBF and NABF positions are detailed in Chapter VII—International Bridge. Nominating procedures for all positions will be as described in 3.1 below.~~

3.1 Nominations

- 3.1.1** An eligible ACBL member desiring to be a candidate for ACBL President, ACBL Treasurer, WBF Representative, NABF Representative~~s~~, or other position elected by the ACBL Board of Directors may declare his own nomination by notifying the Director of Elections.

3.1.2 Candidates are encouraged to declare their interest in an elected position to the Director of Elections via email at least ten business days in advance of said election. No declarations will be accepted within 24 hours of an election.

3.1.3 ~~In addition,~~ If the election is for a position for which only Board members are eligible (e.g., President, Treasurer), a Board member may declare or nominate an eligible candidate from the floor at the time of the election. If someone wishes to be nominated from the floor, they must be present when the election is held.

3.1.4 If the election is for a position for which non-Board members are strongly encouraged to “apply” but for which Board members may also declare (e.g., appointees to the NABF board of directors), no nominations from the floor shall be accepted.

3.1.5 A person may only serve as ACBL President if he is also serving as a member of the Board of Directors.

3.2 Voting Procedures

3.2.1 All voting will be by secret ballot. **Vote totals will be announced at the end of each round of voting. The final election results, including vote totals, shall be recorded in the official Board Meeting Minutes. Only the names of those elected and not the vote totals will be published in the monthly Bulletin or in announcements on the ACBL website or other social media platforms.**

3.2.2 Single seat available.

3.2.2.1 One person nominated: No vote is necessary; the nominated person is elected.

3.2.2.2 Two people nominated: Voting continues until one of the two nominees gains a majority of members present.

3.2.2.3 Three or more people nominated: Voting will proceed as follows:

a. On the first ballot, each elector casts one vote. The nominee with the highest number of votes, if a majority, is elected.

b. If there is no nominee with a clear majority on the first ballot, the one nominee, if any, with the fewest number of votes is eliminated and another vote is taken. If there is no single nominee with the fewest number of votes, then no nominee is eliminated and another vote is

taken, provided that a nominee or nominees receiving no votes shall be automatically eliminated.

3.2.3 Two or more seats available.

3.2.3.1 Voters will vote for one position at a time. If the terms are different, the positions will be filled in order of term length, starting with the longest or longer.

3.2.3.2 The voting will proceed as follows:

- a. On the first ballot, each elector casts one vote. The candidate with the highest number of votes, if a majority, is elected.
- b. If there is no nominee with a clear majority on the first ballot, the one nominee, if any, with the fewest number of votes is eliminated and another vote is taken. If there is no single nominee with the fewest number of votes, then no nominee is eliminated and another vote is taken, provided that a nominee or nominees receiving no votes shall be automatically eliminated.

3.2.3.3 Once the first position is filled, the process is repeated for the second and any subsequent position.

3.3 Counting Ballots

In-House Counsel, if available, and a member or members of ACBL management designated by the ACBL President will count the ballots. ~~The vote count will be announced.~~

CHAPTER VII – INTERNATIONAL BRIDGE

B. ~~WBF ZONE 2~~ NABF REPRESENTATIVE TO THE WBF EXECUTIVE COUNCIL AND NABF BOARD MEMBERS

Section 1 – Policy Regarding ~~WBF Zone 2~~ ACBL Appointees Representative to the WBF Executive Council and to the NABF Board Members

Current regulations of the NABF allow the ACBL to name two people to the NABF board of directors, and to nominate one or more people from whom the NABF will

select one person to serve as one of its representatives on the World Bridge Federation Executive Council.

1.1 To facilitate communication **between the organizations**, the ACBL nominee(s) to serve as a representative of ~~Zone 2~~ **the NABF** to the WBF Executive Council ~~and the ACBL appointees to the board of the NABF~~ must be members of the ACBL Board of Directors. **The ACBL appointees to the board of directors of the NABF may be selected from among the members of the ACBL Board of Directors or from any ACBL member in good standing.**

~~1.2 — Should a Zone 2 representative **to the WBF Executive Council** or an NABF appointee be unable to represent ACBL in her/his capacity or to attend WBF or NABF meetings, the ACBL Board will **may** designate a member of the ACBL Board as an alternate.~~

1.2 A report shall be periodically presented to the ACBL Board of Directors from the ACBL Zone 2 Representative to the WBF **Executive Council** and the ACBL appointees to the NABF Board. This report shall include but not be limited to the following information:

- a. Any actions by the WBF or the NABF regarding World or Zone 2 bridge that have transpired since the last meeting of the ACBL Board.
- a. The agenda or any actions expected to come before the WBF or the NABF prior to the next meeting of the ACBL Board.
- b. Financial information such as budgets, operating statements and balance sheets, including explanations of unusual expenses.
- c. The assignments that ACBL rep**resentatives** or appointees have in the WBF or the NABF, respectively.
- d. Any compensation, reimbursement or benefits from the WBF or the NABF to any ACBL Board of Directors member.

Section 2 – Election of the ~~Zone 2 Representatives~~ ACBL Appointees to the WBF Executive Council and to the NABF Board ~~Appointees~~

~~2.1 —~~ One or more persons shall be nominated by the ACBL Board of Directors for the one Zone 2 Representative to the WBF Executive Council position that has been allotted to the ACBL **by the NABF**. If one person is nominated, that person shall be deemed elected as the Zone 2 Representative. If more than one person is nominated, the ACBL Board may choose to present multiple nominees to the NABF Board and the NABF Board will elect the representative. The ACBL Board may limit the nominee(s) to be presented to the NABF Board **using the election procedures stipulated in Chapter IV—Board Procedures, A.**

Administration, Section 3 Elections. ~~through the following election Procedure's:-~~

- ~~a. Each member of the Board of Directors casts one vote. If one nominee is desired, the candidate receiving the highest number of votes is elected as the nominee.~~
- ~~b. If one nominee is desired, and three or more candidates appear on the initial ballot and two candidates are tied for the highest number of votes, the remaining candidates are eliminated, and another vote is taken. If only two candidates appear on the initial ballot and they receive the same number of votes, the Representative shall be chosen by coin flip.~~
- ~~c. If more than one nominee is desired, the number of nominees shall be specified in advance of the vote, and the candidates receiving the highest number of votes are elected as the nominees. If there are ties for the final position, the remaining candidates are eliminated, and another vote is taken.~~

~~2.2~~—Two NABF Board members, **one of which may be a non-Board member**, will be appointed by the ACBL Board of Directors using **the election procedures stipulated in Chapter IV—Board Procedures, A. Administration, Section 3 Elections.** ~~an election procedure. The election procedure is as follows:~~

- ~~a. Each member of the ACBL Board casts one vote. The two candidates receiving the highest number of votes shall be appointed to the NABF board.~~
- ~~b. If three or more candidates appear on the initial ballot and two or more candidates are tied for the highest or second highest number of votes, the remaining candidates are eliminated (or elected, if that candidate received the highest number of votes) and another vote is taken. If the candidates remain tied on the second ballot, the person shall be chosen by coin flip.~~

Effective date: July 14, 2022

Estimated cost/savings: N/A

Discussion:

At our Spring Meeting in Reno, a motion was presented that corrected a discrepancy between election procedures for Board-member-held elected positions and other positions where being a member of the ACBL Board of Directors is not required. At that same meeting, a Discussion Item (DI221-GV02) was presented that included many other issues that need to be addressed to ensure fairness and consistency across all election procedures used.

The changes shown in this motion were recommended by the Governance Committee and agreed upon by the Full Board during the above-referenced spring discussion. These changes include removing election procedures for our appointees to international bridge

organizations from Chapter VII and incorporating them into the general chapter on elections that regulates all Board-elected positions.

In recognition of the reduction in size of the ACBL Board from the 25 it was when Section B.1.1 was written to the 13 we will soon be, it is prudent to permit one of the appointees to the NABF board to be from among non-ACBL-Board members. It is important for the appointee to the WBF Executive Council and one of the appointees to the NABF board to be ACBL Board members so that the knowledge about our board and its concerns can be appropriately presented at the WBF meetings. Requiring only two of the three appointees to the NABF board to be from the ACBL Board will allow flexibility that may be needed as ACBL Board members continue to focus on the strategic and financial health of our organization.

In addition, when revising the relevant sub-sections in Chapter VII, a number of clarifications were made regarding the nature of the ACBL appointees to the NABF board of directors and through the NABF to the WBF Executive Council. Section B.1.2 was deleted as there is no provision in the WBF bylaws or statutes for alternates. Attendance by electronic means is permitted and this has been done at the last two F2F WBF meetings, so the likelihood of one of our representatives missing a meeting is low.

Other procedures that we would like to see followed are included in an Action Item **(AI222-GV01)** to be included on the MIM and are expected to take effect for upcoming elections.

GOVERNANCE COMMITTEE

Hennings (C)

Belford, Goodgold, Overby, Shoemaker, Steinberg

Date: June 12, 2022

Submitted by: Margot Hennings on behalf of the Governance Committee

Input from Committee:

Purpose: To facilitate consistent annual procedures for Board-elected/appointed positions

Item Type:

x	Action Item
	Discussion Item
	Motion

Item AI222-GV01: Internal Procedures for Board-elected positions

Based on changes discussed by the Board in March 2022 to the Codification, Part 1—Governance and Policy, Chapter IV—Board Procedures, A. Administration, Section 3, Elections; and to the Codification, Part 1—Governance and Policy, Chapter VII—International Bridge, B. WBF Representative and NABF Board Members, the following actions were identified to help ensure the implementation of the changes proposed in 222-GVxx in Providence:

- There should be timely notification of pending elections on the website, in the monthly ACBL Bulletin, and/or wherever the Director of Elections believes appropriate. Timely is defined as at least 30 days prior to the deadline for submission of a declaration of candidacy. Note: This notification may be amended in the event of a Special Election, e.g., to replace an unexpected vacancy in a Regional Director position.
- In addition to timely notification of pending elections, there should be an annual calendar (published in January in both the Bridge Bulletin and in a link accessible from the ACBL website) of when the various positions need to be elected based on the start date and duration of their terms.
- The above-mentioned Calendar should also include the various appointed positions so that interested members can understand the full range of Volunteer positions open, e.g., not only WBF Executive Council Representative and NABF Representatives, but also Competitions and Conventions, Law Commission, other.
- Regarding additional election-related topics that were part of DI221-GV02 but not included as part of the changes proposed to the Codification this summer, the

Board would like management to provide input or implement, as appropriate, based on their historical understanding of elector participation, into the following:

- The Board agrees with management that all voting, including for Regional Directors, be conducted electronically.
- Unit and District Board members should be required to have an email address in order to hold office. There is no specific requirement currently in the Codification for this.
 - The only reference to this is a NOTE in the Terms of Use for Information and Data that the Terms provide guidance for requests and use of various types of information and data regarding ACBL members. In addition, the Terms outline who may have access to ACBL member information, what member information can be used and how that information can be used: “The following ACBL officials must allow publishing of their name and email address for ACBL-related purposes: ACBL Board of Directors, ACBL Advisory Council, Unit Presidents, Unit Board members, other Unit officials, District Presidents, District Board members, other District officials, and Club Managers.” This document is found at <https://web2.acbl.org/documentLibrary/about/termsfuse.pdf>.
 - Should this be explicitly stated in the Codification?
- Should we “require” that Unit electors vote in an election for their respective Regional Director? If so, should there be a penalty imposed for non-voters?
- Should we consider changing the allocation of members per elector so that if not all electors vote, those who do will assume the allocation for those who do not? Otherwise, there is not a lot we can do if the requirement to vote is not met.

Effective date: July 14, 2022

GOVERNANCE COMMITTEE

Hennings (C)

Belford, Goodgold, Overby, Shoemaker, Steinberg

Date: June 12, 2022

Submitted by: Margot Hennings on behalf of Governance

Input from Committee: Bylaws

Purpose: To align with approved bylaws changes by removing the responsibilities of Chairman of the Board from the Codification and moving them as appropriate to the Vice-President

Item Type:

	Action Item
	Discussion Item
X	Motion

Item 222-GV03: Change in Board Governance Structure

Moved that: Reference to Chair and Chairman be removed from the following sections of the Codification and replaced with reference to Vice-President:

Part I - Governance and Policy, Chapter IV - Board Procedures

A. Administration

Section 5 - ACBL Board of Directors Behavioral Code

- 5.3 The Board Oversight Committee will consist of three members, the ~~Chair of the Board~~ **Vice-President** as the committee chair and the two most immediate past Board Presidents currently serving on the Board. If there are not any or a sufficient number of Past Presidents currently serving on the Board, then the Board member(s) with the longest tenure will serve. Should there be more than one member equally eligible to fill any vacancy, the decision shall be made by coin toss.

Part I - Governance and Policy, Chapter IV - Board Procedures

D. Committees

Section 1 - Committees of the Board

1.1 Executive Committee

1.1.2 Composition

- 1.1.2.1 The committee comprises the President of the ACBL, the ~~chair of the Board of Directors~~ Vice-President, ~~who are ex-officio members with full voting rights~~, and three elected members of the Board of Directors. **Both the President and Vice-President are ex-officio members with full voting rights.**
- 1.1.2.2 The President of the ACBL is the chair of the committee. In the absence of the President, the ~~chair of the Board of Directors~~ Vice-President serves as chair of the committee.

Part 2 - Board Operations, Chapter IX – Regionals

A. Regional Tournament Scheduling and Sanctioning

Section 4 - Tournament Conflicts

- 4.3.5 The ACBL President or the ~~Chairman of the Board~~ Vice-President will appoint a person from the “conflict” zone to represent those interests.

Effective date: Upon approval by the Advisory Council following the second reading of the ACBL Bylaws change regarding Board governance structure **(Item 222-BY01)**

Estimated cost/savings: N/A

Discussion:

The reduction in Board size from 25 to 13 has prompted a re-examination of our Board governance as we seek ways to become more productive with fewer Board members, and ensure a forward-looking structure. The terms “Chief Executive Officer” (or “Executive Director”), “President,” and “Chairman of the Board” that we have long used are quite different from the way these positions/roles are viewed in other not-for-profit organizations, particularly as they relate to the selection process and expectations, e.g., we do not elect the Chairman of the Board, but rather, this person serves in a capacity often called “Past President,” an elected position in other not-for-profits.

The continuing expectation that the Chairman of the Board for our Board of Directors would serve as an advisor to and act for the President as needed in the event of resignation or absence for any reason, is increasingly unrealistic as recent Presidents have frequently left the Board after their term was completed. Thus, this concept, based on longevity of service on the Board, seems antiquated. Adding an elected Vice-President to our organizational structure regardless of their seniority would be a more appropriate “best practice” for a smaller Board of 13.

The above changes are proposed to align with the bylaws changes proposed in **222-BY01**. There are three instances where the Chairman of the Board is currently referenced in the Codification—as a member of the Board Oversight Committee, the Executive Committee, and a

Tournament Conflicts Committee (as needed). It is appropriate for the Vice-President to assume those duties once the position of Chairman of the Board is removed from the bylaws.