

**Minutes of Board of Directors Midwinter Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
January 28, 2016**

Meeting called to order by President Don Fuson at 8:30 a.m. on January 28, 2016, in Reno, NV

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 Matt Mercier
- O Canada, directed by Murray Phillips
- The Old Songs, directed by Shannon Elswick
- Reading of Mission and Vision Statements by John Santora
- Invocation led by Skipp Kropp

The following officers were present:

Officers

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

Board Members

Ed Bittle
John Donehower
Dick Powell
John Santora
Clarke Caldwell (Non-voting)
Matthew Mercier
Murray Phillips

Society Staff

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

Guests

Noah Funderburg, G&B, Chairperson

Chris Beuchler, G&B Committee
Ron Morden, President MBHA
Patty Leveille, Secretary MBHA
David Mills, SCJC Chair
Kevin Keller, SCJC Past Chair
Daryl Flynn, 2016 Installing Officer
Sharon Miller, Chairman of Harmony Foundation Board of Trustee
Ryan Killeen, Director of Development Harmony Foundation International
Steve Zorn, DP Council Moderator

- 15 Society District Presidents
- Steve Wyszomierski - JAD (absent)
- Bob Coant – SLD (absent)

Past Society International Presidents

Dick Shaw
Darryl Flinn
Tim Hanrahan
Noah Funderburg
Bill Biffle
Shannon Elswick

Meeting Appointments

President Fuson appointed:
Noah Funderburg as Parliamentarian
Ed Bittle as Parking Lot Attendant
Ed Bittle as Governance Advocate
Dick Powell as Keeper of the Keys
John Donehower as Sergeant-At-Arms

Instillation of Officers

Mr. Daryl Flinn performed the 2016 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
Murray Phillips, Board Member-at-Large
Matt Mercier, Board Member-at-Large

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

- HOF Committee Report
- JAC Committee Report
- Ethics Committee Report
- Strategic Planning Committee Report

Minutes

Motion made and passed to approve the December 20, 2015 Society Board meeting minutes as presented.

OLD BUSINESS

REVIEW OF PARKING LOT ITEMS

1. APCC Charter Status and Strategic Plan:

- a. Final revisions to Society Bylaws Article VIII paragraph 8.01 and Board Policy Manual paragraph III G. will be posted for board review and comment by December 15th and on the agenda for board approval at Mid-Winter 2016. **Closed**
- b. Present the detailed plan for development of the BHS Strategic Plan at Mid-Winter 2016. **Closed**
- c. The Board will meet face-to-face in the spring of 2016 as part of a “deep dive” analysis at the onset of the strategic planning process. EVP Kropp will poll the board based on input from the CEO to establish a date for this meeting so the maximum number of board members can be present. – **Complete and meeting is scheduled for May 13-15, 2016**

2. G&B:

- a. Language for giving chapters the option to have up to 33% of their voting board members be non-members of the Society will be provided to the DP Council for review and comment. Comments to be provided not later than Mid-Winter 2016. **G&B and DP Council discussion moved to March 2016**
- b. Section 3.02 regarding qualifications for Honorary Membership G&B will develop language that would allow us to offer such memberships to performing groups and provide such language for board consideration by Mid-Winter 2016. G&B – **Completed by G&B as of 10:44 AM on 15 November 2015.**

3. CEO Report:

- a. Consider creating an interview for You Tube and posting on our web site to explain how to create and post content online without placing the chapter or quartet at risk. – **Chip Gallent to provide update by March 2016**
- b. A training video for Basecamp 3.0 usage will be posted by January 2016 to facilitate access to 2016 Project Management tracking information. – **The decision has been made at this time not to proceed to Basecamp 3.0. – Closed (training video for 2.0 is already available via a link from the Basecamp discussion)**

4. Other Items:

- a. Provide an update on the current processes that apply to the situation of “saving” chapter charters. **CEO and CFO, Dwayne, and John Santora to provide update by March 2016**
- b. Develop FAQs to help chapters verify and confirm they are completely compliant and legal to operate. **Dwayne and John Santora to provide update by March 2016**
- c. Board/staff efficiencies in regard to preparing for and participating in meetings and requesting information. Is there a better way to operate? **Don Fuson, Marty Monson, and Chip Gallent to provide update by March 2016**

NEW BUSINESS

District Presidents' Council Moderator

District Presidents' Council Moderator, Steve Zorn, addressed the Society Board on behalf of the District Presidents' Council. The DP Council met on January 27th and Moderator Zorn updated the Society Board on the meeting.

Harmony Foundation Update

Harmony Foundation International CEO, Clarke Caldwell, provided the Society Board with a review of 2015 accomplishments along with staff updates, and presented the 2016 development focus.

Financial Committee

John Santora, Finance Committee Chair, highlighted the Finance Committee report. Discussion was held.

CFO Report

Erik Dove, Chief Financial Officer, presented and reviewed a forecast of year-end numbers to the Society Board. Discussion was held specific to 2015 staffing changes and systems changes. Mr. Dove noted the financial audit is planned for March 2016, and a draft of the audit will be presented to the Board four weeks after the audit is complete.

SCJC

SCJC Past Chair, David Mills, and SCJC Chair, Kevin Keller, presented to the Board for discussion and consideration the acceptance of the female judges. Discussion was held to amend Article IV to include "or Associate."

ARTICLE IV: CONTEST JUDGES

A. Certification Judges (scoring judges and contest administrators) are certified by the Society Contest and Judging Committee, through its chairman, in their respective categories in accordance with their qualifications to judge one of the three scoring categories or to serve as a contest administrator. It is the duty of the Society Contest and Judging Committee, through its chairman, to provide an official register of certified and candidate scoring judges and contest administrators who are Society members or Associates.

Motion made and passed to approve the amendment to SCJC Article IV: CONTEST JUDGES

SCJC Category Specialist, Chris Buechler, reviewed proposed changes to Articles II, V, and VII

ARTICLE II: CONTEST ENTRY PROCEDURES

B. District Contests and International Preliminary Contests

1. Contest Entry A contest entry form will be sent or otherwise made available to each eligible contestant within the district by the district official(s) as specified by the district at least 30 days prior to the contest entry deadline or distributed to each eligible contestant at the qualifying contest. ~~Publication of the entry form in the district bulletin or other district publication(s) circulated to all members of the district shall satisfy the requirement of this section.~~ The DRCJ is responsible for providing the contest entry form to each eligible contestant.

D. International Seniors Quartet Contests

1. Contest Qualification

a. District Representative: The highest scoring declared seniors quartet from each district competing in their home district's preliminary seniors quartet contest shall be declared the district's representative.

~~(1) Report of Seniors Quartet District Representative: Immediately following an international preliminary seniors quartet contest, the district representative for contest and judging or affiliate counterpart will provide the Society Contest and Judging office with the name of their representative quartet and its members.~~

4. Contest Entry and Deadline

Completed entry forms for the contest must be received by the Society Contest and Judging office no later than ~~10 January~~ 15 December prior to the contest; provided however, that for good cause shown and with the concurrence of the Society Contest and Judging Committee, through its chairman, the Society Contest and Judging office may accept late entries.

G. Copyright Clearance

4. Use of Song Not Listed On Entry Form

If it wishes to perform a song not previously listed on the entry, a contestant is required to provide documentation of cleared music as specified on the contest entry form [CJ-20] to the contest administrator prior to the start of the competition. ~~In no case shall song title clearances be accepted after the start of the contest.~~ Any songs not sung at any context other than international shall be investigated by the DRCJ; at international contests the panel chairman will investigate.

Motion made and passed to adopt the proposed Article II contest rules, as presented, by the SCJC committee.

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 at its annual midwinter meeting during 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. [NOTE: Current target score is average of 76.]

Motion made and passed to adopt the proposed Article V contest rules, as presented, by the SCJC committee.

ARTICLE VIII: ORDER OF APPEARANCE

A. Contestants' Order of Appearance (OOA)

1. Draw for Singing Order; Excused Absence

The order of appearance will be assigned by random draw. Contestants will sing in the order in which their names are drawn. However, owing to circumstances beyond the control of the contestant the contest administrator or the district representative for contest and judging (prior to a contest for other than an international contest) may excuse an appearance other than in assigned order.

a. During contest: The contest administrator will determine whether to give an excused contestant the opportunity to appear after all other contestants in that contest session, or if the round consists of multiple sessions, after all other contestants in that contest round.

b. Prior to a contest ~~other than an international contest~~: For other than an international contest the district representative for contest and judging may equitably determine a modification to the order of appearance for reasons beyond the control of the contestants. For international contests the Society Contest and Judging Committee through its chairman may equitably a modification to the order of appearance for reasons beyond the control of the contestants.

E. Request To Sing First In International Chorus Contest

1. Written Request Prior To Draw

A chorus participating in the international chorus contest may request in writing to the Society executive director that it be permitted to sing at the beginning of the contest. ~~Such a request must be made and received prior to the draw.~~

2. Multiple Requests If more than one chorus requests to sing at the beginning of the contest, ~~an initial~~ drawing will be held among those choruses to determine the order in which those choruses will sing at the beginning of the contest

Motion made and passed to adopt the proposed Article VIII contest rules, as presented, by the SCJC committee.

Governance & Bylaws

G&B Chair, Noah Funderburg, gave an oral report at the fall 2015 Society Board Meeting in regard to proposed changes to Section 3.02 – Honorary Membership. At the Midwinter meeting the Board passed, on motion, the final written language for revising Section 3.02.

CEO Report

Marty Monson, CEO, offered a special 'thank you' to the District Presidents for their growing collaboration and welcoming of him, along with extended thanks to the team at Harmony Foundation International. Erin Harris, Director of Projects, reviewed some featured highlights of the CEO Report along with the assistance of Erik Dove, CFO, and Chip Gallent, COO. Discussion was held.

General Business

SPC - Society Executive Vice President, Skipp Kropp, provided an update on the Strategic Planning Process collaboration. Discussion was held on process as reported in the Society Board packet, including renaming of Annual Planning Cycle Committee to Strategic Planning Committee.

Motion made and passed to adopt the Strategic Planning Process as reported in Board Packet.

Chapter Board Structure – Kevin Lynch, Chief Strategy Officer, discussed the flexible board policy as presented in board packet. Discussion was held and will continue at future Society Board Meetings.

Recess

The meeting was recessed at 12:30 p.m. Pacific Time.

Reconvene

The meeting reconvened at 3:08 p.m. Pacific Time.

Mixed Harmony Barbershop Association

Ron Morden, Mixed Harmony Barbershop Association President, introduced Association staff and presented the Society with a framed original copy of the Saturday Evening Post featuring Norman Rockwell's Barbershop Quartet. Following the presentation, Mr. Morden discussed details of the MHBA affiliate status as reported in the Board Packet. Discussion was held.

Motion made and passed to approve affiliate status of the Mixed Harmony Barbershop Association (MHBA).

GENERAL BUSINESS – CONTINUED

2016 Calendar Review – President Fuson reviewed notable calendar dates

Inclusion – President Fuson tabled this discussion upon further review and information gathering.

Adjournment

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

Respectfully submitted,

Martin L. Monson, Executive Secretary

Note: The Society Board failed to review the Parking Lot items at the end of the meeting. A condensed version was posted on Basecamp for discussion and/or editing, and will be included in the materials for the February 21, 2016 WebEx call.