

**Minutes of Board of Directors Meeting  
Society for the Preservation and Encouragement of  
Barber Shop Quartet Singing in America, Incorporated  
August 16, 2015**

Meeting called to order by President Don Fuson at 7:00 p.m. on August 16, 2015.

**The following action was taken:**

**Quorum:** The Executive Secretary, Marty Monson, confirmed the presence of a quorum to President Fuson.

**The following officers were present:**

**Officers**

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

**Board Members**

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

**Absent Board Members**

Society Executive Vice President Skipp Kropp

**Society Staff**

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

## **Guests**

2016 Board Members-at-Large Elect  
Matthew Mercier  
Murray Phillips

## **Meeting Appointments**

President Fuson appointed:  
Noah Funderburg as Parliamentarian  
Chris Buechler as Assistant Parliamentarian  
John Donehower as Parking Lot Attendant  
Ed Bittle as Governance Advocate

## **Waiver of Notice Requirement**

Motion made and passed to approve the addition of the August CFO Financial Report document not received five days prior to this WebEx meeting (8-16-15) as required by the Board Policy Manual.

## **Minutes**

Motion made and passed to approve the June 29-30, 2015 Society Board meeting minutes as presented.

## **OLD BUSINESS**

### **Parking Lot Review**

#### **Open items**

- Basecamp & WebEx capacities (COO)  
Options are being researched and an update was requested for the November 2015 Board meeting.
- Convention attendance tracking (COO)
  - Pittsburg and Reno
- Districts to identify where their chapters need assistance (DP Council)
- Proposal for Scout on BHS phone system (COO)

#### **Treasurer/CFO**

CFO Erik Dove reviewed the financial reporting of the Treasurer's & CFO Report. Review and discussion was held on the following:

- The 2014 990
- 2014 BHS/HFI Final audit completion
- BHS Board Income Statement (through the end of June)

- BHS Balance Sheet June 2015
- BHS Board 2015 Forecast

Motion made and passed to receive the Treasurer and CFO reports as presented.

John Santora, chairman of the Finance Committee reported that the committee met in July and is scheduled to meet again on October 22, 2015 and in late January of 2016. The committee plans to be more involved in the review and preparation processes of the Society's yearly audits.

## **Governance and Bylaws**

President Fuson recognized G&B Chair Noah Funderburg who reported on the status of the following topics:

### **Board Policy Manual**

The Board Policy Manual has been updated and contains all changes made through July 2015. The document will be sent to BHS for posting on the Society's website.

### **Standard Bylaws**

The G&B committee is currently working on a minimalist version of the Society Standard Bylaws and expects to have a draft for the Board's review by September 1, 2016. The draft document will be discussed by the Board on their September WebEx meeting.

### **CEO Job Description**

The CEO Job Description has been referred to the CEO Evaluation Committee for completion and suggestions to the Board as to its wording and official placement in formal Society documents (Board Policy Manual etc.). The CEO Evaluation Committee will meet again the end of October so recommendations to the Board regarding the CEO Job Description are expected to be ready for Board action at the November Board meeting.

### **Member-at-Large**

The G&B Committee has developed proposed language for Members-at-Large. Discussion was held regarding the differences between "Associate" and "Member-at-Large" status. G&B will prepare a short summary of those similarities and differences and where Board Members can find relevant language in BHS documentation.

Motion made and passed to adopt the proposed G&B language for Member-at-Large. The adopted language is as follows:

### **Changes to bylaws to effect member in good standing:**

#### **Society Bylaws ARTICLE III**

## Membership - chapters - charters

### 3.01 How constituted

#### (a) Qualifications of membership

A "member in good standing" is one whose applicable chapter, district and Society dues are fully paid and who is not under suspension by his a chapter or the Society Board.

#### (b) Admittance to chapter membership

Subject to the provisions of Section 3.01(a) of these bylaws, the a chapter in which application for membership is submitted shall have full and absolute discretion in approving or rejecting for membership the person making such application.

## Standard Chapter Bylaws

### ARTICLE III

#### Membership

### 3.01 Qualifications for membership

A "member" is one whose applicable chapter, district and Society dues are fully paid and who is not under suspension by his a chapter or the Society Board of Directors ("Society Board"). A "former member" is one who has not paid his yearly dues by his membership expiration date.

### 3.02 Classification

There shall be but one chapter membership classification, that of active membership. No honorary chapter memberships shall be allowed.

### Affiliate Agreement

An updated Society Affiliate Agreement was presented to the Board for reference. All language changes to the agreement are reflected in the agreement and the document is ready for distribution to the Society Affiliates as presented to the Board.

### SCJC

President Fuson had previously shared with the Board for their review a letter from Kevin Keller, Chair of the SCJC. The letter referenced discussions the SCJC Committee are currently holding and the possibility of rule changes they may be recommending to the Board. Discussion was held. President Fuson will invite Kevin Keller and Barry Towner (incoming Presentation Judge Specialist) to join the Board for additional discussion during the Board's September WebEx meeting. Board members are encouraged to provide feedback, ask questions and express any concerns they may have prior to the September WebEx.

## **Governance Advocate**

Ed Bittle, Governance Advocate presented a recap of his report. Discussion was held.

Motion made and passed to adopt the Governance Advocates proposed word changes to the Board Policy Manual, III Policy Type: Governance Process, section A point number 2, last sentence as follows:

The Governance Advocate also shall ~~give~~ prepare a report for the ~~following~~ 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.

## **CEO Evaluation Committee**

Shannon Elswick, chair of the CEO Evaluation Committee recapped his committee's report. The committee reviewed the June financials prior to their recent meeting. The committee has revised their future meeting schedules to meet soon after the financial reports are released as opposed to waiting for Finance Committee review.

## **DP Council Report**

The DP Council met by teleconference with Marty Monson and discussed the CBQC, Leadership Forum, and Music Leadership Development. Additional conversation was held among the DP representatives regarding the naming of chapters. The DP Council next meeting is scheduled for September.

## **Harmony Foundation International**

Harmony Foundation CEO Clarke Caldwell announced that staff member David Calland will be leaving Harmony Foundation and the foundation will be advertising for the replacement.

## **CEO Report**

Marty Monson gave a verbal report for the Board on the status of operations at headquarters. The report covered the following: 4<sup>th</sup> Quarter launch of Member-at-Large, membership database structure, outreach, NAFME convention being held in Nashville, Harmony University on-line phase I, Leadership Forum, Marketplace, headquarters staffing, membership and the Reno 2016 Midwinter convention, OPTeam, DP 3<sup>rd</sup> quarter update, Grants, Harmony University, and collaborations with AIC, Sweet Adelines International, and Society Affiliates.

President Fuson asked about a former Society Diversity Task Force...does the Society headquarters have any information or final reports from the task force which is thought to have been working in the early 2000s? Headquarter staff will investigate the history of the task force.

Clearance of contest videos was discussed. BHS COO Chip Gallent will work with BHS Copyright Licensing Manager and report back to the Board.

## **Board Calendar**

The Board's next meeting will be their September 20, 2016 WebEx Meeting.

## **CLOSING**

### **Parking Lot**

John Donehower reported the following Parking Lot items:

### **FINANCIALS (Eric)**

- 1) International event financial books usually close +60 days from event. Eric Dove will have reconciliation done ASAP and will share when available.
- 2) All Board members need to have expense vouchers from Pittsburgh submitted by end of August. In the future Eric may implement the "30-day rule" for timely submission. Under this "rule" submissions more than 30 days after an event will be treated as "donations" not requiring reimbursement.

### **G&B (Funderburg)**

- 1) AFFILIATE AGREEMENT and BOARD POLICY MANUAL were presented for reference. Recent language changes have been updated in **both** documents. No action needed aside from posting on website.
- 2) The minimalist version of STANDARD BYLAWS will be available for review on or about Sept. 1.
- 3) It became clear that there is some confusion among Board Members as to the similarities and differences between "Associate" and "Member-at-Large" status. G&B will prepare a short summary of those similarities and differences and where Board Members can find relevant language in BHS documentation.

### **SCJC (Kevin Keller via Don)**

- 1) Don will invite Kevin Keller and Barry Towner to September WebEx. Issues 1-3 in Kevin's note to the Board will be discussed next month. All Board Members are tasked to mull and discuss their views on the proposals and provide feedback/questions/concerns via the board email group.

## **CEO REPORT (Marty)**

1) The Board is encouraged to review GRANT INFO/MATERIALS updated by Joe Cerutti and share questions/comments/ concerns via email.

2) (From Don) Information is sought on the Diversity Task Force headed by Dr. Jim Henry in early 2000s. Assigned to Patty to research and report to Marty. If the study can't be found then Dr. Henry should be contacted to see if he has a copy and to confirm who else worked on the study with him.

Respectfully submitted, corrections/clarifications welcomed,  
John Donehower

### **Adjournment**

The meeting was adjourned at 9:38 p.m. Central Time.

Respectfully submitted,

Martin L. Monson, Executive Secretary

Approved Sept. 20, 2015