

**Minutes of Board of Directors Midwinter Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
January 19, 2017**

Meeting called to order by Immediate Past President Don Fuson at 8:30 a.m. on January 19, 2017, in San Antonio, TX

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 Don Fuson
- O Canada, directed by Murray Phillips
- The Old Songs, directed by David Haedtler
- Reading of Mission and Vision Statements by Dick Powell
- Reading of the Pillars by John Donehower
- Invocation led by Matt Mercier

The following officers were present:

Officers

Society President Skipp Kropp
Society Executive Vice President Dick Powell
Society Immediate Past President Don Fuson
Society Treasurer Dwayne Cooper
Society Executive Secretary Marty Monson (Non-voting)

Board Members

John Donehower
John Santora
Matthew Mercier
Murray Phillips
Steve Denino
David Haedtler
Sharon Miller (Non-voting)

Society Staff

Erik Dove, Chief Financial Officer
Chip Gallent, Chief Operating Officer
Kevin Lynch, Chief Strategy Officer
Erin Harris, Director of Projects
Michele Niec, Executive Assistant/Office Manager

Guests

Noah Funderburg, G&B, Chairperson
Joe Berger, 2016 Installing Officer
Perry White, Incoming CEO of Harmony Foundation, Inc.
Mike Deputy, Chairman of Harmony Foundation Board of Trustee
Antonio Lombardi, Manager of Chapter Leadership and Education
Matthew Gorman, Chairman Youth Advisory Council
David Montera, DP Council Moderator

- Society District Presidents
- Society District Vice Presidents

Past Society International Presidents

Noah Funderburg
Roger Lewis
Terry Aramian
Shannon Elswick
Alan Lamson

Meeting Appointments

President Kropp appointed:
Noah Funderburg as Parliamentarian
Dick Powell as Parking Lot Attendant
Steve Denino as Governance Advocate
Dwayne Cooper as Keeper of the Keys
John Santora as Sergeant-At-Arms

Waiver of Notice Requirement

No additional material was received past deadline.

Additions to the Agenda

There were no additions to the agenda.

Consent Calendar

Motion made and accepted to receive the following reports:

- CEO Evaluation Report
- JAC Committee Report
- Ethics Committee Report
- Strategic Planning Committee Report
- Honorary Membership Committee Report
- Governance Advocate Report
- Finance Committee Report

Minutes

Motion made and passed to approve the November 19, 2016 Society Board meeting minutes as presented.

BUSINESS

Harmony Foundation Update

Harmony Foundation International interim CEO, Sharon Miller, provided the Society Board with an update on staffing, chapter visits, and the status of donors and pledges. Mrs. Miller invited incoming CEO Mr. Perry White to the podium who took a few moments to introduce himself. Mr. White will officially take office on April 3, 2017.

Governance & Bylaws

The Governance and Bylaws Committee Chair, Noah Funderburg, presented the Committee's proposal for the Society Board to revise the Board Policy Manual with changes outlined in the proposal presented in its report that would revise the Manual as follows:

- Paragraph III.F. to add language for filling vacancies on Board committees;
- Paragraph III.F.2 to increase terms to five years on a staggered basis
- Paragraph III.F.3 modifying terms of service to be consistent with similar committees
- Paragraph III.F.4 modifying terms of service to be consistent with similar committees
- Paragraph III.F.6 to increase terms to five years on a staggered basis

Additionally, the Governance and Bylaws Committee proposed that the Society Board, if the above changes were approved as presented, to authorize the Society President, assign the length of term for each member of the Committee serving in 2017 to accomplish the staggered end dates for current member terms.

Motion made and passed to accept revisions and to authorize the Society President to make appropriate committee assignments and assignments of terms of office for committee members consistent with the revisions to the Board Policy Manual as presented.

Governance and Bylaws Chairman Noah Funderburg also presented a proposal to revise Board Policy Manual III.F. 3e.6 – Honorary Membership Committee as follows:

*(6) The Society staff shall arrange for the **formal** presentation of the award to the honoree at either of the Society's annual conventions, **but may arrange for an initial presentation at a time and place convenient for the honoree.***

Motion made and passed to accept the revisions as presented.

Strategic Planning Committee

SPC Chairman, Dick Powell, reported on the status of the strategic planning process and followed up on actions tasked to the SPC at the November 2016 meeting including a recommendation to include the Pillars in the Board Policy Manual (BPM) and to further discussions on a woman's role in the Society. The SPC recommended to not include the Pillars in the BPM, and to discontinue the discussion due to the strategic planning process.

The SPC was charged with reviewing the process for establishing and communicating automatic qualification scores for the international preliminary quartet contests. The SPC recommended transferring the responsibility from the Society Board to the Executive Director.

Motion made and passed to transfer responsibility to the Executive Director.

Following that discussion, Noah Funderburg presented the following proposed changes to the Board Policy Manual:

ARTICLE V. TYPES OF CONTESTS

D. INTERNATIONAL PRELIMINARY QUARTET CONTESTS

3. Number of Finalist Quartets

Districts may exercise latitude in the number of finalist quartets, but the contest administrator may increase the number of quartets competing in the finals if he judges that more quartets have a reasonable chance of achieving the target score, which is the score allowing eligibility for the international contest adopted by the Society ~~Board of Directors~~ **Executive Director by no later than the Society's** at its annual meeting prior to the year of the international contest in question, after considering the target score recommended by the Society Contest and Judging Committee. The target score adopted by the Society Board of Directors shall remain in effect until changed by subsequent action by the Society ~~Board of Directors~~ **Executive Director**. [NOTE: Current target score is average of 76.]

Motion made and passed to accept revisions as presented.

Finance Committee

John Santora, Finance Committee Chair, highlighted the Finance Committee report and recommended approval of the 2017 Operations Budget as presented, with a request for updated 2018/19 projections. The approval of the budget was postponed to the CEO Report.

CEO REPORT

District Presidents' Council Moderator

District Presidents' Council Moderator, Dave Montera, addressed the Society Board on behalf of the District Presidents' Council. The DP Council met on January 18, 2017 with all districts represented. Mr. Montera reported on the implementation of a DPC Charter task force, operational training tracks, and task force implementation.

CEO

Marty Monson, CEO, and Erin Harris, Director of Projects, reviewed the 2016 End of Year (EOY) Letter, the Society Pillars "Glows and Grows," and provided an update on the operational business planning process. Discussion was held.

Motion made and passed to approve 2017 Operations Budget as presented.

Installation of Officers

Mr. Joe Berger performed the 2017 Society Board of Directors Installation of officers and Board. Those being installed were:

President, Skipp Kropp
Executive Vice President, Dick Powell
Treasurer, Dwayne Cooper
Immediate Past President, Don Fuson
Steve Denino, Board Member-at-Large
David Haedtler, Board Member-at-Large

Adjournment

The meeting was adjourned at 11:55 a.m. by the singing of *Keep the Whole World Singing*, directed by Skipp Kropp.

Respectfully submitted,

Martin L. Monson, Executive Secretary