

**GOVERNANCE/BOARD OPERATIONS COMMITTEE**

Hennings (C)

Anderson, Cuneo, Janicki, Stephani, Popper, W. Smith, Vilhauer, Zayac

Staff: Dunn

**Item 193-51: ACBL Board Reorganization** (Motion as Amended)

**Moved that:** The following plan be adopted.

1. The 25 existing districts will continue to exist.
2. Thirteen (13) Regions will be created by combining adjoining Districts as follows:

<u>Region</u>	<u>District</u>	<u>District</u>	<u>District</u>	<u>#Mem</u>	<u>#Mem</u>	<u>#Mem</u>	<u>Total</u>
1	1	2		5,500	7,900		13,400
2	24	25		5,200	7,900		13,100
3	3	4		6,100	6,200		12,300
4	5	6		3,100	7,000		10,100
5	<del>12</del> <b>8</b>	13	<b>14</b>	<del>4,000</del> <b>2,700</b>	4,700	<b>3,900</b>	<del>8,700</del> <b>11,300</b>
6	7			13,600			13,600
7	<del>8</del> <b>12</b>	10	11	<del>2,700</del> <b>4,000</b>	6,400	4,300	<del>13,400</del> <b>14,700</b>
8	9			19,500			19,500
9	15	16		3,000	9,200		12,200
10	<b>17</b>	<del>14</del>		<b>9,000</b>	<del>3,900</del>		<del>12,900</del> <b>9,000</b>
11	22	23		6,600	3,200		9,800
12	20	21		3,700	8,300		12,000
13	18	19		4,000	6,700		10,700

3. The transition to 13 members will begin during the election cycle in the 3<sup>rd</sup> Quarter of 2020. At that time, the following ~~six~~ ~~seven~~ regions will have elections for the office of Regional Representative (RR) **Director (RD)**, the three-year terms of which will run from 2021 through 2023: [1, 3, 5, 9, 11, 12](#). [This will be Class 1. However, Region 9, upon the election of the RD in 2020, will move into Class 3 and the Region 9 RD will serve an initial two-year term only.](#)
4. Elections for the following four Regions will take place in 2021: [2, 4, 6, 13](#). [This will be Class 2.](#)
5. Elections for Regions [7, 8, and 10](#) will take place in 2022. [This will be Class 3.](#)
6. **Once the initial election is held for a region, an election will be held for that region every three years thereafter.**
7. Elections **for the position of RD** will be open to any ACBL member in good standing over the age of 18.
8. All the unit boards within a Region will vote to determine the ~~RD~~~~RR~~. Unit votes will be weighted based on the number of members in each unit and the number of board members on each unit board in the same manner as current elections for District Directors (DD).
9. The term for the ~~RD~~~~RR~~ position is three years. ~~RDs~~~~RRs~~ will be subject to the same term limits as existing DDs (**four consecutive three-year terms per Article V, 5.3.3 of our Bylaws**).
10. If a DD either runs for the position of ~~RD~~~~RR~~ and is unsuccessful or elects not to run, said DD will be entitled to serve out the remainder of his/her present term. [DDs elected to begin their terms in 2018 and 2019 may serve an additional three years at their option.](#)

**Example:** District X and District Y are combined to form Region Z. District Director X's term expires in 2020 and District Director Y's term expires in 2022. An election will be held in the 3<sup>rd</sup> Quarter of 2020 to choose a Regional **Director** ~~Representative~~ for Region Z. District Director X and District Director Y are both eligible to run. If either District Director X or District Director Y runs and loses or chooses not to run, he/she will serve the remainder of his/her term plus have the option of serving an additional three-year term. If either District Director X or District Director Y runs and wins, he/she will serve a three-year term as Regional **Director** ~~Representative~~ for Region Z.

11. If a party not currently a DD wins the election for ~~RD~~~~RR~~, existing DDs will still have the option of remaining on the board for the balance of their terms plus an additional three years.
12. If a **Regional Director** ~~RR~~ is unable to complete his/her term of office, ~~the District President from the District in which the RR resides or resided, shall appoint an interim RR.~~ Said Interim RR shall serve until the end of the year in which a special election can be held to elect a new permanent RR. **the position will remain vacant until a replacement can be elected. The usual RD election cycle is 3 ½ months; a shortened process of 2 ½ months should be sufficient for these rare special elections. If the shortened cycle begins no later than 30 days after the resignation of the Regional Director is effective, that Region will have a vacancy for, at most, one BOD session at an NABC (assuming the new BOD retains the current 3x/year NABC meeting schedule). The**

**Board of Directors can address the special election conditions on a case-by-case basis as the need arises. The term of the replacement RD will begin upon certification of the election and run until the term of the vacated position is completed.**

13. If a ~~RD-RR~~ is unable to attend a meeting, no substitutes or proxies will be permitted.
14. The positions of 1<sup>st</sup> and 2<sup>nd</sup> Alternate District Director will cease to exist as of 1/1/2021. **The Board of Governors will continue to be represented by five (5) members from each District, including the former 1st and 2nd Alternates.**
15. The office of District Director to the ACBL Board shall continue to exist **until an election for RD occurs in their Region and the RD takes office.** ~~only as long as the 25 District Directors in that position on 12/31/2020 continue to serve on the board.~~
16. Any DD opting to remain on the BOD after either losing an election for RD or opting not to run in said election, shall be entitled to full voting rights and privileges during the balance of their current term and an additional three-year term, **subject to the provisions of 10 and 11 above.**
17. A Transition Task Force will be created under the direction of the Governance Committee to work with Management to transfer non-core responsibilities from the Board of Directors. **Non-core responsibilities include program activities and topics integral to the mission of the organization, exclusive of Executive, Audit, Finance, Strategy, Executive Director Review, and Governance, which shall be the focus of the RDs.** Non-core functions and decisions shall be transferred by 12/31/2021.

### **History:**

A minimum of four separate attempts have been made to reorganize the governance of the ACBL since 2000, including the “Committee of Nine” in 2016. Joint Task Forces which included members of the BOD and the BOG have offered a number of possible solutions. The most recent of these was the the “Executive/Senate” plan which reduced the BOD to 9 representatives and the BOG to 50.

Another approach was presented in Las Vegas, which proposed to increase the number of BOD members on the Executive Committee to nine and give that committee greater responsibility.

At the BOG meeting in Las Vegas, the BOG passed a resolution requiring President Russ Jones to appoint a Task Force to prepare a report for San Francisco suggesting how the BOD could be downsized. This motion is a result of the work of that Task Force.

### **Discussion:**

The Task Force considered many possible scenarios in an effort to reduce the size of the ACBL board to a more manageable number. We felt it was not in the best interests of the organization to make a drastic reduction in the size of the ACBL board. Our current Board has a wealth of knowledge and experience that should be honored, so we have made the reduction in size of the ACBL Board gradually over the next few years.

The plan will change the size of the current board from 25 to 13 members by combining Districts in a geographically logical way into Regions with more equal numbers of members than is currently the case with the disparate sizes of our 25 Districts. This merging will be done without any effect on the individual Districts. Treasuries, NAP, GNT, and other District functions will

remain intact. If a District wishes to keep the position of District Director as a non-voting liaison to the Regional Board, it can make that decision.

The election process will remain the same with units voting for eligible candidates who declare their interest to serve.

The bylaws state that all Directors must complete their existing terms, and we have also added an additional three-year term to any sitting Director who chooses to serve, whether they choose to run for the Regional Representative or not. This additional term will allow current board members to continue their work and help in the transition to the smaller Regional Board.

The reasons for a smaller board are many and known to all. A smaller board that is more focused on the core responsibilities of a Board of Directors will better serve the organization going forward.