

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
February 16, 2014**

Meeting called to order by President Shannon Elswick at 9:00 p.m. EST

The following action was taken:

Quorum: The Secretary confirmed the presence of a quorum.

The following were present:

Officers

Society President Shannon Elswick
Society Immediate Past President Alan Lamson
Society Executive Vice President Don Fuson
Society Treasurer Dwayne Cooper
Society Executive Director and Secretary Marty Monson (non-voting member)

Board Members

Gerry Borden
Doug Brown
Skipp Kropp
Randy Loos
Dick Powell

The following were absent:

Clarke Caldwell, Harmony Foundation President/CEO (non-voting member)
Gary Plaa

Society Staff Present:

Patty Leveille, Executive Assistant/Office and HR Manager
Heather Verble, Director of Finance

Guest

Noah Funderburg, Governance and Bylaws Chair
Chris Buechler, Governance and Bylaws
Joe Berger, Society Nominating Committee Chair
Bill Colosimo, District President's Moderator

Meeting Appointment

President Elswick appointed Gerry Borden as Parking Lot Attendant

BUSINESS

Additions to the agenda

President Elswick called for additional agenda items. There were no additions.

Financial

CFO Heather Verble presented a recap of her January Financial Update. Numbers for the Midwinter Convention were not yet available to offer a financial summary of the convention. Discussion was held.

President Elswick requested that the CEO/CFO present a financial summary of the 2014 Midwinter Convention as soon as numbers are available.

District Presidents' Council Update

President Elswick called on Bill Colosimo, District Presidents' Council Moderator. The Council held a WebEx meeting on February 9th. There has been nearly 100% participation from all districts in the DP Council teleconferences and WebEx meetings.

The DP Council is following up on the 2013 Society Forum. Fourteen districts have already developed their 2014 and 2015 Forum focus areas.

The Council is working to resurrect their "Line of Sight" document which is meant to be a living document that is accessed through Google docs. The document is intended to connect the DP Council thus allowing districts to pose and/or answer questions dealing with district operations.

The Board received a document from the DP Council which contained comments contributed by the DP Council regarding the Board's agenda topic of "background checks". Discussion was held. President Elswick asked the Governance and Bylaws Committee to review their recent recommendations (to the Board) regarding Society Youth Safety Protection Policies and to confer with him as to the appropriateness of the document being distribution outside of the Society Board. The President will either send the document or a summary of the document to the DP Council.

The DP Council asked for clarification of Society Board vacancies to be filled by the 2014 Society Board elections. President Elswick confirmed the following: Two Board Member-at-Large vacancies occur each year. Randy Loos and Gary Plaag are the two Board Members-at-Large going off the Board December 31, 2014. The following Board officers are elected each year: President, Executive Vice President and Treasurer.

The DP Council looks forward to meeting with the Society Board at the 2014 International Convention in Las Vegas.

Nominating Committee

Joe Berger, Nominating Committee Chair presented an update of the committees work. The committee has a pool of candidates but is seeking more candidates to complete their 2014 slate of nominees. Districts are encouraged to recommend candidates. The committee expects to recommend at least five candidates to the Board for elections to be held at the Las Vegas Board meeting.

The committee will present updates to the Board at each of the Board's monthly WebEx meetings.

Governance Manual Revisions

President Elswick called on Noah Funderburg, Chair of Governance and Bylaws. G&B has begun work on changes to the Board Policy Manual which will be presented to the Board for their review in May 2014. By July G&B will present recommendations to the board for changes to the Bylaws and/or Board Policy Manual with a schedule for accomplishing those recommendations.

The definition of the phrase "men of good character" continues to be discussed by the Society Ethics and Governance and Bylaws committees.

Ethics Committee Action up-date

CEO Marty Monson reported that the Society member that was expelled from Society membership by the Society Board at its January 30, 2014 Board meeting, has been notified of his expulsion.

C&J Waiver Request

CEO Marty Monson reported that following the January 30, 2014 Board meeting, at which time the Board approved a member's request to waive C&J Article 1.A.5, the member had been notified of the Board's approval of his request.

Annual Planning Cycle (2014 AIMS)

Don Fuson reported that the Committee continues to work with the CEO regarding Society AIMS. The committee will be meeting at headquarters and will be looking at metrics within programs and Operation Team areas.

CEO Report

CEO Marty Monson updated the Board on the Aptify upgrade, membership tracking, first year renewals staff calls, House of Delegates letter will be from both the CEO and Society President, and an End of Year report presented at the Las Vegas Board meeting. Mr. Monson will attend two district conventions this spring, the JAD and PIO districts.

Youth Protection Policy Recommendations

The board reviewed feedback submitted by the DP Council as requested in January and continued the discussion related to background checks. While there was not sufficient support to pursue universal consent, there was strong agreement on the need for enhanced education and situational background checks. The Ethics Committee, in collaboration with Governance and

Bylaws, will create a FAQ style document for broad dissemination to chapters and district leadership.

Closing Reports

Parking Lot

Gerry Borden reported the following Parking Lot items:

1. The CEO/CFO will present a financial summary of the Midwinter Convention to the Board as soon as possible, preferably before the March Board meeting.
2. The Governance and Bylaws Committee is to review their recent recommendations (to the Board) regarding Society Youth Safety Policies and confer with the President. President to either send the document or a summary of the document to the DP Council.

Parking Lot item being carried over from earlier Board meetings:

1. G&B and Ethics Committee will update the Board on the issue of defining the phrase “men of good character”.
2. By the May WEBEX G&B will complete all pending changes to the Board Policy Manual and present to the Board for review.
3. By July G&B will present recommendations to the board for changes to the Bylaws and/or Board Policy Manual with a schedule for accomplishing those recommendations.

Adjournment

President Elswick declared the meeting adjourned at 10:45 p.m. EST

Respectfully submitted,

Martin L. Monson, Executive Secretary

These minutes were approved as presented on June 20, 2014