ACBL Board of Directors Online Meeting via Zoom November 14, 2022 Special Meeting

The Board of Directors Special Meeting was called to order by President Joann Glasson at 2:00 p.m. ET on November 14, 2022.

Present: Jonathan Steinberg R1, Mark Aquino R2, Margot Hennings R4, Dennis Carman

R5, Barbara Heller R6, Paul Cuneo R9, Tim White R13, Flo Belford D2, Carlos Muñoz D3, Joann Glasson D4, Georgia Heth D8, Jeff Overby D9, Larry Sealy D10, Deana Liddy D14, Cindy Shoemaker D17, Laurie Rowe D20, Stu Goodgold

D21, David Moss D24

Absent: David Lodge R11

Also Present: Doug Couchman, Advisory Council Chair, Joseph Jones, Executive Director,

Peyton Dodson, Director of Finance, Greg Coles, Director of Bridge Services, Stephanie Threlkeld, Marketing Manager, and Sabrina Goley, Administrative

Coordinator

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Approval of Meeting Minutes

The October 3, 2022 Special Meeting and the October 18, 2022 Executive Committee Meeting minutes were approved.

Carried unanimously

Item 22S5-01 Ethical Oversight Committee Appointment

Rick Roeder was appointed to fill the remaining term of Bob Glasson through the end of the Spring 2023 NABC. Craig Kavin was appointed to fill the remaining term of Brian Platnick through the end of the Spring 2024 NABC.

Carried unanimously

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^{**} These minutes are not final. They will be approved by the Board of Directors at the next scheduled meeting. **

APPEALS AND CHARGES COMMITEE

Staff: Edelstein

White (C), Rowe (VC) Carman, Heth, Liddy, Overby, Sealy

As reported by Committee Chair

Item 22S5-02: Report on Hearings

In the matter of Vernon Hodge and Carolyn Motes the committee upheld the finding of the OEOC Panel that Mr. Hodge and Mrs. Motes violated CDR § 301(A)(2): Collusive Cheating: Online. It also upheld the two-year suspension of both parties.

In the case of Mr. Hodge the committee modified other elements of his discipline as follows: the two-year probation was increased to three years, fifteen percent of his Masterpoint holding will be removed and he is ineligible to play with Carolyn Motes during the first year of his probationary period.

In the case of Mrs. Motes the committee modified other elements of her discipline as follows: the two-year probation was increased to three years, fifteen percent of her Masterpoint holding will be removed and she is ineligible to play with Vernon Hodge during the first year of his probationary period.

In the matter of Delbert and Ella Haylock the committee upheld the finding of the OEOC Panel that Mr. and Mrs. Haylock violated CDR § 301(A)(2): Collusive Cheating: Online. It also upheld the two year suspension and three year probation of both parties. The committee modified other elements of their discipline as follows: twenty-five percent of both players' Masterpoint holdings will be removed and they will not be allowed to play with one another during the first year of their probations.

In the matter of Bill and Donna Jensen, the Committee approved a Negotiated Resolution entered into by the parties and ACBL management in which they admitted a violation of CDR § 301(A)(2): Collusive Cheating: Online. They agreed to a Suspension of 6 months, followed by a Probation of 2 years, and forfeiture of 100 Masterpoints. They will be Members "Not in Good Standing" during the length of their Probationary period.

In the matter of Jerome Haber and Susan Laitmon, the Committee approved a Negotiated Resolution entered into by the parties and ACBL management in which they admitted a violation of CDR § 301(A)(2): Collusive Cheating: Online. They agreed to a Suspension of 6 months, followed by a Probation of 2 years, and forfeiture of 100 Masterpoints. They will be Members "Not in Good Standing" during the length of their Probationary period.

The committee rejected a Negotiated Resolution due to the Probation start date beginning while the parties would still be serving a Suspension. The committee provided a condition for the parties' consideration, acceptance of which would enable the committee to approve a revised Negotiated Resolution. The parties were given ten days to accept or reject the condition and, if

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they accept the condition, submit a revised Negotiated Resolution. A&C will further report on this matter if and when there is a resolution.

Item 22S5-03: Election Regulations - Electors

The Codification, Part 1 – Governance and Policy, Chapter III- Administration, D. Elections, was amended as follows:

Section 3 – Electors

- 3.1 Regional Directors and Advisory Council Representatives shall be elected by Unit Board Members under the authority of the ACBL Director of Elections.
- 3.2 By June 15, the Director of Elections will provide notification to the Unit Presidents and Secretaries within the Districts in which an election is required. The notification must include:
 - 3.2.1 A list of the Unit Board members of record.
 - 3.2.2 Each Unit Board Members' email address that is on file with the ACBL and those Members' Unit number of record,
 - 3.2.3 Notice that the voting method will be electronic and
 - 3.2.4 A copy of the election regulations from the ACBL Codification.
- 3.3 By June 15, the Director of Elections will provide all candidates a list of all Unit Presidents and Secretaries within their District(s). Candidates are encouraged to take an active role in the update process and contact these Unit officials to request that they provide accurate lists of Board Members together with those Members' email addresses to the Director of Elections by the deadline set by ACBL.
- 3.4 By July 1, the Unit will corroborate or update the roster and email addresses.
 - 3.4.1 If the roster is not corroborated or updated, the Unit Board Members on record will be final for the upcoming election.
 - 3.4.2 All Board Members on record regardless of their Unit affiliation shall be deemed valid electors, with the exception that no Board Member will be considered a valid elector if there is no email address on file for that Member and one is not provided.
 - 3.4.3 No Unit Board Member may be designated as a valid Elector on more than one Unit Board.
 - 3.4.4 Unit voting power, as defined below, will reflect the number of valid electors, not the number of Board Members.

Section 4 – Unit Voting Power

- 4.1 Each Unit Board of Directors Member who has been determined to be a valid elector based on the criteria stated in section 3.3 above shall have "Unit Board Member Voting Power" based on the following formula:
 - 4.1.1 The Unit membership divided by 100 and computed to the second decimal place.
 - 4.1.1.1 The membership of a Unit is the number of its dues-paying members and those who are active Life Members as recorded by ACBL on June 1.
 - 4.1.2 The division of the Unit membership in subsection 4.1.1 above shall then be divided by the number of valid electors in the Unit and computed to the fourth decimal place.
- 4.2 By July 1, each candidate and Unit shall be sent the Unit Elector Voting Power accorded for each Unit.
 - 4.2.1 Objections to the Unit Elector Voting Power must be filed with the Director of Elections by July 15.
 - 4.2.1.1 Such objection will be forwarded to the Election Protest Committee and the procedure set forth in Section 14 Protests below will be followed.
 - 4.2.2 If no such objection is filed, the Unit Elector Voting Power shall be considered binding, and no protest may subsequently be filed.

Effective November 14, 2022

Carried unanimously

Item 22S5-04: Election Regulations - Results

The Codification, Part 1 – Governance and Policy, Chapter III- Administration, D. Elections, be amended as follows:

Section 8 – Ballot Count

- 8.1 Ballots are not opened until counting commences for each contested position.
- 8.2 Regional Director and Advisory Council Representative ballots will be counted on the first business day following September 15, followed by an audit.
- 8.3 The Director of Elections and one additional member of the ACBL professional staff selected by the Executive Director will jointly be responsible for counting election and recall ballots. Each candidate, or his representative, is entitled to witness the opening and counting. An ACBL employee may not represent a candidate for this purpose. The rules for counting ballots for elections and recalls Chapter shall be the same.

8.4 Per the calculation of the Unit Voting Power of valid electors stipulated in Section 4 of this Chapter, if computing the election results to the fourth decimal place produces a tie, the tie will be broken by the Director of Elections by a drawing.

Section 10 – Regional Director Election Results

- 10.1 On the first business day following September 15, the Director of Elections will provide the election result to the candidates.
- 10.2 After all candidates have been notified, the Director of Elections will communicate the names of the elected candidates, and in the event a run-off election, the names of those candidates, to the members of the Board of Directors. The Director of Elections will include a statement that confirmation of the elected candidate will not be final until certified by the ACBL Board of Directors.
 - 10.2.1 The names of the elected candidates or those candidates involved in a run-off shall be posted on the Election Chart on the ACBL website and will be updated as necessary.
 - 10.2.2 Upon request from board members and other ACBL members, the election result will be distributed, without restrictions of confidentiality after certification by the ACBL Board of Directors. The election result is defined as the total number of votes cast and the percentage of the weighted votes received for each candidate:

Region / District	Candidate A		Can	didate B
	Votes Cast	Weighted Vote	Votes Cast	Weighted Vote
R47/D28	#	%	#	%
R47/D29	#	%	#	%

- 10.3 In the event one candidate does not receive a majority of votes cast using the Unit Elector Voting Power as calculated in section 4 of this chapter, a run-off election will be held between the two candidates receiving the highest number of votes using that Unit Elector Voting Power.
 - 10.3.1 If a run-off election is required, the Director of Elections will commence an electronic election.
 - 10.3.2 Only those persons eligible to vote in the initial election are eligible to vote in the run-off election.
 - 10.3.3 On the first business day after the determination that a run-off election is required, the Director of Elections will email electors the date on which voting will commence. Biographies per section 2.2 for the remaining candidates will be provided with this notification.
 - 10.3.4 Voting for the run-off election will commence on September 30. This provides the run-off candidates two weeks to contact electors prior to the commencement of voting.

- 10.3.5 In order to be included in the count, the electronic ballots must be received by the Director of Elections by midnight on October 15.
- 10.3.6 Elector votes shall be calculated as described in section 4 and election results announced on the first business day after voting ends. Candidates, members of the Board of Directors, and ACBL members may request the total number of votes cast and the percentage of the weighted votes received for each candidate.
- 10.3.7 During the period of a run-off, the incumbent Regional Director will continue in office until his/her successor is certified by the ACBL Board of Directors.
- 10.4 If there are no declared candidates in an election year for the position of Regional Director, the position will be declared vacant at the conclusion of the incumbent's term by the Director of Elections. Such vacancies shall be filled in accordance with the ACBL Bylaws.

Effective November 14, 2022

Carried Yay: 11 Nay: R1 Steinberg, R2 Aquino, R4 Carman, R6 Heller, D10

Sealy, D21 Goodgold, D2 Belford

Item 22S5-05: Codification Clean up

The changes to the Codification in Exhibit A were approved.

Carried unanimously

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The Board of Directors convened into executive session with Doug Couchman, Joe Jones and Sabrina Goley present at 4:52.

The Board of Directors convened into open session at 5:00 p.m. ET. Stephanie, Peyton and Greg were not present.

Item 22S5-06: Club Formulas for Masterpoint Calculations

For face-to-face club games, the club formulas for masterpoint calculations were amended to provide that awards reflect the number of deals played, with 18 deals (the current minimum number for a "full" game) to be considered the baseline. Any game in which more than 18 deals are played will pay the "full" award (as calculated using the current club formula) times a factor of n/18, where n is the number of deals played, up to a maximum factor of 1.5.

The minimum number of deals for a game to award Masterpoints shall be 12 deals. This minimum shall not apply to games that are limited to players with fewer than 100 masterpoints; in such fields, games of any number of deals may award masterpoints.

This motion will replace Exhibit A (i) May16, 2022 MP Award by Number of Deals Major Change Motion submitted by the Masterpoint Committee and (ii) the October 3, 2022 Clarification MP Awards by Number of Deals 30-day Minor Change Notice.

This change is temporary; unless explicitly renewed it will expire after June 30, 2025.

Effective December 1, 2022

Carried unanimously

The Board of Directors convened into executive session with Doug Couchman, and Joe Jones at 5:04 p.m. ET.

TERMS	CODIFICATION CHAPTER/SECTION	DOCUMENT TEXT	ACTION TAKEN / REQUESTED
POLICY CHANGES	-		
Delete all references to non- electronic voting for the position of Regional Directorto be reviewed	Throughout the Codification		At the request of the Director of Elections and Governance Chair Board approval requested
Truncation of the voting period for the positions of Regional Director and Advisory Counsel Representative	Throughout Chapter D	Adjust the dates currently stated to comply with this.	All voting for these positions will henceforth be solely electronic, 30 days is no longer needed. Request Board approval to change duration of voting period from 30 days to 14.
Recombine Parts 1 and 2 of the Codification			Much easier to searchalready completed on a trial basisBoard approval requested to post the recombined version on the website
Delete all appendix content at the end of each chapter in the Codification; include links to each appendix at the end (or in the appropriate section) of each chapter AND	Throughout the Codification		Already startedallows easier and more orderly searching for content Board approval requested
Create a "major appendix" at the end of the final chapter in the Codification; this appendix will contain a Table of Contents for all appendices in sequence order	Collated from throughout the Codification	All appendices, numbered by Chapter	To be completed on a trial basis Board approval requested

Content of this chapter already deleted in its entirety per Item 222-GV01	Chapter 4A, Section 4	Protocols and policies to guide communication among Board members, among Board members and Management (including the Executive Director) and staff, and with ACBL Members are outlined in the ACBL Board Member Resource Handbook. (NOTE: Add hyperlink at future specified date.)	Proposed new wordingBoard approval requested
No need for such a stringent limit	Chapter 3D, Section 2	2.2.1 The biographical summary may not exceed one letter-size page 150 words. Any summary that exceeds 150 words one letter-size pagemay be truncated.	150 words was an arbitrary restriction.
TYPOS, MINOR EDITS, UPDATED	Τ		
LINDA DUNN	Chapter 2B/ 4.9.2	Compliance Officer: Linda Dunn, Esq., c/o ACBL, 6575 Windchase Blvd., Horn Lake, MS 38637, (O) 662-253-3182, linda.dunn@acbl.org	Update this information
IN-HOUSE COUNSEL	Chapter 3C/1.3	Whenever the ACBL successfully defends a legal action instituted by a member or any other person, and In House Counsel determines that the litigation was from the beginning without substantial merit, ACBL shall consider all remedies available to it, including, but not limited to, the institution of an action for wrongful use of legal process.	Substitute just the word "Counsel"
	Chapter 3E/2.2	In House Counsel shall provide a written report on the status of pending litigation to the ACBL Advisory Council and will attend its meetings when practical.	Accept change.

	Chapter 4A/3.3	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.	Entire subsection to be deleted if Board votes to accept elimination of non-electronic voting for RD position
IN-HOUSE COUNSEL	Chapter 4A/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.	Accept change.
	Chapter 4A/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.	Delete in its entirety.

IN-HOUSE COUNSEL	Chapter 4C/3.7.1	No motion or proposed amendments to motions may be substantively changed — presenting a new concept that is different — from the presentation in the Journal. However, an amendment that is not in conflict with the spirit of the original motion submitted, and yet still relevant to it, is in order. If there is any question whether or not a change is substantive, the ACBL President, or chair of the appropriate committee, and In House Counsel will make the determination as to whether or not a revised motion or proposed amendment is, in fact, a new concept that would require a new motion to be submitted to the Journal at a subsequent meeting.	Accept changes.
	Chapter 4D/2.4	The effectiveness of committees may be improved if reports to be made to the full Board (i.e., Executive Director, In House counsel, and Treasurer) are heard before committee meetings commence, as these reports may impact on discussion.	Delete in its entirety.

IN-HOUSE COUNSEL	Appendix 2B (ED Succession Plan)	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 members of the community 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. In House Counsel drafts the Agreement with direction from the Search Committee Chair.	Accept change.
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Appendix 4A-1/II A NABCs	The President's suite should be open to Board members, the Chair of the Advisory Council Board of Governors, and the Executive Director and the In House Counsel between sessions and after each evening session. During Board meetings it should be open after meetings and later in the evening, as practicable. The President decides what special guests and parties to hold in his suite. Board members are always included, but the President may limit guests or even close one or two nights (except to Board members, the Chair of the Advisory Council Board of Governors, and the Executive Director and the In-House Counsel). There are many functions at each NABC. ACBL management makes up a calendar for the two-week period which includes the President's special parties and distributes the list to the President, other Board members, the Executive Director, and the Chair of the Board of Governors Advisory Council and the In House Counsel.	BOG to AC is already completedaccept deletions of In-House Counsel.
Chapter 1J/4.4	All Juniors receiving a subsidy shall be held to the ACBL Youth Protection and Abuse Prevention Policy and Code of Conduct developed by ACBL management and In House Counsel.	Accept change.

	Chapter 8G/2.2.7	Appeals shall be reviewed and approved by In- House Counsel and ACBL management before they can be published on the website.	Accept change.
IN-HOUSE COUNSEL	Chapter 2B/ 4.5	Compliance Officer - The ACBL's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations and shall advise the Audit Committee (and, at his/her discretion, the Executive Director). 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 each regular Board meeting on compliance activity. The ACBL's Compliance Officer is named by the Executive Director. the In-House Counsel of the ACBL.	Update with change and accept deletion

COMPLIANCE OFFICER	Chapter 4A/8.4.1	Board members shall annually complete, sign and submit a conflict of interest (COI) statement to the designated ACBL staff-secretary of the League (or its Compliance Officer) identifying any contracts or transactions in which they have an actual or potential financial or nonfinancial interest that constitutes, or gives the appearance of constituting, a conflict of interest. Any such contract or transaction that arises after the submission of the COI statement must be brought by the Board member to the attention of chair of the Audit Committee, as it arises, and the Audit Committee shall address the documentation and resolution as set forth in section 8.5.2 below.	Accept change.
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COMPLIANCE OFFICER	Chapter 4A/8.5.1	The designated ACBL staff Secretary of the League (or its Compliance Officer) must provide a copy of all completed COI statements to the chair of the Audit Committee or, if there is no Audit Committee, to the President. The Compliance Officer will review the COI statements and determine whether any Board member has a financial or non-financial interest, or possible financial or non-financial interest, that constitutes, or gives the appearance of constituting, a conflict of interest and report the results of such review to the Audit Committee in writing.	See above for comment about Secretary of the League. Our Bylaws require an Audit Committee, so there must be one.
	Chapter 4A/8.5.2	If a financial or non-financial interest is determined to exist, the Compliance Officer will discuss it with the Audit Committee and the Audit Committee will document the existence and resolution of the conflict in the minutes of the meeting in which such conflict was discussed or voted upon.	Better process

	Table of Contents/Chapter 3E	Chapter III – Administration (A. and B. found in Part 2) C. Legal Issues D. Elections E. Board of Governors	Board of Governors changed to Advisory Council
	Chapter 4B/Section 2	This policy pertains to Board members and Chair of the Board of Governors for ACBL meetings or functions. The ACBL will reimburse the following expenses:	Board of Governors changed to Advisory Council
BOG/BOARD OF GOVERNORS	Chapter 4B/2.7	Request for Reimbursement. Reimbursement requests by ACBL Board members and the Chair of the Board of Governors will be submitted to ACBL within 30 days of the completion of the tournament at which the expense occurred. Failure to do this will incur a penalty of 1/2 of the trimester stipend payable prior to the next Board of Directors meeting. Reimbursement requests must include a copy of air ticket(s) showing name, dates of travel and price and paid hotel bill if reimbursement is requested for hotel stay. Receipts are also required for any individual expenditure equal to or greater than \$75.	Board of Governors changed to Advisory Council

	Chapter 4B/4.1	and Unit events, telephone expenses, mailings	Board of Governors changed to Advisory Council. Also, change "office" to "business."
BOG/BOARD OF GOVERNORS	Chapter 4B/ Section 6 Title	Section 6 – Board of Directors Attendance at Board of Governors Meeting	Board of Governors changed to Advisory Council, but see immediately below
	Chapter 4B/6.1	Board of Governors meeting may not play in any	This is an outdated regulation and should be deleted. Board approval to delete is required.
	Appendix 4-A1	III. ACBL Board of Governors	Changed Board of Governors to Advisory Council

BOG/BOARD OF GOVERNORS		always included, but the President may limit- guests or even close one or two nights (except to- Board members, the Chair of the Board of-	Board of Governors changed to Advisory Council. However, the rest is not needed in the Codification. This appendix should be reviewed in its entirety.
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BOG/BOARD OF GOVERNORS	Appendix 4-A1/III	III. ACBL Board of Governors The President reports to the Board of Governors on the activities of the Board of Directors at each NABC. It is important that Board actions be- presented in a positive light and supported by the President. The President represents all members and should- be very sensitive in hearing the views expressed- by the Board of Governors. Concerns which have- not yet captured the attention of the Board- members are often first aired by the Board of- Governors.	Advisory Council in both instances,
	Chapter 8A/1.1.1	The District organization will select a Tournament Chair three years prior to the NABC. The chair may not be a member of the ACBL Board of Directors or the Board of Governors Chair. (Effective April 1, 2018)	Board of Governors changed to Advisory Council
	Chapter 8C/2.1.7	Chairman of the Board of Governors	Board of Governors changed to Advisory Council

	Chapter 1H/ 2.7	The ACBL Handbook of Rules and Regulations should show the current list and a short description about the trophy.	
	Chapter 4A/2.5.1	ACBL management has the right to cancel or suspend a club game sanction for cause upon 30 days' notice to the club manager. Any one of the following shall constitute "cause" for cancellation or suspension: operation of a club out of compliance with ACBL regulations; unsuitable club venue; and/or the discriminatory practices in the ACBL Handbook of Rules and Regulations.	
ACBL HANDBOOK	Chapter 13C/1.1	See the Handbook for Bridge Appeals Committees (ACBL Handbook's Appendix B) on the ACBL website.	Delete all references to the ACBL Handbook; ensure content is referenced elsewhere as needed.
	Chapter 1F/1.1.1	1.1.15ee the Code of Disciplinary Regulations (CDR) and the Unit and District Disciplinary Procedures (located in Chapter 11 of the Handbook of Rules and Regulations) on the ACBL website (acbl.org/cdr).	

	Chapter 1F/1.2	1.2The Code of Disciplinary Regulations, the ACBL Handbook of Rules and Regulations and Handbook for Bridge Appeals Committees are available on the ACBL website and should be made available to any person who is appointed chair of a disciplinary committee or a bridge appeals committee.	
BAZE TROPHY	Chapter 1H/3.5	3.5 Grant Baze Senior Knockout Team Trophy 3.5.1 A sterling silver trophy presented to the ACBL in the fall of 2010 will be named in honor of Grant Baze and will be awarded to the winners of the Senior KO Teams. This event has been disocntinued from the NABC Schedule of Events. 3.5.2 This The Grant Baze Senior Knockout Team Trophy will be is maintained in the ACBL Bridge Museum.	Accept changesrewording refelcts current practice.
BULLETIN CONTENT	Chapter 2D	2.2 Each issue of the Bulletin shall include a section devoted to new members.	Change "members" to "players"mis- characterization of intended audience