

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
January 30, 2014**

Meeting called to order by President Shannon Elswick at 7:30 a.m. on January 30, 2014.

The following action was taken:

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

The meeting was opened with:

The Star-Spangled Banner, directed by Randy Loos

O Canada, directed by Alan Lamson

The Old Songs, directed by Dwayne Cooper

Reading of Mission and Vision Statements by Dick Powell

Invocation led by Shannon Elswick

The following officers were present:

Officers

Society President Shannon Elswick

Society Immediate Past President Alan Lamson

Society Executive Vice President Don Eison

Society Treasurer Dwayne Cooper

Society Executive Secretary Marty Monson

The following Board Members were Present:

Gerry Borden

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

Skipp Kropp

Randy Loos

Gary Plaag

Dick Powell

Others Present

Past Society Presidents

- Terry Aramian
- Darryl Flinn
- Roger Lewis
- Dick Shaw

District Presidents Council

Rick Ashby Chair of Finance Committee

Society Staff

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

Guests

Society Board Nominees:

Doug Brown
Gene Cokeroft
John Schneider

Meeting Appointments

President Elswick appointed:
Gary Plaag as Sergeant-at-Arms
Gerry Borden as Keeper of the Keys
Chris Buechler as Parliamentarian
Dick Powell as Parking Lot Attendant
Skipp Kropp as Governance Advocate

Waiver of Notice Requirement

President Elswick reminded the Board that materials related to this Board meeting were not received by Board members in the required time frame. Motion made, seconded, and passed to waive the notice requirement regarding reports and documents in support of this meeting's agenda.

Special Election of Board Member-at-Large

The Nominating Committee report was previously submitted to the Board as follows:

Pursuant to Section 7.01(b) of the Society Bylaws, the following candidates are hereby placed in nomination for election by the Board of Directors of the Barbershop Harmony Society, at its meeting to be held in Long Beach, California, on January 30, 2014. The term of office begins January 1, 2014 and ends December 31, 2015.

Two-year term: (to fulfill the vacated Board term of David Calland)

Nominated by the Society Nominating Committee with the recommendation of the seventeen Districts:

Board Member at-Large	Doug Brown
(one to be elected)	Gene Cokeroft
	John Schneider

The nominees for Board Member at-Large addressed the Board before a secret ballot was taken. Following the tabulation of the ballots by the parliamentarian and the BHS Executive Assistant (acting as tellers), President Elswick announced the result as follows:

Board Member at-Large	Doug Brown (term of office runs through Dec. 31, 2015)
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Board Installation

President Elswick introduced Immediate Past President Alan Lamson as the 2014 Installing Officer for the Society Board of Directors. Mr. Lamson offered a memorable installation ceremony and declared the 2014 Officers and Board duly installed.

Keynote Address

President Elswick introduced John Miller who delivered an outstanding keynote to which he received an enthusiastic standing ovation.

Additions to the Agenda

There were no additions to the agenda.

Minutes

Motion made, seconded, and adopted: to approve the minutes of the October 13, 2013 Society Board WebEx meeting.

Motion made, seconded, and adopted: to approve the minutes as corrected of the November 2, 2013 Society Board meeting.

Motion made, seconded, and adopted: to approve the minutes as corrected of the December 8, 2013 Society Board WebEx meeting.

District President Moderator

President Elswick introduced District President's Moderator, Bill Colosimo. Mr. Colosimo shared with the Board the DP Councils' progress toward plans for 2014. The Council will be working on a document intended to leave a legacy for future DP Council members. Mr. Colosimo stated that the DP Council was thankful for the opportunity to contribute to the Board WebEx meetings. The Council appreciates being given the opportunity to contribute to Board discussions and looks forward to meeting with the Board at the 2014 International Convention meetings.

Treasurer's Report

President Elswick called on Treasurer Dwayne Cooper who presented his January 2014 Treasurer's report to the Board. *Treasurer's Report (attachment #1)*

Mr. Cooper reported that the 2013 Society Audit Report will be presented to the Board for review at the 2014 International Convention

Chief Financial Officer Report

President Elswick called on CFO Heather Verble who presented a review of the Society's December 2013 Unaudited Financial Statements Report. Discussion was held.

Treasurer, Dwayne Cooper, CFO, Heather Verble, and Finance Committee Chair Rick Ashby fielded questions.

Motion made, seconded, and passed to receive the Treasurer's and Chief Financial Officer's reports as presented.

OLD BUSINESS

Annual Planning Cycle Committee

President Elswick called on Don Fuson who presented a recap of the APC committee's work during 2013 as well as goals for 2014 and 2015. Discussion was held. By the March WEBEX the APC will complete a "mapping" of 2014 AIMS to as embodied in governing documents and provide the Board with an initial assessment.

By the April WEBEX the APC will provide the board with a final statement of proposed 2014 AIMS, projects, metrics, and status.

Youth Safety and Protection

President Elswick called on Marty Monson who presented to the Board the recommendations of the Governance and Bylaws Committee regarding Society Youth Safety and Protection Policies. The committee report covered the effectiveness of current Society policies in promoting a safe and positive environment for youth who participate in Society activities and recommendations regarding revisions or additions that would strengthen Society policies. Discussion was held. Governance and Bylaws will present recommendations to the board for changes to the Board Policy Manual and the Rules and Regulations regarding Youth Safety and Protection by the July 2014 Board meeting.

Staff and the Governance and Bylaws Committee will bring to the Board recommended changes to Society By-Laws regarding asking/requesting members to consent to a criminal background check. Further discussion will be held on the Board's February WebEx.

Governance Manual Revisions

President Elswick called on G&B Committee member Chris Buechler who updated the Board on the revisions of the Society's Board Policy Manual and the Rules and Regulations Handbook. The committee is in the process of reorganizing all governance documents.

By the Board's May WebEx meeting, G&B will present all pending changes to the Board Policy Manual and to the Rules and Regulations Handbook.

At its July Board meeting, G&B will present all proposed changes to the Board Policy Manual and the Rules and Regulations Handbook.

Volunteer Army (Formerly 23K)

President Elswick presented an updated report on behalf of the Volunteer Army. The Volunteer Army will work with Society staff to: call all first year members prior to the member's renewal date, design a process to work proactively with chapters to report their 990 Financial and State Audits in a timely manner, and will work to develop a new chapter growth process.

- Collaboratively work with District Leaders to identify potential chapter extension sites
- Train volunteers in the process of starting chapters
- Chapter Growth Manual has been written

NEW BUSINESS

Appointment of Executive Limitations Task Force

President Elswick has appointed Alan Lamson to chair a task force to evaluate and bring to the Board recommendations regarding the Executive Limitations currently in place. The current Executive Limitations' have not been reviewed for 10 years. Other members of the task force will be Gary Plaag, and Skipp Kropp, with President Elswick and Marty Monson serving in ex officio roles.

Ethics Committee

The Society Ethics Committee received an official complaint from a district. The Board received a report that after discussion and following the Society's guidelines, the Society Ethics Committee has officially and unanimously recommended to the Society Board that a Society member's membership be expelled.

The Board discussed the committee's report and recommendation. Motion made, seconded, and passed to support the recommendation of the Society Ethics Committee to expel the membership of a Society member, effective immediately.

Honorary Membership Committee

President Elswick reviewed with the Board the recommendations of the Honorary Membership Committee. The Board received the report of the Honorary Membership Committee for the 2014 Honorary Membership recipient. Discussion was held.

Motion made, seconded, and passed to adopt the recommendations of the Honorary Membership Committee and to authorize the committee to move forward with their selected person and/or group.

SCJC Waiver Request

SCJC reviewed a waiver request of C&J Article 1.A.5 and in a report received by the Board presented their thoughts to the Board for consideration and action. The waiver was requested by a member who had previously qualified in another district for the 2014 International Quartet Contest. The member has relocated to a new district and request he be allowed to compete with his new quartet in prelims.

Motion made, seconded, and passed to: grant the waiver as requested.

Chief Executive Officer Report

President Elswick called on Marty Monson who recapped his 2013 Year End Review. The report covered the following: Staff and Volunteers, BHS Interns, Music & Performance, Marketing & Public Relations, Outreach, DP Council, BHS and HFI relationship status, Membership Services, Membership Metrics, Education, Harmony University, Events, Harmony Marketplace, Shared Services, Marketing and Branding, Year End Reporting (of Finance, External Image and Public Awareness). Also reported on

were revenue potentials for BHS headquarters, organizational structure update, the Society's data base system (Aptify) upgrade, and Executive Limitations.

Motion made, seconded, and passed to receive the CEO and reports as presented.

2014 Schedule and Assignment Review

Don Fuson updated the Board on Society Board members' liaison roles as well as District House of Delegates assignments.

Executive Limitations

The following Executive Limitations were reviewed and discussed with and acknowledged by the Board: General Executive Constraint, Financial Condition, Treatment of Staff and Volunteers, Emergency Executive Succession, Expansion/Development of Barbershop Singing in the World, and Membership Trends and Membership Growth Plan.

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
- Board Members' Code of Conduct
- Monitoring Organizational Performance

Special Presentation

CEO Marty Monson presented a token of appreciation for the dedicated work given the Society Board by 2013 Society President Shannon Elswick and 2013 Society Treasurer Dwayne Cooper.

Governance Advocate Report

As Governance Advocate, Skipp Kropp offered his thoughts on the Board's adherence to the governance process. Mr Kropp complimented the Board on their understanding of governance processes as well as their acknowledgment of operational management responsibilities.

Parking Lot

Dick Powell reported the following Parking Lot items:

1. By the March WEBEX the APC will complete a "mapping" of 2014 AIMs to Society Purposes as embodied in our governing documents and provide the board with an initial assessment.

2. By the April WEBEX the APC will provide the board with a final statement of proposed 2014 AIMS, projects, metrics, and status.
3. In the February WEBEX the board will discuss what may be the logical next steps to address the recommendations of the Youth Protection Policy review report.
4. By the May WEBEX G&B will complete all pending changes to the Board Policy Manual and present to the Board for review.
5. 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.

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”.

Sergeant-at-arms

Gary Plaag presented to the Board a humorous, thoughtful, and thorough report.

Adjournment

The meeting was adjourned by the singing of *Keep the Whole World Singing*, directed by Doug Brown.

Respectfully submitted,

Martin L. Monson, Executive Secretary

These minutes reflect corrections as approved on June 30, 2014