

CHAPTER II – BUSINESS MANAGEMENT

B. EMPLOYEES AND CONSULTANTS

Section 1 – Employment

- 1.1 The ACBL shall not engage for compensation, in any capacity whatever, any individual who is a member of the Board of Directors of the American Contract Bridge League or a candidate for such position for a period of one year after serving as a board member or candidate for such position.
- 1.2 Employees of the ACBL are prohibited from campaigning for or against a candidate in the election of District Directors, Alternate District Directors and Board of Governor Representatives. Nothing herein shall be deemed to deprive such employee of his right to vote.
- 1.3 Conflict of Interest Policy - 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 the 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.
 - 1.3.1 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.
- 1.4 ACBL management will create, maintain and administer a comprehensive employee handbook with supplemental policies/procedures in compliance with local, state, province, and federal laws relevant to all employees. On at least an annual basis, management will inform ACBL's Board of Directors of significant changes having a material impact on employment relationships or operational/financial standard practices.

Section 2 - Awards and Recognition

2.1 Jane Johnson Award

In honor of Jane Johnson, long-time and much-respected manager of The ACBL Club Department, the Jane Johnson Employee Award will be given to an ACBL

employee who exemplifies extraordinary care and concern for our members.

2.2 Jeff Johnston Distinguished Employee Award

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.

2.3 ACBL Management will provide employee recognition and reward programs that encourage and recognize continued excellence and exemplary results.

Section 3 - Benefits

3.1 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."

3.2 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 \$700 per semester or \$525 per quarter, 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.

3.3 An employee 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. ACBL will contribute 50% of the cost of the Medicare supplement for this group.

3.4 ACBL management will complete annual benefit reviews to ensure coverage reflects the ACBL's commitment to provide employees with progressive and comprehensive benefits within the ACBL's financial capacity and in compliance with legal and regulatory requirements.

3.5 ACBL management can, within its regulatory obligations, discontinue,

significantly change, or implement new benefits for current or previous employees based on its financial capacity and commitment to provide progressive benefits to its current and retired employees.

Section 4 – Corporate Compliance and Whistleblower Policy

- 4.1 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.
- 4.2 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.
- 4.3 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.
- 4.4 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 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.
- 4.5 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 in house counsel of the ACBL.

- 4.6 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.
- 4.7 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.
- 4.8 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.
- 4.9 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.

4.9.1 **ACBL Management Staff**
Human Resources Director
6575 Windchase Blvd
Horn Lake, MS 38637-1523
(O) 662-253-3100

4.9.2 **Compliance Officer:**

Linda Dunn
6575 Windchase Blvd.
Horn Lake MS 38637
662-253-3182
Linda.dunn@acbl.org

4.9.3 Audit Committee Compliance Officer:
Audit Committee Chairman

- 4.10 Annually, the ACBL Audit Committee will provide dated/reviewed/approved copy of Whistleblower policy to Human Resources Director for organizational distribution

Section 5 – CEO Succession Plan

- 5.1 This CEO Succession Planning Framework suggests a course of action for the ACBL Board in the event of a vacancy in the CEO position due to retirement or resignation of the incumbent CEO; immediate vacancy due, for example to the death of the incumbent CEO; termination of the CEO or any other cause of a vacancy in the CEO position.
- 5.2 Retirement or Resignation - Absent a contract, the incumbent CEO is expected to give a minimum of 12 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.
- 5.3 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.
- 5.4 CEO Search Committee -When it becomes known that the ACBL will need to hire a new CEO, the ACBL President will appoint a five to seven member **Search Committee**. The committee will consist of three to five board members and additional one to two 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. In house counsel shall act as legal advisor to the Search Committee.

5.5 Responsibilities of the Search Committee:

5.5.1 Approve a timeline for the recruitment and selection process.

5.5.2 Approve recruitment materials and information.

5.5.3 Inform ACBL's constituency of the position opening and selection process.

5.5.4 Approve an advertising plan for the position in appropriate media.

5.5.6 Contact key community contacts by letter or phone.

5.5.7 Post an announcement on the ACBL website to members explaining the selection process.

5.5.8 Coordinate mailing of information to interested applicants.

5.5.9 Determine an overall interview and selection process.

5.5.10 Determine a process for screening applications and resumes.

5.5.11 Receive and screen applicant applications and resumes.

5.5.12 Develop a format for the interviews, including interview questions.

5.5.13 Arrange and conduct first round interviews with candidates.

5.5.14 Conduct reference checks of selected candidates.

5.5.15 Conduct second round interviews as needed.

5.5.16 Recommend a candidate for approval to the ACBL Board of Directors.

5.5.17 Communicate the hiring decision by letter to all candidates.

5.5.18 Recommend terms of the employment to the Board. In house counsel drafts the Agreement with direction from the Search Committee Chair.

5.6 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. ACBL staff and members who want to apply for the CEO position may not serve on the Search Committee.

- 5.7 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.
- 5.8 A Transition Plan should include the following:
 - 5.8.1 List of key staff and their roles
 - 5.8.2 List of key contracts pending
 - 5.8.3 List of emergency contacts and telephone numbers
 - 5.8.4 List of key community, business and government contacts and their contact information.
 - 5.8.5 Bank contacts and investment account information
 - 5.8.6 Copy of the current Bank Check Signatory Forms and blank ones for the transition
 - 5.8.7 List of people and organizations to contact regarding the appointment of a new CEO