

CHAPTER II - BUSINESS MANAGEMENT

B. EMPLOYEES AND CONSULTANTS

Participation of Tournament Directors in Election of District Directors and Alternates (792-21)

Salaried employees of the ACBL are prohibited from campaigning for or against a candidate in the election of District Directors and Alternate District Directors. Nothing herein shall be deemed to deprive such employee of his right to vote.

Employment of Elected Officials (822-11) (972-40)

The ACBL shall not engage for compensation, in any capacity whatever, any individual who himself or herself is a member of the Board of Directors of the American Contract Bridge League or a candidate for such position.

Educational Assistance Policy for ACBL Employees (853-29)

After three months of employment, employees shall be eligible to apply for educational assistance (covering tuition and books for approved courses taken) up to an amount of \$300.00 per semester (changed to \$700 per semester or \$525 per quarter by management), provided the courses will assist the employee in the performance of his/her present job, or are related to the employee's potential development in the ACBL.

Medical Coverage of Retired Employees (863-23A)

Supplemental medical coverage for current retired ACBL employees shall be continued as long as the retiree lives.

On June 13, 1991, the Executive Committee met via conference call and took the following actions:

- D. The following statement shall be included in all future employment agreements and in the ACBL Employee Handbook:

Employees acknowledge that any of the Employee benefits provided, including but not limited to health insurance, pension benefits, etc., are not guaranteed to continue through the duration of his/her employment with ACBL. ACBL reserves the right, in the future, to modify or eliminate any of said benefits in its sole discretion. Any benefits provided by ACBL shall not be considered to be a vested right or condition of employment.

Employee Health Benefits (933-22)

- A. Effective January 1, 1994, the current Premium Only "POP" Cafeteria Plan will be expanded to include dependent care and medical reimbursement accounts.
- B. On or before January 1, 1995, the Cafeteria Plan will be expanded to a Credit-Based Flex Plan. The implementation date for the Credit-Based Flex Plan should be delayed until the 1993-94 Plan Year Claims Experience Rating is available.
- C. The initial dollar amount of credits offered by the ACBL under the Credit-Based Flex Plan should approximate the dollar amount required to offer those same benefits under the current ACBL Employee Benefit Package. The dollar amount allocated for credits in future years will be adjusted giving consideration to increases in cost of living. Final determination of the dollar amount will be as recommended by the Finance Committee with the approval of the Board of Directors.
- D. Management is instructed to examine all other existing employee benefits, not currently included in the Cafeteria Plan, with the goal of placing as many benefits as possible in the Credit-Based Flex Plan which becomes effective on or before January 1, 1995.

Conflict of Interest Policy (961-10)

The Employee Conflict of Interest Policy is approved as follows:

An employee may not engage in any activities, nor accept paid employment or compensation from any entity that is either (1) a subdivision of ACBL, (2) another bridge organization, (3) a competitor, or (4) a provider of services to ACBL, a subdivision or another bridge organization without first obtaining written permission from ACBL CEO. Any request must be in writing, including a description of the activity and the duties for this entity, the amount of time needed to perform the functions and the term of involvement.

Should an ACBL employee or consultant act contrary to the general guideline expressed in this conflict of interest policy, then it may cause the dismissal of that employee or consultant without any compensation. Furthermore, the person(s) involved may be subject to further penalty and legal action if warranted.

Reduce cost of Retiree Health Care (963-200)

Group #1 is the current retirees, for whom there was only one change from current practices. The change is that we will cap the ACBL contribution to their Medicare supplement to the current percentage the ACBL is now paying.

- 1. Will remain 100% vested in Medicare supplement, regular ACBL health and dental coverages. Applies to all retirees, including those who elected early retirement.
- 2. Dental coverage will continue.

Group #4 is all new hires after September 10, 1996 and anyone who retires after January 1, 2000.

1. Everyone in this group must have 20 years of service to earn retiree health care benefits. This benefit is the contribution ACBL makes to the retirees Medicare supplement. There is no dental.
2. ACBL will contribute 50% of the cost of the Medicare supplement for this group.

Both in the plan documents and the Employee Handbook, wording will be inserted that Management has the right to change any non-guaranteed benefits at any time.@

Jane Johnson Award (003-)

By unanimous vote the ACBL Board of Directors established the following awards to honor Jane Johnson, long-time and much-respected manager of the ACBL Club Department.

1. Jane Johnson employee award - to be given to an ACBL employee who exemplifies extraordinary care and concern for our members.

Distinguished Employee Award (043-47)

An award shall be established to recognize contributions that are made by an employee that dramatically change the nature of the Game or the way the League functions. This award shall be called the Distinguished Employee Award. Management, through the CEO shall recommend to the Board for approval the name of such employee when it deems it appropriate. A plaque designating this award shall be designed and included in a position of honor, a story about the recipient shall appear in the *Bridge Bulletin*. The recipient of this award shall receive a plaque and a remembrance of management's selection not to exceed \$2,500 in value.

Defined Pension Plan Option (053-34)

The ACBL will not offer defined pension plan option to newly hired employees .

Whistleblower Policy (091-11)

The following "Whistleblower" policy is approved.

ACBL Whistleblower Policy

General

The ACBL requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the ACBL, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws, regulations and internal regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to report ethics violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence or adverse consequence to the position the director or officer holds. Any person who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or removal from office or position. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within ACBL prior to seeking resolution outside ACBL.

Reporting Violations

ACBL has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. If you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, however, you are encouraged to speak with someone in the Human Resources Department or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected ethics violations to the ACBL's Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations, or to the Human Resources Manager who must notify the Compliance Officer. For suspected fraud, or when you are not satisfied or uncomfortable with following ACBL's open door policy, individuals should contact ACBL's Compliance Officer directly. When appropriate, the Compliance Officer will notify the Human Resources Manager of reported violations.

Compliance Officer

The ACBL's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations and, at his/her discretion, shall advise the Chief Executive Officer and/or the Audit Committee. In conducting such investigations, the Compliance Officer shall, where appropriate, seek the assistance of the Human Resources Manager or other ACBL personnel. The Compliance Officer has direct access to the Audit Committee of the Board of Directors and is required to report to the Audit Committee at least annually on compliance activity. The ACBL's Compliance Officer is the League Counsel of the ACBL.

Accounting and Auditing Matters

The Audit Committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Audit Committee or, in the alternative, when a conflict exists the President of the ACBL of any such complaint and work with the Committee until the matter is resolved. Directors, officers and employees may also report any concerns in these areas directly to the Chair of the Audit Committee.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer or the Human Resources Manager will notify the sender, if known, and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. If appropriate, the sender will be apprised of the outcome of the investigation. If, after a reasonable period of time the sender believes appropriate action has not been taken by the party to whom the violation was originally reported, he or she may submit another report to one of the other parties listed below.

ACBL Management Staff

Human Resources Manager
6575 Windchase Blvd
Horn Lake, MS 38637-1523
(O) 662-253-3100

Compliance Officer:

Peter Rank, Esq.
501 East Avenida Granada
Palm Springs, CA 92264
760-327-8899
Fax: 760-322-2214
prank@ranklaw.net

Audit Committee Compliance Officer:

Ms A Beth Reid
1400 Willow Ave Apt 801
Louisville KY 40204-1460
(H) 502-458-1066 (W) 50
breid@1400willow.com

League Counsel Job Description (103-65)

Job Summary

As general counsel of the American Contract Bridge League, the League Counsel provides business, corporate and non-profit legal services to the Board of Directors, Chief Executive Officer and management of a [*number of members*] member organization which supports the game of duplicate bridge and sanctions competitive bridge tournaments throughout North America. The League Counsel shall not be required to be located at the administrative office of the ACBL.

Duties and Responsibilities

1. Attend Board of Directors and Board of Governors meetings up to 21 days per year and act as legal advisor and parliamentarian to Board of Directors and its committees; make litigation status reports to Board.
2. Attend Board of Governors meetings; make litigation status reports to Board of Governors.
3. Act as legal counsel to Board Appeals and Charges Committee.
4. Provide legal advice to the Board, its President and all Board members on corporate, nonprofit, business and governmental matters.
5. Act as general legal counsel to the Chief Executive Officer (and other management staff as directed by the CEO) on day to day operations, including administrative, corporate, nonprofit, business and governmental matters; draft and/or review all ACBL contracts.
6. Oversee all ACBL litigation, including co-ordination with ACBL insurance carriers and litigation counsel.
7. Advise management on player disciplinary issues, complaints, charges and appeals; provide response to Unit, District and member questions; provide legal review and advice on the Code of Disciplinary Regulations.
8. Review and approve all legal expenses and report to the CEO thereon.
9. Perform tasks which are supportive in nature to the essential functions of the job, but which may be altered or re-designed depending upon individual circumstances.

Supervision

The League Counsel is appointed by the Board of Directors and is ultimately responsible to the Board. Day to day supervision of the League Counsel is the responsibility of the Chief Executive Officer.

Education Requirements

Graduation from an accredited law school with a *Juris Doctorate* or equivalent degree; member in good standing of the Bar in the United States.

Experience and Skill Requirements

1. Extensive knowledge of the game of duplicate bridge.
2. Extensive experience in general legal practice, including business law, contracts, litigation and not-for-profit corporations.

Time Requirements

It is expected that the League Counsel shall provide a monthly computation of hours worked which shall total not less than 480 hours per year.

Compensation

The fixed annual compensation for the position of League Counsel shall be from \$_____ to \$_____ per year, depending on experience, payable monthly, plus reasonable administrative costs not to exceed \$_____ per year (not including approved travel expenses).

ACBL Succession Plan Framework (103-163)

The ACBL Board of Directors adopts the following Succession Planning Framework:

This **CEO Succession Planning Framework** is prepared for the ACBL's Board of Directors in the event that the CEO position becomes vacant. There are several possible scenarios for why the CEO position may be vacant. These include:

- Retirement of incumbent CEO
- Resignation of the incumbent CEO
- Immediate vacancy due, for example, to the death of the incumbent CEO
- Termination of the CEO

This CEO Succession Planning Framework suggests a course of action for the ACBL Board in

the event of a vacancy in the CEO position.

Retirement or Resignation

Absent a contract, the incumbent CEO is expected to give a minimum of twelve months notice of her or his intent to retire or resign from the position. The written notice to resign or retire should be given to the ACBL President, in person, and by mail to all other Directors of the Board.

When possible and appropriate, the incumbent should be expected to be a part of the transition team to assist with the orientation of the new CEO.

Immediate Vacancy

The ACBL Board of Directors will be responsible for appointing an interim CEO who will serve in the position until a new CEO is hired. The ACBL Board of Directors will review the current CEO job description and strategic direction of the ACBL to determine if any changes in the job description or skills and competencies of the CEO are necessary. A CEO task force appointed by and headed by the ACBL President will forward recommendations to the Board of Directors for approval.

CEO Search Committee

When it becomes known that the ACBL will need to hire a new CEO, the ACBL President will appoint a 5-7 member **Search Committee**. The committee will consist of 3-5 board members and additional 1-2 at-large members who will be responsible for interviewing and selecting a new CEO. The ACBL President or designee will be the chair of the committee. The ACBL President may use outside organizations, paid consultants or contractors, as needed, to assist with the search process. The Executive Committee will develop an executive search budget. The League Counsel shall act as legal advisor to the Search Committee.

Responsibilities of the Search Committee:

- Approve a timeline for the recruitment and selection process.
- Approve recruitment materials and information.
- Inform ACBL's constituency of the position opening and selection process.
- Approve an advertising plan for the position in appropriate media.
- Contact key community contacts by letter or phone.
- Post an announcement on the ACBL website to members explaining the selection process.
- Coordinate mailing of information to interested applicants.
- Determine an overall interview and selection process.
- Determine a process for screening applications and resumes.
 - Receive and screen applicant applications and resumes.
- Develop a format for the interviews, including interview questions.
- Arrange and conduct first round interviews with candidates.
- Conduct reference checks of selected candidates.
- Conduct second round interviews as needed.

- Recommend a candidate for approval to the ACBL Board of Directors.
- Communicate the hiring decision by letter to all candidates.
- Recommend terms of the employment to the Board. League Counsel drafts the Agreement with direction from the Search Committee Chair.

Conflict of Interest

Members of the ACBL Board of Directors and members of the CEO Search Committee are not eligible for the position of CEO. A former ACBL Board member who wants to apply for the CEO position must have left the board at least one year prior to applying. (Conflict of Interest Policy, motion 043-55) ACBL staff and members who want to apply for the CEO position may not serve on the Search Committee.

CEO Transition Team

In a planned transition, the incumbent CEO and ACBL Board of Directors are responsible for preparing the organization for a smooth transition. That preparation must include the transfer of organizational knowledge to appropriate board and management team members. Such knowledge would include but is not limited to key constituents, collaborative relationships, existing Contracts, Memorandums of Understanding and other relevant history.

The CEO is responsible for developing and maintaining a CEO Transition Plan. The transition plan will include a list of things that an interim or new CEO would need to know or have access to and a list of the staff that are primary or backups for critical organizational tasks. .

A Transition Plan should include the following:

1. List of key staff and their roles
2. List of key contracts pending
3. List of emergency contacts and telephone numbers
4. List of key community, business and government contacts and their contact information.
5. Bank contacts and investment account information
6. Copy of the current Bank Check Signatory Forms and a blank ones for the transition
7. List of people and organizations to contact regarding the appointment of a new CEO