

**Minutes of Board of Directors Meeting  
Society for the Preservation and Encouragement of  
Barber Shop Quartet Singing in America, Incorporated  
January 25, 2015**

Meeting called to order by President Don Fuson at 7:00 p.m. Central Time on January 25, 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  
Dick Powell  
John Santora

**Society Staff**

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

**Guests**

President Fuson recognized guests:

- Noah Funderburg, Chair of Governance and Bylaws Committee
- Chris Buechler, Committee member of Governance and Bylaws Committee

## **2015 Budget Adjustment**

CFO Erik Dove and CEO Marty Monson introduced at the January 8, 2015 Society Board meeting, documents in support of their request for an adjustment to the 2015 Budget which included a major funding for a HQ IT Project and new Outreach full-time position. President Fuson referred the topic to John Santora, Chair of the Finance Committee, and requested the committee meet and review any recommendations regarding the request for an adjustment to the 2015 budget. The Committee met following the January 8<sup>th</sup> Board meeting and provided documents in support of the CFO and CEO's request for the 2015 budget adjustment to the Board for consideration at its January 25<sup>th</sup> Board meeting. Mr. Santora stated, on behalf of the Finance Committee, that "the committee recommends the Board approve the proposed changes as presented". Discussion was held. Motion made, seconded, and passed to approve the proposed modifications to the 2015 Budget.

The Board requests the CEO offer quarterly updates to the Board regarding timelines toward the completion of the headquarters IT project.

## **Program Funds**

Following his attendance at the Harmony Foundation International Board of Trustees meeting in New Orleans, CEO Marty Monson reported on his discussions with the Trustees and his subsequent meeting with the BHS Finance Committee held by teleconference on January 19, 2015. Specifically Mr. Monson discussed the Harmony Foundation's desire to revisit conversations held at the end of 2014 regarding BHS's offer of support to assist in HFI's debt reduction plans. Following discussions with the Finance Committee, the committee expressed its support to pursue discussions with HFI and recommended that the two CEOs of BHS and HFI as well as the Society President and HFI Board Chair convene to discuss options and ensure the parties' interests were aligned, bringing in their respective counsels, Noah Funderburg and Jim Warner, as needed to help word the potential proposals. Mr. Monson stated that such meetings were being scheduled.

## **Future Schedule**

The next scheduled Society Board of Directors WebEx call will be held on February 22, 2015.

## **District Dissolution**

Doug Brown asked the question that "if there was a need for a district to be dissolved who would own that process (governance or operations)." President Fuson asked Mr. Brown to address this query with the Governance and Bylaws Chair, Noah Funderburg. If after discussion the G&B Committee finds additions or changes to Society Bylaws is required, they will offer the Board recommendations regarding the dissolution of a district.

## **Governance and Bylaws**

Chris Buechler G&B Committee member reported to the Board that the committee was reviewing the Bylaws regarding House of Delegate meetings. Standard district bylaws, as they currently exist, provide for “at least two House of Delegates meetings a year.” G&B has had several enquiries from districts asking if there will be any modifications to the current rules regarding HOD meetings. G&B will bring to the Board recommendations for potential rule changes regarding the required number of yearly HOD meetings.

## **CLOSING**

### **Parking Lot**

The following Parking Lot items are carried over from the January 8<sup>th</sup> Board meeting. Three Parking Lot item were added during this WebEx (see number 7, 8 and 9).

1. The Executive Limitation Task Force recommends the Board discuss the appointment of a permanent Governance Advocate to insure issue to issue, year-to-year continuity. If taken this action would require modifications to Society Bylaws. (See ELTF final report-dated Dec.19, 2014)
2. The Executive Limitations Task Force report included several questions posed by the Task Force that need additional analysis to resolve.
3. HQ Staff will advise the Board how the code of ethics language change will be implemented in relation to notification of membership via publication, website, membership cards, etc.
4. Per Ethics Committee, Ethics complaint matters need to be formalized and streamlined at the District and International levels. Ethics committee seeks feedback. Districts need to establish or identify District Ethics chair.
5. The Finance Committee will review and summarize Budget Modification proposal prior to the February 1st WebEx meeting.
6. International Competition policy passed with discussion to continue. Some aspects need to be filled in with greater specificity. (Admin fee)
7. Doug Brown to communicate with G&B regarding process of the dissolution of a district. After discussion, the G&B Committee may bring to the Board suggestions toward proposal rule changes.

8. G&B to bring potential HOD rule changes to Society Bylaws for possible Board consideration and action.
9. G&B to develop guidelines for Society Board teleconference vote procedures.

**Adjournment**

The meeting was adjourned at 7:45 p.m. Central Time.

Respectfully submitted,

Martin L. Monson, Executive Secretary

Approved as presented Feb. 22, 2015