

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
January 8, 2015**

Meeting called to order by President Don Fuson at 8:30 a.m. on January 8, 2015.

The following action was taken:

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

The meeting was opened with:

The Star-Spangled Banner, directed by John Donehower

O Canada, directed by Gerry Borden

The Old Songs, directed by Shannon Elswick

Reading of Mission and Vision Statements by Doug Brown

Invocation led by Shannon Elswick

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 (attended via teleconference)

John Santora

Society Staff

Erik Dove, CFO

Chip Gallent, Director of Operations

Erin Harris, Project Manager
Patty Leveille, Executive Assistant/Office and HR Manager

Guests

President Fuson recognized guests:

Past Society International Presidents

- Bill Biffle
- Shannon Elswick
- Darryl Flinn
- Noah Funderburg
- Alan Lamson
- Roger Lewis
- Dick Shaw

District President's Moderator Murray Phillips

- 17 Society District Presidents

Sharon Miller Chair of Harmony Foundation Board of Trustees

Keven Keller Society SCJC Chair

Jim Bagby 2015 Installing Office

Rena Klocke Secretary of Barbershop in Germany

David and Jackie Fuson

President Fuson recognized Immediate Past President Shannon Elswick who presented Alan Lamson, 2011-2012 Society President, his Past Society President pin.

Instillation of Officers

Mr. Jim Bagby performed the 2015 Society Board of Directors Installation of officers and Board. Those being installed were as follows:

President, Don Fuson

Executive Vice President, Skipp Kropp

Treasurer, Dwayne Cooper

Immediate Past President, Shannon Elswick

Ed Bittle Board Member-at-Large

John Donehower Board Member-at-Large

John Santora Board Member-at-Large

Waiver of Notice Requirement

Motion made, seconded, and passed to waive the requirement of two week receipt of the Society Contest and Judging Committee and Financial Committee reports.

Additions to the Agenda

There were no additions to the agenda.

Meeting Appointments

President Fuson appointed:
Gerry Borden as Sergeant-at-Arms
Ed Bittle as Keeper of the Keys
Noah Funderburg as Parliamentarian
John Donehower as Parking Lot Attendant
Skipp Kropp as Governance Advocate

Consent Calendar

Motion made, seconded, and passed to receive the following report:

- Ethics Committee Report

Minutes

Motion made, seconded, and passed to approve as presented both the Society Board minutes of November 1-2, 2014 and the Society Board Executive Session Minutes of November 2, 2014.

District President Moderator

District President Moderator Murray Philips addressed the Society Board on behalf of the District President's Council. The DP Council had met on January 7th and shared a portion of their meeting with Society staff. Mr. Phillips reported that after presentation by staff of the proposed Member-at-Large membership status the council had voted unanimously to support the approval of the proposed Member-at-Large status. The council also unanimously accepted the format and timing change of the Society run Leadership Forum. The DP Council has appointed a task force that will work with the CEO and staff to develop Leadership Forum curriculum.

The DP Council shared with the Board that the timing of the 2015 Midwinter Convention caused some issues with the scheduling of District Leadership Schools and the council respectfully requests that the Midwinter Convention no longer be slated for early January.

Mr. Phillips recognized the District Executive Vice Presidents present.

President's Slogan

President Fuson announced that his 2015 presidential slogan will be *Share Your Music...Enrich and Expand Your World.*

Financial Report

Treasurer Dwayne Cooper presented his Treasurer's Report and CFO Erik Dove presented the Society's Forecast report. The 2013 Audit is complete and has been reviewed by the Finance Committee. A capital reserve fund has been established for the purpose of keeping the Society HQ building in good repair and to ensure that future capital improvements are funded.

Mr. Dove announced that the 2014 Audit has begun.

Motion made, seconded, and passed to receive the final 2013 Society audit as presented.

Motion made, seconded, and passed to receive the November 2014 Financials as presented.

OLD BUSINESS

Receipt of Reports

President Fuson reminded everyone of the need to respect the two week receipt of reports prior to Society Board meetings. Currently the Board meets by teleconference on the third Sunday of each month however consideration to meeting the fourth Sunday of the month (to allow for financials to be reviewed) may need to be considered.

Executive Limitations Task Force

Alan Lamson chair of the Executive Limitations Task Force presented the final recommendations of the task force. Task Force members were Gary Plaag, Skipp Kropp, and Alan Lamson. The task force presented for the Board's consideration a CEO Job Description and revisions to the Executive Limitations of the CEO. Discussion was held.

Motion made, seconded, and passed to adopt the changes suggested to the Executive Limitations by the Executive Limitations Task Force.

Motion made, seconded, and passed to adopt the changes suggested by the Executive Limitations Task Force to the CEO Job Description.

Motion made, seconded, and passed to amend the wording of the CEO Job Description (#4) to add the words "and consistent with Executive Limitations".

Motion made, seconded, and passed to add to the CEO Job Description (#16) the word "emergency" changing the wording to "two designees as *emergency* successors".

Motion made, seconded, and passed to change the word "Ensure" to "Encourage" in item #8 of the CEO Job Description.

Motion made, seconded, and passed to adopt the CEO Job Description as amended.

CEO Evaluation Committee

The CEO Evaluation Committee has completed their work as outlined in the committee's job description. The report will be presented to the Board for their consideration.

SCJC Proposals

President Fuson recognized SCJC Chair, Kevin Keller. At the November 2014 Board meeting Mr. Keller presented to the Board for discussion and consideration several items that would require Board action. Discussion was held and the SCJC Committee was to work with the

Governance and Bylaws Committee to develop wording for possible rule changes to be considered by the Board at the January 8, 2015 Board meeting. Mr. Keller reviewed the proposed rule changes. Discussion was held.

Motion made, seconded, and passed to adopt the proposed contest rules, as presented, by the SCJC and G&B committees.

Annual Planning Cycle (2015 AIMS)

Society EVP Skipp Kropp reported on behalf of the Annual Planning Cycle Committee. Mr Kropp serves the committee as chair with Board members Doug Brown and Dick Powell. At the Board meeting during the Forum, the Committee recommended, and the Board approved carrying over the 2014 AIMS in 2015.

Goals of the committee for 2015 are:

- To develop 2015 metrics for the Boards consideration by the July Board meeting.
- To present to the Board at their fall Board meeting the proposed 2016 AIMS and metrics.

The 2015 AIMS are as follows:

- Goal 1: BHS rebranding effort and launch
- Goal 2: Financial rebalance
- Goal 3: Leverage success of Outreach and grow to new heights
- Goal 4: ALL members working together
 - Area 1: Help with recruiting
 - Area 2: More visits from and communication with officers and staff
 - Area 3: Provide coaching help to chapters
 - Area 4: Help chapters plan and implement shared activities
 - Area 5: Modernize music and arrangements available through BHS

Governance Manual Revisions – Code of Ethics

G&B Chair Noah Funderburg presented the committee's report. The Committee has been working with the Ethics Committee to study and make recommendations to the Board on possible changes to the Society's Code of Ethics in particularly Canon #4 which includes the phrase "men of good character". The Ethics Committee suggest they can work best with the Code of Ethics as it currently reads so no suggested changes are being recommended by the Ethics Committee at this time. Discussion was held.

Motion made, seconded to amend Canon 6 of the Code of Ethics to read "We shall only continue singing in public when it is apparent the audience desires us to do so". Discussion was held followed by vote. Motion defeated.

Motion made, seconded, and passed to amend Canon 7 to read: "We shall not use our membership in the Society primarily for personal gain".

Staff will update the Society's website to reflect the change made to Canon 7 of the Code of Ethics. When membership card supplies are exhausted, new membership cards will be ordered to reflect the amended change.

Governance – Men of Good Character

President Fuson declared that the request for G&B and Ethics committees to discuss the phrase "men of good character" has been satisfied and will be removed from the Board's Parking Lot.

Ethics Process Revisions

G&B and Ethics Committees have been working together to refine the current Society ethics complaint procedures. G&B presented to the Board a draft of their proposed suggestions to streamline the current ethics complaint procedures. G&B will continue their work towards the streamlining of the Society's ethics complaint procedures(s) and will present a completed draft for the Board's consideration.

NEW BUSINESS

2015 Committees

President Fuson announced that 2015 Committee Chairs and committee members were sent to the Board via email, and other Society appointments will be shown in the 2015 Society Roster.

G&B Revisions – Membership-at-Large

Mr. Funderburg presented to the Board recommended wording for the adoption of a Barbershop Harmony Society Member-at-Large status.

Motion made, seconded, and passed to adopt the wording as presented by G&B for the new membership status of Member-at-Large. The wording adopted is as follows:

Member-at-Large. Men who are otherwise eligible as men of good character, and not under suspension or expulsion as a regular member of the Society, may join the Society as a member-at-large. Such members will have all rights, responsibilities, and benefits of a regular member of the Society except the ability to hold office and to compete in any district, division or international chorus, quartet, or senior's quartet contest. Members-at-large shall pay applicable Society dues but shall not belong to a chapter or district and, as such, shall not be required to pay any chapter or districts dues. In the event a member-at-large desires to compete, hold office, or otherwise receive the benefits of a chapter and district affiliation, such member may apply to join a chapter, including the Frank Thorne chapter for purposes of competing but not to hold office, and, once accepted by that chapter and upon payment of any required chapter and district dues, shall be eligible to compete in district chorus and quartet contests on the same basis as any other regular member. Dues for members-at-large shall be in an amount as determined, from time to time, by the Society Board of Directors.

Honorary Membership Recommendation

The Honorary Membership Committee had sent to the Board its recommendation for Dr. Lynn Abbott to grant the title of Honorary Member of the Barbershop Harmony Society. Further the committee requested that the Honorary Membership be presented to Dr. Abbott at the 2015 Midwinter Convention. Discussion was held.

Motion made, seconded, and passed to bestow the status of Honorary Membership on Dr. Lynn Abbott. Dr. Abbott will be presented his honorary membership during the 2015 Midwinter Convention.

Chief Executive Officer Report

President Fuson called on Marty Monson, who reviewed his report to the Board. Staff members Erin Harris, Chip Gallent and Erik Dove assisted in the presentation of the CEO's report to the Board. The report covered the following: 2015 Aims and Program Alignment, Organization Review, Program Planning and Project Prioritization Project Management, Membership Growth Plan/Strategic Ops Teams, membership services, Events/Conventions, Harmony University, Leadership Forum, Outreach, Harmony Marketplace, Shared Services, Social Media, Financial Services, Insurance, Building Maintenance, Open Board Pilot Project, IT Update-Aptify, Global Harmony, International Competition Review, and Finance Update 2015 Budget Modification.

International Convention and Competition

CEO Monson discussed with the Board the official name of the Society's international convention name as well as BHS affiliates receiving invitation to compete in international conventions and competitions and how membership in the Society affects eligibility to compete in BHS international competitions. Discussion was held.

The official name of the international competition and convention will be *The International Barbershop Quartet and Chorus Competition presented by the Barbershop Harmony Society.*

Motion made, seconded, and passed to adopt the following as it pertains to BHS international quartet and chorus competitions:

Does a competitor have to be a Society member to be eligible to win?

- Yes – if you are within the BHS
- No – if outside the BHS
 - You have to secure an invitation from the BHS CEO.
 - You must be in good standing with your local barbershop organization
 - You must agree to pay a judging/admin fee above the International convention registration fee.

If you win...

The “give back/Goodwill Ambassador” expectations kick in that would include reasonable PR efforts for BHS and World Barbershop Harmony

Membership in good standing to the Affiliate or BHS would be required as long as actively representing the BHS Gold Medal.

2015 Budget Adjustment

CFO Erik Dove and CEO Marty Monson introduced the documents for an adjustment tot the 2015 Budget to include a major funding of the HQ IT Project. After some discussion, President Fuson referred this topic to John Santora, Chair of the Finance Committee, and requested the committee meet and review any recommendations. Pending this recommendation, an extra Board WebEx call will be scheduled for February 1, 2015 or earlier on January 25, 2015.

Future Schedule

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

CLOSING

Executive Limitations

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

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

Governance

As called for in the Board Policy Manual, the following Governance Process policies were reviewed by Executive Vice President, Skipp Kropp. 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 Immediate Past President Shannon Elswick with a scrapbook documenting his two years as Society President and a special gift thanking him for his dedication and work with staff, Society Board, Districts and Society membership. Mr. Elswick graciously thanked everyone for his gift and acknowledged a rousing standing ovation offered by those present.

Parking Lot

John Donehower reported the following Parking Lot items:

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)

Sergeant-at-arms

Gerry Borden 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 Ed Bittle.

Respectfully submitted,

Martin L. Monson, Executive Secretary

Approved as corrected at the Feb. 22, 2015 BOD WebEx Meeting