

ACBL Board of Directors
Hybrid meeting (In-person and via Zoom Webinar)

November 22 - 24, 2021

The meeting was called to order by President Georgia Heth on Monday, November 22, 2021, at 9:09 a.m. CST.

Present: In-person: Leo Weniger #1, Carlos Muñoz #3, Joann Glasson #4, Margot Hennings #6, Mike Kovacich #7, Georgia Heth #8, Jeff Overby #9, Larry Sealy #10, AJ Stephani #11, Dennis Carman #12, Deana Liddy #14, Warren Smith #15; Paul Cuneo #16, Cindy Shoemaker #17, Tim White #19, Laurie Rowe #20, Stu Goodgold #21, David Lodge #22, John Jones #23 (arrived at 10:04 a.m.), David Moss #24, and Carole Weinstein #25
Via Zoom: Flo Belford #2, Brian Ellis #5, and Suzi Subeck #13.

Absent: David Johnson #18

Also Present: In-person: Doug Couchman, Advisory Council Chair, Joseph Jones, Executive Director, Peyton Dodson, Director of Finance, Linda Dunn, In-House Counsel, Greg Coles, Director of Bridge Services, Mary Stratton, Director of Marketing, Susie Cordell, Director of Information Technology, Stephanie Threlkeld, Marketing Manager, Sol Weinstein, Field Operations Manager, Robb Gordon, National Recorder, and Sabrina Goley, Administrative Coordinator.

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Approval of September Meeting Minutes

The September 9, 2021 special Board meeting minutes were approved.

Carried Absent: 18, 23

Consent Calendar

The following was included on the consent calendar, which motion had previously been reviewed by the Board:

Item 213-GV02 Clarifying District Director Roles and Responsibilities

Codification, Part 2–Bridge Operations, Chapter III—Administration of Operations, A. Units, be updated as follows:

Section 2 – Unit Requirements, Privileges and Responsibilities

- 2.2 Unit Requirements – A Unit must meet the following ACBL requirements to receive and maintain its ACBL charter:
 - 2.2.2 Produce a written annual financial statement and make it available to its District President and any of its members upon request.
- 2.3 Unit Privileges – As an organization chartered by ACBL, the Unit has certain privileges. The Unit receives a share of ACBL membership fees as established by the ACBL Board of Directors and should:
 - 2.3.4 Participate in elections for Regional Director and Advisory Council Representatives.

Carried Absent: 18, 23

Consideration of Non-Agenda Items

Item NA213-01 Competition and Conventions Committee Discretion and NA213-02 Redistribute Spending for Hospitality were approved as non-agenda items by unanimous vote and assigned to the Bridge Committee and Finance Committee, respectively.

Item 213-BD01: Election of ACBL President

Joann Glasson was elected by acclamation as ACBL President for a one-year term, January 1, 2022 through December 31, 2022.

Item 213-BD02: Certification of Elections

The following individuals were certified as having been duly elected as Regional Directors of the Board of Directors of the American Contract Bridge League for three-year terms, January 1, 2022 through December 31, 2024:

Jonathan Steinberg, Region 1; Mike Kovacich, Region 6; Paul Cuneo, Region 9; and Tim White, Region 13.

The following individuals were certified as having been duly elected as Regional Directors of the Board of Directors of the American Contract Bridge League for four-year terms, January 1, 2022 through December 31, 2025:

Mark Aquino, Region 2; Margot Hennings, Region 4; and David Lodge, Region 11.

Effective January 1, 2022

Item 213-BD03: Goodwill Committee Chair Appointment

Roger Smith was appointed as the Aileen Osofsky ACBL Goodwill Committee Chairman for a three-year term, January 1, 2022 – December 31, 2024.

Effective January 1, 2022

Item 213-BD05: Online Ethical Oversight Committee

Julie Smith was appointed to fulfil the remaining term of Harold Bickham, which term will expire on the day following the end of the 2024 Summer NABC.

Carried Absent: 18, 23

Item 213-BD06: ACBL Honorary Member of the Year Appointment

George Jacobs was appointed by ACBL management as the 2022 ACBL Honorary Member of the Year.

Ratified Abstain: 24 Absent: 18, 23

ACBL Management Report

The report of Executive Director Joseph Jones was received. (Attachment A)

Litigation Report

The report on the status of litigation was received. (Attachment B)

IT Report

Susie Cordell reported on the status of information technology projects and the challenges experienced by the department with the departures of critical development staff coupled with the difficulties recruiting new talent to the ACBL. Ms. Cordell presented preliminary expected timelines for project deliverables during 2022 and the use of third-party vendors to assist in the evaluation of current and future technology, deliver a forecast for delivery of such technology, as well as help deliver solutions in 2022.

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The meeting was called to order by President Georgia Heth on Tuesday, November 23 at 9:02 a.m. CST.

Present: Same as November 22 except that David Johnson #18 joined via Zoom.

Also Present: Same as November 22.

Marketing Report

Mary Stratton presented to the Board the 2022 Marketing Dept. plan and reported on the status of ongoing Marketing Dept. projects.

Competitions and Conventions Committee Presentation

Danny Sprung, the Chair of Competition and Conventions Committee, provided an overview of the proposed new convention card. The committee worked on it for two years with a focus on keeping the same size and general look of the current convention card. One major change included splitting the 1 Club and 1 Diamond opening bid because so many people play those two opening bids differently and respond to them differently as well. The committee also expanded the section regarding carding found on the left side of the convention card.

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The ACBL Board of Directors meeting was temporarily suspended at 11:04 a.m. CST and reconvened as the ACBL Charity Foundation membership meeting.

ACBL Charity Foundation Membership Meeting

The ACBL Charity Foundation meeting was called to order by President Nancy Strohmer at 11:05 a.m. CT.

Ms. Strohmer's declaration of candidacy was the only declaration received for the open trustee position. She was elected by acclamation.

President Strohmer summarized the Charity Foundation's accomplishments during 2021 and the depletion of its assets due to the coronavirus pandemic.

The ACBL Charity Foundation membership meeting adjourned at 11:15 a.m. CST and the ACBL Board of Directors meeting reconvened.

BRIDGE COMMITTEE

Carman (C) Smith (VC),
Kovacich, Johnson, Moss, Rowe, Weniger, White

Staff: Weinstein

As reported by Committee Chair

Item 213-BR01: 2021-2022 GNT Special Conditions of Contest

The Board temporarily suspended its rules to vote in favor of Item 213-BR01 Conditions of Contest for 2021-2022 GNT. (Attachment C)

Carried unanimously

Item 213-BR02: Flight C Session Award Cleanup

Item 183-16 was rescinded.

Carried unanimously

Non-Agenda Item 213-01: Competition and Conventions Committee Discretion

Codification CHAPTER IV – BOARD PROCEDURES, D. COMMITTEES, was amended as follows:

5.3 Competition and Conventions Committee

5.3.1 The purpose of the Competition and Conventions Committee is to review conventions and the convention charts, the alert procedure, the convention card and conditions of contest plus any other competitive aspects of bridge play, such as timing and procedures. The committee will meet at each NABC and conduct work as needed between tournaments.

The Competitions and Conventions Committee may make changes to the following:

Alert Procedure
Convention Charts
Conditions of Contest
Defense Database

Notice of any change must be sent to the ACBL Board of Directors at least 30 days before the effective date of the change. The Board may choose to request additional information or take other action on the change within the 30-day period.

The Competitions and Conventions Committee should seek affirmative approval from the Board of Directors on major changes to these documents (e.g., significant structural changes,

allowing a previously prohibited controversial convention, significant changes to event structure).

Effective Date: January 1, 2022

Carried unanimously

Discussion Item 213-BR01: Robot Play on BBO

ACBL management discussed with the Board the use of robots in Virtual Club Games to determine if changes need to be made to the current policy allowing unlimited use at the club's discretion. Concerns were raised about the use of one robot as a partner, the use of two robots partnered in lower flights, and counting robots as visitors. The consensus was to leave current regulations unchanged as revisions will further tax IT Department resources.

Discussion Item 213-BR02: Change in Procedure as to which items come before the BOD

The Board's work group was to come up with ideas to transfer additional tasks presently performed by the Board to ACBL management. One idea that was discussed was thought to have merit for consideration by the Board. Currently, any proposals made by the Masterpoint Committee or the Competition and Conventions Committee require a written motion presented for consideration by the full Board. Many of these items are minor and really do not need to be acted on by the full Board. It is suggested that the Board consider changing the procedure so that, if the relevant committee is unanimous in its recommendation and then further votes unanimously that it is a minor matter, then that recommendation would be sent directly to ACBL management. If ACBL management has no objection, the recommendation would then be considered adopted. Even if they are in favor of a recommendation, members of the committee would be encouraged to vote that an item is a major issue if there is any doubt in their minds whether or not it is a major issue so that the issue would be presented to the Board.

Minor issues would be items such as determining a fixed masterpoint award for the recently established Canadian Championships (in which the same guidelines as previous Canadian and NABC events were used).

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David Moss reported that ACBL management agreed to offer a "Rainbow STaC" in-person only. Any District can run it once between February 1 and April 30, 2022. It would operate just like a STaC does now with no functional difference. However, the masterpoints earned would be different – 25% gold, red, silver, and black. The players would not see that breakdown in their clubs' results. The masterpoints would be converted when posted to the player's record.

APPEALS & CHARGES COMMITTEE

Stephani (C), Overby (VC),
Carman, Hennings, Liddy, Rowe, White

Staff: Gordon

As reported by Committee Chair

Item 213-AC01: Report on Hearings

In the matter of Annette Johns and Jim Loffree, the committee approved a Negotiated Resolution entered into by the parties and ACBL management in which the Loffrees admitted a violation of CDR § 301(A)(2): Collusive Cheating: Online. They agreed to a suspension of one year followed by a two-year period of probation and a forfeiture of 10% of their total masterpoints. They will be members not in good standing during the length of their probationary period.

In the matter of William Salomon and Marcia Sidney, the committee accepted Negotiated Resolutions entered into by the parties and ACBL management. The committee had previously rejected substantively identical Negotiated Resolutions on the basis that they did not contain sufficiently specific statements by the parties of their behavior constituting the CDR violation. They agreed to a suspension of 180 days followed by a two-year period of probation and a forfeiture of 15% of their total masterpoints. They will be members not in good standing during the length of their probationary period.

The committee’s report was received by the Board.

FINANCE COMMITTEE

Glasson (C), Lodge (VC),
Ellis, Lodge, Muñoz, Smith

Staff: Dodson

Item 213-FN01: District and Unit Reimbursement

The Board agreed that the Finance Committee will review, on a case-by-case basis, any requests by Districts or Units for significant reimbursement of major costs incurred as a result of the ACBL’s decision to not staff a tournament after the tournament had been approved to be held under covid restrictions. The only tournaments that will be considered for reimbursement are tournaments that were scheduled to be held from August 1, 2021 and going forward that were post-covid-approved by ACBL and then were later cancelled by the ACBL.

Any member of the Board of Directors whose tournament is directly affected will be recused from the consideration of his/her Region, District or Unit.

Factors that will be considered:

1. Length of time given by the ACBL in the notice of cancellation.
2. The timing and terms of the contract that was signed.
3. Efforts at negotiation with the hotels and or convention centers.

4. Financial status of the District or Unit seeking reimbursement.
5. Financial impact on the ACBL.

Any District or Unit seeking reimbursement, should supply to the committee the following documents:

1. The original contract(s) for the hotel or convention center.
2. Documentation of losses incurred.
3. Detailed documentation of negotiation efforts.
4. Financial statements from the District or Unit seeking funds.

Once damages have been liquidated, the District or Unit will have 30 days to submit a request for reimbursement. The Finance Committee will provide a decision for board approval within 30 days of the receipt of all required documentation.

Reimbursement might be denied, full or partial, depending on the committee's decision.

No requests for minor tournament expenses will be considered.

The Finance Committee will review all the submitted documentation and make a written recommendation. That recommendation will be submitted to the full Board for their approval.

Carried Abstain: 7

Item 213-FN02: 2022 Operating and Capital Budgets

The 2022 operating budget and the 2022 capital budget were approved.

Carried Nay: 13

Item 213-FN03: I/N Welcome Gift Cost

The Codification, Part 2—Bridge Operations, Chapter VIII -- North American Bridge Championships, C. Finances, Section 1. Host Organization, was amended as follows:

Section 1 — Host Organization

1. The following services and materials will be provided by the ACBL:

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- e. **Intermediate/Newcomer (I/N) Welcome Gift.** The local committee may choose a welcome gift for the I/N players. The cost of the welcome gift is not to exceed \$5 inclusive of tax and shipping to Horn Lake and must be submitted to the Meeting Services Manager for approval. The ACBL will order and pay for the I/N welcome gifts.

Carried Nay: 8, 13, 20, 22, 23

Non-Agenda Item 213-02: Redistribute Spending for Hospitality

It was proposed that the Codification be changed to provide that the sponsoring District of the ACBL should decide at what time the hospitality dollars are spent; generally providing hospitality dollars proportionate to attendance.

The Codification, Part 2–Bridge Operations, Chapter VIII–North American Bridge Championships, C. Finances, Section 1–Host Organization currently provides as follows:

1.1 The following services and materials will be provided by the ACBL:

- a. Player Hospitality. The ACBL will provide a snack daily for the players from the first Thursday through the last Saturday. The ACBL will confer with the local committee on the choice of snacks to provide local flavor. *(effective 9/25/20)*
- b. Concession Coupons for Players. The ACBL will provide a \$2 coupon to be used at the concession stand(s) for each player at the 10am and 3pm games throughout the tournament.

Failed

STRATEGIC COMMITTEE	
Cuneo (C), Weniger (VC), Belford, Goodgold, Rowe, White	Staff: Jones

As reported by Committee Chair.

The committee chair reported on ACBL membership and club status.

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Discussion Item 213-BD01: BOG Anti-Cheating Committee Report

The Board discussed the Report and Recommendations of the Anti-Cheating Committee of the ACBL Board of Governors submitted on October 19, 2021. (Attachment D)

BYLAWS COMMITTEE	
Stephani (C), Weniger (VC) Goodgold, Johnson, MacPherson	Staff: Dunn

As reported by Committee Chair

SECOND READING

Item 213-BY01: Amend Bylaws to Address Omissions

The ACBL Bylaws, Article IX, Board of Governors, were amended as follows:

- 9.3 Membership. The following shall make up the membership of the Board of Governors.
- 9.3.1 There shall be three Representatives from each District who shall be elected for a terms of three (3) years. If a Representative's position becomes vacant (including as a result of the application of subsection 9.7.3), the District shall appoint a replacement for the duration of the Representative's term.
- 9.3.2 All persons who were members of the Board of Governors as of January 1, 2021 by virtue of their former status as First and Second Alternates to the Board of Directors shall remain members of the Board of Governors until one year following the date on which their terms would otherwise expire or until they resign or are deemed to have resigned or the position otherwise becomes vacant. If a member referred to in this provision resigns or is deemed to have resigned before January 1, 2024, he or she will not be replaced on the Board of Governors. No further elections shall take place for these positions.
- 9.3.3 All persons who were members of the Board of Governors as of January 1, 2021 by virtue of their former position of President of the Board of Directors shall maintain their membership (subject to Article 9.7.3). If, by virtue of Article 9.7.3 such member is deemed to have resigned or the position otherwise becomes vacant, he or she will not be replaced on the Board of Governors.
- 9.3.4 All past Chairs of the Board of Governors shall also be members (subject to Article 9.7.3). If, by virtue of Article 9.7.3, such member is deemed to have resigned or the position otherwise becomes vacant, he or she will not be replaced on the Board of Governors.
- 9.3.5 Each Representative must be a member in good standing of the ACBL and be and remain a member of a Unit located within the District which he or she represents during the term.
- 9.3.6 No member of the Board of Directors shall have a voice or vote on the Board of Governors.
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- 9.7 Meetings.
- 9.7.3 Any member who fails to attend two thirds of all meetings available electronically in a calendar year shall be deemed to have resigned and shall not be eligible to serve as a member of the Board of Governors until the next regularly scheduled election. Absence due to membership on the Board of Directors shall be excepted from this provision and the Chair may grant other exceptions in the event of extenuating circumstances.

Effective upon ratification by the Advisory Council
Carried Nay: 24

EXECUTIVE DIRECTOR REVIEW COMMITTEE

Hennings (C), Shoemaker (VC), Muñoz
As reported by Committee Chair

Staff: J. Jones

The Board of Directors adjourned at 11:45 a.m. CST and reconvened into executive session during the afternoon session for discussions by the Executive Director Review Committee.

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The meeting was called to order by President Georgia Heth on Wednesday, November 24 at 9:07 a.m. CST.

Present: Same as November 23.

Also Present: Same as November 23.

Item 213-BD04: Executive Committee Member and Alternate Appointments

Jeff Overby was appointed as the Eastern Zone Executive Committee Member for a three-year term, January 1, 2022 – December 31, 2024.

Carlos Munoz was appointed as the Eastern Zone Executive Committee Member alternate for a three-year term, January 1, 2022 – December 31, 2024.

Effective January 1, 2022

Item 213-BD07: Nadine Wood Volunteer Member of the Year

Anne Romeo and Al Bender were appointed as the 2022 Nadine Wood Volunteer Members of the Year.

GOVERNANCE COMMITTEE

Hennings (C), Kovacich (VC)
Belford, Cuneo, Goodgold,
Lodge, Overby, Shoemaker, Smith, Weniger
As reported by Committee Chair.

Staff: Dunn

Item 213-GV01: Executive Committee Zonal Composition

The Codification, Part 2—Bridge Operations, Chapter IV—Board Procedures, D. Committees, was updated as follows:

Section 1 – Committees of the Board

1.1 Executive Committee

1.1.4.1 Candidates will be nominated by each of the three zones: Eastern (Regions 2, 3, 4, 6, and 8; Central (Regions 1, 5, 7, and 9) and Western (Regions 10, 11, 12, and 13), and the Board will elect from these nominees.

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1.1.4.3 In case an elected zonal member of the Executive Committee resigns, removed from this position due to disciplinary action, or his term as-a member of the Board of Directors expires during his term as a member of the Executive Committee and he is not reelected to another term as Regional Director, the vacancy will be filled by the alternate zonal representative.

Carried Nay: 1

Item 213-GV02 was approved on the consent calendar (see p.1).

Item 213-GV03: District Roles and Responsibilities

Codification, Part 2—Bridge Operations, Chapter III—Administration of Operations, B. Districts, was updated as follows:

Section 1 – Rights and Responsibilities

1.1 The geographical area within which the District shall have jurisdiction shall be such an area as is presently or may in the future be assigned to it by the ACBL Board of Directors.

1.2 The relationship between the ACBL and each of its Districts is that of independent organizations.

1.3 Every District must have a District organization and District Bylaws, which conform to the ACBL Bylaws, rules and regulations, as well as with all governmental (national, state, provincial and local) laws, rules and regulations.

1.4 The District organization must appoint a District Disciplinary Committee Chair and an Appellate Committee Chair. The District must follow disciplinary and appellate processes consistent with the Code of Disciplinary Regulations.

1.5 The District organization shall appoint a District Tournament Coordinator whose

job shall be to screen all sanction applications for tournaments and other special games, advise the Units within the District of any scheduling conflicts, and resolve said conflicts.

- 1.6 Districts shall designate a member to serve as a liaison with the ACBL for the purpose of furthering educational programs.
- 1.7 Except where otherwise specified, each District organization shall have supervision over all events allocated to that District, including allocation of Regional tournaments to Units, and supervision of the Grand National Teams and North American Pairs.

Section 2 – Business Practices

2.1 Regional Tournaments

2.1.1 Districts shall bear the full responsibility for Regional tournaments sanctioned to them, regardless of the actual individual or group undertaking management functions.

2.1.2 Sponsoring organizations are required to pay to the Director-in-Charge all funds due the ACBL at the conclusion of the tournament.

2.2 Expenses in connection with District Disciplinary and Appellate Committees shall not be borne by the ACBL unless specifically authorized by ACBL management.

2.3 District Assessments

2.3.1 Districts do not have the right to fix dues, whether in the form of assessments or otherwise.

2.3.2 Districts may enter into agreements with constituent Units for voluntary contributions for purposes consistent with the objectives of the ACBL and the District, including, but not limited to, hosting an NABC or sustaining the District organization.

2.3.3 None of the foregoing shall be construed as prohibiting District organizations from controlling Regionals, including, but not limited to, a per table charge.

2.4 Districts are strongly encouraged to conduct an annual audit of their financial records. If an external audit by an independent professional is deemed too expensive, it is recommended that Districts appoint an internal audit committee to verify cash and cash equivalents and test major income and expense items.

2.5 ACBL management is authorized to require, at its discretion, business between the ACBL and Districts to be conducted electronically.

2.6 No ACBL employee may serve on District boards as a voting members nor may they serve as proxies to vote at a District meeting.

Carried Abstain: 1

Item 213-GV04: Clarify Unit Formation, Transfer and Dissolution Regulations was tabled.

Carried Nay: 14 Abstain: 1

Item 213-GV05: Update and clarify election regulations

Codification Part 1 – Governance and Policy, Chapter III – Administration, D. Elections was approved. (Attachment E)

Carried

Discussion Item 213-GV01: Unit Responsibilities, Benefits, Requirements

The Governance Work Group discussed with the Board proposed changes that they intend to bring to the Board at future meetings related to Unit responsibilities, benefits and requirements.

Discussion Item 213-GV02: Board Operations and Communications

The Board began a discussion about operational processes and procedures that may be made as the Board reorganizes to 13 members.

Discussion Item 213-GV02: Motion Process

The Governance Committee Chair presented proposed changes to the process for the submission of motions for Board meetings.

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The Board President gave thanks to the Board and its committees and ACBL management for their response to the coronavirus pandemic over the last two years and to the District 16 and Unit volunteers who organized the Fall 2021 NABC.

The Board adjourned sine die at 3:00 CST.