

**Minutes of Board of Directors Meeting  
Society for the Preservation and Encouragement of  
Barber Shop Quartet Singing in America, Incorporated  
January 10, 2013**

Meeting called to order by President Shannon Elswick at 8:30 a.m. on January 10, 2013.

The meeting was opened with:

The Star-Spangled Banner, directed by David Calland

O Canada, directed by Gerry Borden

The Old Songs, directed by Alan Lamson

Reading of Mission and Vision Statements by Rick Ashby

Invocation led by Don Fuson

**The following action was taken:**

**Quorum:** The Secretary confirmed the presence of a quorum.

**The following were present:**

**Officers**

Society President Shannon Elswick

Society Executive Vice President Don Fuson

Society Treasurer Dwayne Cooper

Society Executive Director and Secretary Marty Monson (non-voting member)

Society Immediate Past President Alan Lamson

**Board Members**

Rick Ashby

Gerry Borden

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

David Calland

Joe Cerutti

John Miller

Gary Plaag

**Society Staff**

Patty Leveille, Executive Assistant/Office and HR Manager

Rick Spencer, Director of Operations

Heather Verble, Director of Finance

## **Guests**

President Elswick recognized:  
Past Society Presidents  
Former Society CEOs  
Society Board wives  
District Presidents

## **Installation of Board Officers**

Past Society President Dick Shaw performed the 2013 installation of officers and new Board members as follows:

Shannon Elswick, President  
Don Fuson, Executive Vice President  
Dwayne Cooper, Treasurer  
Alan Lamson, Immediate Past President  
Garry Borden and David Calland, Board Members at-large

## **Meeting Appointments**

President Elswick appointed:  
John Miller as Sergeant-at-arms  
Gary Plaag as Keeper of the Keys  
Jim Warner as Parliamentarian  
Chris Buechler as Assistant Parliamentarian  
Joe Cerutti as Parking Lot Attendant  
Dwayne Cooper as Governance Advocate

## **Additions to the Agenda**

There were no additions to the agenda.

## **Minutes**

Motion made, seconded, and unanimously adopted: to approve the minutes of the November 9, 2012 Board meeting.

Motion made, seconded, and unanimously adopted: to approve the teleconference minutes of December 16, 2012.

## **Treasurer's report**

The Treasurer introduced Society CFO Heather Verble who presented a review of the 2012 Society's November 30, 2012 Unaudited Financial Statement. Motion made, seconded, and unanimously passed: to receive the CFO's report as presented. (Attachment #1)

The Board requested that in the future Society Financial Statements (on the executive summary) include a column of the prior year's figures for ease of comparable analysis.

Staff has developed a Long Term Capital Replacement Schedule which was presented as part of the Treasurer's report.

Treasurer Dwayne Cooper presented his Treasurer's report to the Board.

The 2012 Society audit will begin in April and the final report is expected to be presented at the July 2013 Board meeting.

Motion made, seconded, and unanimously passed: to receive the Treasurers Report as presented.  
(Attachment #2)

### **Receipt of Reports**

Motion made, seconded, and unanimously passed: to receive the following reports:

#### Operations Team

1. Chorus Director Development Committee
2. CSLT
3. Contest & Judging Committee
4. Events Committee
5. Marketing & PR Committee
6. Membership
7. Music & Performance Committee
8. Youth In Harmony Committee

#### Board Standing Committees and Task Forces

1. Annual Planning Cycle Committee
2. Ethics Committee
3. Governance and Bylaws Committee \*
4. Technology Policy Task Force \*
5. 23 K Task Force \*

NOTE: Reports received but marked with \* were added to the agenda for further discussion.

A brief discussion was held regarding Board materials distributed ahead of Board meetings to District Presidents. Going forward District Presidents will be sent the Society Financials and the CEO's report prior to Society Board meetings.

### **OLD BUSINESS**

#### **Management Finance Task Force**

Rick Ashby reported that the Management Finance Task Force had not met thus no report was being offered.

#### **CEO Report**

CEO Marty Monson presented a recap of his written report. Discussion was held.

BHS Staff and the SCJC have submitted to G&B a document for the development of language of contest rules regarding district judging panel revisions. G&B will present to the Board a proposal of changes in time for Board consideration during their spring teleconference.

Membership simplification/restructuring update as well as Tracking/Monitoring of non-renewals updates are covered in the AIMs report Attached. (*Attachment # 3*)

Mr. Monson presented to the Board the 2013 Society budget which was unchanged from the 2013 budget provisionally adopted at the November 9, 2012 Board meeting. Discussion was held.

Motion made, seconded, and unanimously passed to adopt the 2013 budget as presented.

Motion made, seconded, and unanimously passed to receive the CEO's report as presented.

### **Committee Descriptions**

President Elswick announced that he will be working with G&B to cleanup inconsistencies of Society job descriptions in various Governance Manuals and Society Bylaws.

### **Mixed Harmony Affiliate Task Force**

Joe Cerutti presented a verbal report on behalf of the Mixed-Harmony Affiliate Task Force. The task force had been charged with identifying the opportunities, benefits, obstacles, and consequences of establishing such an affiliate organization and with providing the preliminary framework for the structure, programming, and purpose of the affiliate. While there has been much discussion about the details required to institute a Mixed-Harmony Affiliate, there are still far more details to be discussed, including the details of the Affiliate Agreement and creating an organizational structure for managing the Affiliate.

The task force will continue their work with Governance and Bylaws to set up an organizational structure for the Affiliate organization, formulating the required bylaws, incorporation, etc. A report by the task force as well as G&B proposed documents in support of the above is expected to be received by the Board in time for their March teleconference.

### **Global Strategy Development Task Force**

Gary Plaag presented a verbal report on behalf of the task force. The Task Force and Society CEO have been working in tandem to address unresolved questions of our Affiliates. The Task Force is now free to move forward with non-operational issues. Within the next few weeks the task force will receive their next charge. Discussion was held regarding what the future outcome of the Board's global efforts is desired to be.

### **Foundation for a Lifetime of Learning Task Force**

David Calland presented a verbal report on behalf of the task force. The task force recommends that the Barbershop Harmony Society should consider being the creator of homeschooling vocal music curriculum in a joint effort between the Society, Sweet Adelines International and, Harmony Inc.

CEO Marty Monson indicated that by the Spring Board teleconference he hoped to have feedback and suggestions to offer the Board on moving forward with the Foundation for a Lifetime of Learning idea.

### **Information Technology Policy**

Don Fuson presented his report on behalf of the Information Technology Policy Task Force. Mr. Fuson thanked the task force members for their excellent work. Committee members are: Casey Parsons, Dan True, Steve Tremper, Kevin Williams, Steve Zorn and Chairman Don Fuson. Discussion was held.

Motion made, seconded, and unanimously passed to: adopt the statement of IT Policy as presented to the Board as the official IT Policy position of the Barbershop Harmony Society.

The Board directed G&B to insert this policy statement in the Society Rules and Regulations Handbook as soon as possible and reissue the manual.

## **NEW BUSINESS**

### **23K Task Force Proposal**

Montana Jack Fitzpatrick presented to the Board the President's 23K Task Force first report. The purpose of the task force is:

- To make personal contact with every Society member
- To understand each member's satisfaction with the barbershop experience
- To hear how each member would do it differently
- To hear each member's dream for the Society
- To give each member the opportunity to serve
- To have each member tell us about himself
- To build an army of ready, willing, and able volunteers
- To formulate aggressive strategies and tactics for the future

Discussion was held regarding the 2011 Chapter Visitation Program. The final data is still being compiled by the Society's CSLT committee. The Board and the District Presidents are still very interested in receiving a final report of the Chapter Visitation Program. That final data is expected to be completed in time for the Board's review prior to their spring teleconference.

Discussion was held with the District Presidents and Board regarding the 23K proposal. District Presidents and Society Board members agreed to support the program.

### **Keynote Address**

CEO Marty Monson presented an inspiring keynote address. Mr. Monson's speech was well received by the Board and those in attendance.

### **Society Board / District Presidents**

The Society Board and District Presidents met. Discussions topics were announced before the convention and primarily surrounded the topics of "what our membership feels is of value to them regarding their membership in the Society" and "ways to make conventions more fun." Discussions were lively and productive.

### **Governance and Bylaws**

#### **SCJC Contest Rule Amendment**

Motion made, seconded, and unanimously passed to: adopt the proposed change to the Singing Category Description as follows:

The Singing judge evaluates the degree to which the performer achieves artistic singing in the barbershop style. Artistic singing is accomplished through precise intonation, a high degree of vocal skill and appropriate vocal expression, and a high level of unity and consistency within the ensemble. Mastering

these elements creates a fullness and expansion of sound, and when combined with expressive vocal skills will convey a feeling of genuine emotion to support the message of the song.

### **Finance Committee**

At the November 2012 Board meeting the Board discussed the possibility of developing a Finance Committee which would replace the Finance Management Task Force established in 2011. The Board also directed G&B to develop wording to clarify the purpose and functionality of the committee using the proposed Finance Committee document (Version 10-24-2012) to be incorporated into the Policy Manual. G&B has not yet completed these Board request. It is expected that G&B will submit these requested items in time for the Board's March 2013 teleconference.

Motion made, seconded, and unanimously passed to: authorize the President to appoint a Finance Task Force in the interim until a Finance Committee is appointed.

President Elswick appointed the following members of the Finance Task Force: Chairman Rick Ashby, Dwayne Cooper, Alan Lamson, Don Fuson, and staff support appointed by Marty Monson. Once the Board approves the G&B documents governing the Finance Committee, the appointed Finance Task Force will become the Finance Committee.

### **Lone Star Harmony Brigade**

President Elswick announced that the Lone State Harmony Brigade has formally requested approval by the Board to become a subsidiary of the Barbershop Harmony Society. Jim Warner advised the Board that the Governance & Bylaws Committee has reviewed and approved the proposed bylaws of the Brigade, and is presently reviewing the proposed articles of incorporation by which the Brigade will be incorporated in the state of Texas.

Motion made, seconded, and unanimously passed: to grant subsidiary status to the Lone Star Harmony Brigade, subject to the approval by the Society's Governance and Bylaws Committee of the articles of incorporation, subsidiary agreement, and the other documents required in connection with the organization and acceptance of the Brigade as a Society subsidiary.

### **District Presidents**

District President's Moderator, Mike Ott, addressed the Board. The District Presidents have been focusing on membership growth and retention for the past few years. The DP's are now focusing on "What is the value of being a part of the Society"? "How can we get that value message out to others?" "The DPs are appreciative of the Society staff and Board for their dedication to the partnership with the District Presidents and the DPs are looking forward to working with the Board and staff to spread the word of what is our value.

### **CEO Executive Limitations**

The following Executive Limitations were reviewed and discussed with and acknowledged by the Board:

November 2012 Executive Limitations  
Budgeting/Forecasting, Financial Condition, Conventions, Expansion and Development of Barbershop Singing in the World, Membership Trends, and Membership Growth Plan.

## January 2013 Executive Limitations

General Executive Constraint, Financial Condition, Treatment of Staff and Volunteers, Emergency Executive Succession, Expansion/Development of Barbershop Singing in the World, Membership Trends and Membership Growth Plan.

Board members signed the CEO Monitoring Report indicating their acceptance of the report.

## **CLOSING**

### **Governance**

As called for in the Board Policy Manual, the following Governance Process policies were reviewed and it was determined by the Board that the Board was in compliance with these policies:

- Governing Style
- Board Job Description
- The Role of the Society President as Chairman
- Board Committee Principles
- Board Committee Structure
- Annual Board Planning Cycle
- Monitoring Organizational Performance

### **Governance Advocate**

As Governance Advocate, Dwayne Cooper offered his thoughts on the Governance Process policies being reviewed during this Board meeting. Mr. Cooper stated that he “found no exception to and of the governance process.”

### **Parking Lot**

Joe Cerutti reported the following Parking Lot items:

- |   |                |
|---|----------------|
| 1. Revise long term reserve and contingency fund wording in EL    | Rick Ashby     |
| 2. Consider information to be sent to DPs from Board packet       | Monson         |
| 3. Submit amendment for Finance Committee                         | G&B            |
| 4. Mixed Harmony Affiliate Task Force update report               | Joe Cerutti    |
| 5. Global Strategy Task Force update report                       | Gary Plagg     |
| 6. Develop wording for Privacy Policy                             | G&B            |
| 7. Finalize language on convention model for District Contest     | G&B/Monson     |
| 8. Committee descriptions (Bylaws vs. Governance Manual)          | G&B/Elswick    |
| 9. Develop language for Finance Task Force rules                  | G&B/Ashby      |
| 10. 23K update report   | Elswick        |
| 11. Prior year comparison to be included in CFO Executive Summary | Monson/Verble  |
| 12. Chapter Visitation Data compiled and communicated to BOD/DPs  | Monson/Spencer |

### **Sergeant-at-arms**

John Miller presented to the Board a humorous, thoughtful, and thorough report.

### **Special Presentation**

CEO, Marty Monson presented a token of special recognition for the dedicated work given the Society Board by Immediate Past Present, Alan Lamson and 2011 Society Treasurer, Dwayne Cooper. Mr. Monson also presented Mr. Lamson with a scrapbook of his term of office as well as a proclamation notating his loyalty and service to the Board and Society. A rousing round of applause was offered and graciously accepted.

### **Adjournment**

The meeting was adjourned by the singing of “Keep the Whole World Singing”, directed by Shannon Elswick.

Respectfully submitted,

Marty Monson, Secretary

Approved