

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
April 26, 2015**

Meeting called to order by President Don Fuson at 6:00 p.m. Central Time on April 26, 2015.

The following action was taken:

Quorum: President Fuson confirmed the presence of a quorum.

The following officers were present:

Officers

Society President Don Fuson
Society Immediate Past President Shannon Elswick
Society Executive Vice President Skipp Kropp
Society Treasurer Dwayne Cooper
Society Executive Secretary Marty Monson

The following Board Members were present:

Ed Bittle
Gerry Borden
Doug Brown
Clarke Caldwell, Harmony Foundation President/CEO (non-voting member)
John Donehower
John Santora

The following Board Members were absent:

Dick Powell

Society Staff

Erik Dove, CFO
Chip Gallent, Director of Operations
Erin Harris, Project Manager
Patty Leveille, Executive Assistant/Office and HR Manager

Guests

President Fuson recognized guests:

- Noah Funderburg, Chair of Governance and Bylaws Committee
- Chris Buechler, Governance and Bylaws Committee
- Murray Phillips, District President Moderator

Appointments

Parking Lot Attendant - Skipp Kropp

Additions to the Agenda

Motion made and passed to add this additional item to the April 26th Board meeting agenda:

- Proposed Contest Rule Amendment (Affiliate Quartet)

Waiver of Notice Requirement

Motion made and passed to consider the following reports:

- Proposed Contest Rule Amendment (Affiliate Quartet)
- Small Boards – Roberts Rules options Districts and Chapters
- One House of Delegate Meeting Proposal
- Procedure for the Dissolution of a District of the BHS
- Proposed Revision to the Board Policy Manual – Governance Advocate
- Ethics Recommendation
- Review/Recommendation of Financials for WebEx calls
- Financial Reports
- CEO Report

BUSINESS

Governance and Bylaws

Standard District Bylaws

The G&B Committee brought to the Board a proposed revision to Standard District Bylaws for district board meetings. Discussion was held.

Motion made and passed to adopt the proposed revision to Standard District Bylaws for district board meetings. The approved language is as follows:

Revision to Standard District Bylaws for district board meetings

6.05 Rules of order (this will be a new section)

All meetings of the District Board of Directors shall be conducted in accordance with *Robert's Rules of Order* (Current Edition), or the District Board may, by resolution adopted by the Board, adopt the Small Board Rules as the same that are set out in the most recent edition of Robert's Rules of Order.

G&B Committee will work with staff to execute the communication of this new change to Standard District Bylaws for district board meetings.

G&B also brought to the Board a proposed revision to Standard Chapter Bylaws for chapter board meetings. Discussion as held with no action taken by the Board. The proposed revision will be addressed during the 2015 expected review of the Standard Chapter Bylaws by the G&B Committee.

One House of Delegates Meeting Proposal

The G&B Committee brought to the Board language to address the possibility of one HOD meeting per year versus two per year. Discussion was held. DP Moderator Murray Phillips will take this discussion to the District President Council. Mr. Phillips will report back to the Board, the feedback offered by the DP Council, following the Council's May 3rd meeting.

The topic was tabled until the Board's June 2015 meeting.

Procedure for Dissolution of a District of the BHS

G&B brought to the Board a proposed revision to the Society Bylaws regarding the dissolution of a District of the Barbershop Harmony Society. Discussion was held.

Motion was made and passed to adopt the revisions to the Society Bylaws as proposed by the Governance and Bylaws Committee.

The adopted language is as follows:

NOTE: Additional sections /changes to the language are underlined. There were no deletions.

Procedure for the Dissolution of a District of the Barbershop Harmony Society

Districts are established and controlled by virtue of the Society's Bylaws:

ARTICLE X Districts

10.01 How established

(a) For the purpose of efficient administration and implementation of the Society's programs and policies to its chapters, the Society Board shall create, supervise, and control districts of chartered chapters. Each chartered chapter situated within the territorial limits of a district shall be a member of that district. The Standard District Bylaws, as revised from time to time by the Society Board, shall be binding upon and shall serve as the bylaws of each district.

10.02 District boundaries

The Society Board shall have authority to establish and change the boundaries of districts in such manner as may be deemed best for the Society. Districts or chapters desiring to change boundaries or chapter affiliation shall initiate such request by resolution, setting out in full the reasons for the change. Chapter resolutions shall be directed to the Society Board only following unreasonable delay in action or rejection by one of the districts involved.

ARTICLE XI Dissolution

11.01 Asset disposition

In the event of the dissolution or winding up of the District, voluntarily or otherwise, all of its assets remaining after payment, or provision for the payment, of all debts and liabilities of the District shall be distributed to the Society if it is then existing and organized and operated exclusively for charitable and/or educational purposes and exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. If the Society is not then existing and so organized, operating and exempt, then such remaining assets shall be distributed to another existing organization that is so organized and operating exclusively for one or more of the purposes for which the Society and District were formed, and which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. [In the event of the dissolution of a Canadian district, such distribution shall be made to one or more registered Canadian charitable organizations.]

11.02 Procedure for Dissolution.

In the event a district decides to dissolve for any reason, it shall first offer a motion of dissolution to the House of Delegates, and said motion must be passed by two-thirds of the authorized delegates present and voting. After passing by the required two-thirds vote, the request for dissolution shall be presented to the Society Board for consideration and action. The request for dissolution shall be accompanied by a statement of the districts assets, liabilities, and financial accounting for the previous two years.

11.03 Reassignment of chapters.

In the event a district is dissolved, the Society Board, in consultation with the affected chapters of the dissolved district and all districts adjacent to the dissolved district, will determine how chapters of the dissolved district will be realigned.

Proposed Revision to the BOD Policy Manual – Governance Advocate

G&B brought to the Board proposed additions to the Board Policy Manual. Discussion was held.

Motion made and passed to adopt the proposed additions to the Board Policy Manual as presented.

NOTE: Language additions are underlined with deletion being struck through.

III. POLICY TYPE: GOVERNANCE PROCESS

A. POLICY TITLE: GOVERNING STYLE

1. The Board will govern with a style that emphasized outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and CEO roles, collective rather than individual decisions, a focus on the future rather than past or present, and being proactive rather than reactive.

More specifically, the Board will:

- a. Operate in all ways mindful of its trustee obligation to present and future members. It will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling this commitment.
- b. Enforce upon itself whatever discipline is needed to govern with excellence. Irrespective of roles, ~~D~~discipline will apply to matters such as attendance, policy-making principles, ~~irrespective of roles~~, speaking with one voice, and ensuring the continual improvement of Board processes and capabilities. Continual redevelopment will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement. The Society President-elect is responsible for the orientation of new members. The Society President is responsible for addressing any issue of concern directly with a Board member who is not meeting expectations that the Board has established for its member.
- c. Direct, control, and inspire the organization with thoughtful establishment of the broadest organizational policies reflecting the Board's values and perspectives. The Board's major focus will be on the intended long-term impacts of policy, not on the staff and volunteer management means of attaining those effects.

- d. Cultivate a sense of group responsibility. The Board will be responsible for excellence in governing. The Board will be an initiator of policy, not merely a reactor to staff and committee initiatives. The Board will use the expertise of individual Board members to enhance the knowledge and ability of the Board as a body, rather than to substitute their individual judgements for the Board's values.
 - e. Monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and adherence to policies in the Governance Process and Board-CEO Relationship categories.
 - f. Normally require that any actionable item, except for amendments to an actionable item, be provided to the Board in writing at least two weeks prior to a meeting at which the actionable item is to be considered.
 - g. Give education, input, and deliberation paramount attention in structuring the series of meetings and other Board activities during the year. To the extent feasible, the Board will identify the areas of education and input needed to increase the level of wisdom and forethought it can give to subsequent choices.
2. Governance Advocate. To ensure that the Board remains mindful of its commitment to policy governance style, the President shall appoint one Board member to serve as the Governance Advocate at all Board meetings held during a calendar year. The Board member so appointed shall be appointed prior to January 1 of each year and shall serve throughout the calendar year to which appointed. In the event the appointed Board member is unable to for any reason to complete his one-year term, the President may appoint a substitute Governance Advocate for the remainder of the Governance Advocate's term. A Governance Advocate may succeed himself for a second one-year term. The role of the Governance Advocate is to continuously remind the Board of policy governance attributes and any variances from such attributes during any Board meetings. A reminder from the Governance Advocate will not be out of order at any time. The Governance Advocate also shall give a report at the end of each Board meeting pointing out areas of success and failure in adhering to the policy governance style, and recommend actions that should be taken to improve performance by individual Board members or of the Board as a whole.

Monitoring

Method: discussion

Frequency: every meeting of the Board plus an annual report by December 15 of each year setting out any recurring problems, acknowledging successes, and providing guidance for governance procedures for the following year.

Appointment of Governance Advocate

President Fuson announced that he has appointed Ed Bittle as the 2015 Society Board Governance Advocate.

Contest Rule Change (Affiliate Quartet)

At its Mid-Winter meeting in New Orleans, the board received recommendations from the CEO on affiliate participation in Society contests and approved the changes in principle with details to be discussed and resolved later. While most of the details are in the Society Affiliate agreements within the CEO purview, one detail is in the Society Contest Rules.

To implement the CEO's recommendation, Article I.A. of the Contest Rules would be restored to its status prior to March 2012 as indicated below.

Motion was made and passed to adopt the proposed amendments to Article I.A of the Contest Rules.

NOTE: Changes to the language of Article I.A. are underlined below.

A. Quartets

1. Membership and Quartet Registration Requirements

a. Society and Chapter: Except for those quartets from affiliated organizations which have been invited to participate in the international quartet or in the international seniors quartet contest, all members of competing quartets must be members of one or more Society chapters, including Frank H. Thorne Chapter. A member of the Society is defined as one whose Society, district, and chapter dues are paid, whether or not such dues have been forwarded to the district or Society by the chapter, and who is not under suspension by his chapter or the Society Board of Directors.

b. District: At least one member of the quartet must be a member of a chapter in the district in which the quartet elects to compete.

c. Affiliates: All members of a competing quartet from an affiliated organization must be members in good standing of the affiliated organization. ~~All members competing in the international quartet contest must be members of the Society as of the contest entry date.~~

d. Quartet Registration: To be eligible for competition, a quartet must be registered with the Society Contest and Judging office or, in the case of quartets from affiliated organizations, with their affiliated organization, and such registration must include the same personnel that enter the contest.

The CEO will communicate this rule change to the Barbershop Harmony Society Affiliates.

Ethics

The Society Ethics Committee presented its report to the Board which requested the Board notate in its records a former member who had his chapter membership revoked by two chapters. The member does not currently hold a membership in the Society. The Ethics Committee unanimously consented to ask the Society Board to direct the Society headquarters to flag this former member's name in the Society's database in order to prevent him from ever renewing or applying for new membership.

Motion was made and passed to approve the Ethics Committee's request as presented.

The Society will mark the former members file as requested. The CEO will communicate with the Ethics Committee Chair of how this request will be address in the Society's database.

Financial

Review/Recommendation of Financials for WebEx calls

CFO Erik Dove reviewed with the Board his BHS Financial Presentation Timeline & Proposed Finance Committee Review Process.

A motion was made to adopt the recommendation for the reporting of Financials for WebEx calls.

Discussion was held with no vote on the motion taken.

Mr. Dove gave a verbal report on the Midwinter 2015 Analysis, March 2015 Balance Sheet, March 2015 March Income Statement, and Income Statement Summary. Board to review financial documents sent on April 26th for Board action on May 17th.

The 2014 Audit has begun. The draft audit is expected to be completed in mid-May and shared with the Board prior to their June Board meeting.

CEO Report

Marty Monson updated the Board on the status of operations at headquarters. Staff members Chip Gallent, Erik Dove, and Erin Harris assisted in the presentation of the CEO's update to the Board. The report covered the following: Program aligned to purpose (Bylaws), staff , interns and volunteers, program areas, events/conventions, Harmony University, Harmony Marketplace, Marketing/PR and Communications, The Harmonizer, Video/Audio Production, Operations Project Teams (OProjectT), Financial Services, Insurance, Building Maintenance, Technology, Global Harmony, and Executive Limitations.

Outreach

The CEO announced that the BHS Outreach staff has begun preliminary work on four areas of outreach as outlined below:

- **Advocacy & Partnership** To establish BHS as a legitimate choral organization
 - Build an alliance with ACDA
 - Build an alliance with NAFME
- **Lifelong singing development** – To inspire and develop lifelong singers.
 - Youth Strategies
 - CBQC
 - YCF
 - Non-Youth Strategies
 - Grants – Offer grants for projects that focus on developing lifelong singers
- **Community Engagement** – To introduce and create an interest of BHS to general public through performance, collaboration and marketing strategies
 - Educational Tours
 - Convention Legacy – To expand the impact of the convention beyond the event
 - Grants – Offer grants for projects that focus on community engagement
- **Inclusion** – To affirmatively expand BHS’s community & culture beyond its current demographic core
 - Identify what culture/community’s needs are
 - Develop and sustain working relationships with culturally-diverse organizations to support musical exchange programs
 - Grants – Offer grants for projects that focus on inclusion

Future updates regarding the staff’s Outreach program areas will be shared as developed further.

Board Schedule

The next scheduled Board WebEx meeting will be held on Sunday, May 17th.

CLOSING

Parking Lot

Skipp Kropp reported the following Parking Lot items:

TBD	HQ/G&B Communicate Small Board adoption to districts and chapters
Following the DP Council's May WebEx	DP Council Moderator "One HOD meeting" Bylaws revision proposal DP Moderator to report to results of DP Council's discussion regarding one versus two HOD meetings a year
TBD	Finance Committee Review impact of District requirements to report twice a year to BHS on BHS Finance Committee
TBD	Fuson to assign a Task Force Finance Committee proposal regarding reporting schedule for CFO. Determine the impact on Executive Limitations
May 17 th	Board Act on financial reported during the April 26 th Board meeting
TBD	Board Comment on Four Areas of Outreach document shared by BHS staff member Erin Harris
May 17	Dove Review status of ASCAP/SESAC chapter submissions; BMI

Adjournment

The meeting was adjourned at 9:20 p.m. Central Time.

Respectfully submitted,

Martin L. Monson, Executive Secretary