

**Minutes of Board of Directors Meeting  
Society for the Preservation and Encouragement of  
Barber Shop Quartet Singing in America, Incorporated  
July 1-2, 2013**

Meeting called to order by President Shannon Elswick at 7:30 a.m. on July 1, 2013.

The meeting was opened with:

The Star-Spangled Banner, directed by Joe Cerutti  
O Canada, directed by Gerry Borden  
The Old Songs, directed by John Miller  
Reading of Mission and Vision Statements by Don Fuson  
Invocation led by Alan Lamson

**The following action was taken:**

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

**The following were present:**

**Officers**

Society President Shannon Elswick  
Society Executive Vice President Don Fuson  
Society Treasurer Dwayne Cooper  
Society Executive Secretary Marty Monson  
Society Immediate Past President Alan Lamson

**Board Members**

Rick Ashby  
Gerry Borden  
David Calland  
Clarke Caldwell, Harmony Foundation President/CEO (non-voting member)  
Joe Cerutti  
John Miller  
Gary Plaag

**Society Staff**

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

## **Guests**

Society Board Nominees:

Ken Galloway  
Jack Fitzpatrick  
Skipp Kropp  
Dick Powell  
Larry Deters (was unable to attend)

## **Meeting Appointments**

President Elswick appointed:  
Rick Ashby Sergeant-at-arms  
Gary Plaag as Keeper of the Keys  
Jim Warner as Parliamentarian  
Chris Buechler as Assistant Parliamentarian  
David Calland as Parking Lot Attendant  
Dwayne Cooper as Governance Advocate

## **Additions to the Agenda**

No additions were added to the agenda.

## **Minutes**

Motion made, seconded, and unanimously adopted: to approve the minutes as corrected of the March 17, 2013 Society Board WebEx meeting.

Motion made, seconded, and unanimously adopted: to approve the minutes of the April 14, 2013 Society Board WebEx meeting.

Motion made, seconded, and unanimously adopted: to approve the minutes of the June 9, 2013 Society Board WebEx meeting.

## **Receipt of Reports**

Motion made, seconded, and unanimously passed: to receive the following reports:

- 75<sup>th</sup> Anniversary Committee Report
- Foundation for a Lifetime of Learning Task Force Report
- Governance Committee Report
- Hall of Fame Committee Report
- Honorary Membership Committee Report
- Joint Audit Committee Report

## **Receipt of Reports for Discussion**

### **Annual Planning Cycle Committee**

Don Fuson reported on behalf of the Annual Planning Cycle Committee. The committee is working to finalize the 2014 AIMS. Their next steps in developing the 2014 AIMS are:

- Seek “tight” definitions of Society AIMS consistent with Board Policy deliverables – Final 2014 document at the 2013 Fall Board and Forum Meetings.
- Do not allow statements/goals without linked programs that support CEO to meet the AIMS
- Continue to put Society Strategic Planning process in place to be the eventual driver
- Balance the “out the window” expanded position of the Society in 2016 with member needs and services in 2014
- Position the Districts and the Chapters to carry out programs and support reflective of the Society’s “big picture” and vision for the future

The committee’s final recommendations for the 2014 Aims will be presented to the Board at the November 2013 Board meeting.

### **Finance Committee**

On behalf of the Finance Committee, Rick Ashby presented the committee’s report. Mr. Ashby reviewed the original and ongoing purpose of the committee. The committee reviews the finances of the Society and together with the CFO and CEO assist the Board in their understanding of overall Society finances.

The committee will regularly track and offer a dashboard report on four areas of finance:

1. Membership Revenue
2. HFI Pledges
3. Net Event Revenue
4. Net Merchandise Revenue

Additionally, these areas of value and worth watching will be reported:

1. P & L vs. Budget
  - a. Payroll YTD vs. Budget
  - b. HFI payments vs. Budget
2. Membership trends by category
3. Net income/loss from conventions and events
  - a. Net income/loss on Marketplace
  - b. Net expense of musical experience (program expense)

4. Balance Sheet Ratios:
  - a. Days of cash on hand
  - b. Working Capital
  - c. Defensive Interval ratio
5. Bank Covenant

### **Governance and Bylaws Committee – Bylaws Revisions**

At its March 17, 2013 meeting the Society Board adopted amendments to the Society Bylaws to create a Finance Committee as a Board committee (to replace the Finance Task Force). President Elswick asked G&B and the Finance Committee to develop language to describe the committee's duties and responsibilities for final approval of the Board and inclusion in the Board Policy Manual. G&B will submit such wording for the Board's consideration at the fall Board meeting.

President Elswick and the Governance and Bylaws Committee presented the first draft of the Bylaws revisions project pertaining to nominations, elections and committees. The committee will present to the Board at its fall meeting an update on its work, which is intended to cleanup inconsistencies of Society job descriptions in various Governance Manuals and Society Bylaws.

Motion made, seconded, and unanimously passed to receive the Annual Planning Cycle Committee, Finance Committee and Governance & Bylaws Committee reports from the consent calendar.

### **Harmony Foundation Update**

Clarke Caldwell, President and CEO of Harmony Foundation International stated that one of the Foundations' 2013 goals was to develop a closer working relationship with the Barbershop Harmony Society. Mr. Caldwell expressed his staff's as well as his own pleasure in working with new BHS Society CEO Marty Monson. Mr. Caldwell and Mr. Monson meet weekly to hold tactical and strategic planning discussions.

Mr. Jim Clarke joined the Harmony Foundation International staff this spring and is off to a fast start and is a strong team player.

The Foundation is launching a Diamond Jubilee Challenge at the Toronto Convention. Chuck and Betty McCollum have provided the Foundation with a \$75,000 match challenge. The match will end on April 11, 2014, the anniversary of the Society's 75th Anniversary.

The Foundation's 2013 income is tracking about \$400,000 more than last year and the Foundation is hopeful to end the year above budgeted numbers.

## **Chief Financial Officer Report**

President Elswick called on CFO Heather Verble who presented a review of the Society's May 2013 Financial Report. Society insurance was discussed. The CFO was asked to provide an update to the Board on Society insurance billing and the breakdown of percentages for chapters and the Society.

## **Treasurer's Report**

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

Motion made, seconded, and unanimously passed: to receive the CFO and Treasurers reports as presented.

## **OLD BUSINESS**

### **Ethics Committee Recommendations**

Mr. Jim Warner, Governance and Bylaws Chair, reported on behalf of the Ethics and Governance and Bylaws committees. At the Society Board's June 9<sup>th</sup> teleconference the Board reviewed a recommendation from the Society Ethics Committee to expel a Society member. At that time the Board requested the Ethics and Governance and Bylaws committees to review and take any necessary further steps to assure full compliance with the Society rules and procedures for the expulsion of the member in this case. Mr. Warner reported that he and Ethics Committee Chairman Chuck Hunter have reviewed the rules and the procedural steps that have now been taken in this case, and the Governance and Bylaws committee has confirmed that there has been full compliance with the Society rules and procedures for the expulsion of the member. Board discussion was held. Based upon the recommendation of the Society Ethics Committee a motion was made, seconded, and unanimously passed to expel Robert Alicea from the Barbershop Harmony Society, effective July 1, 2013.

### **Governance and Bylaws**

Mr. Warner reported to the Board that the Ethics and Governance and Bylaws committees continue to work to develop guidelines to define the phrase "men of good character" as used in Society governing documents. Governance and Bylaws will provide a preliminary report to the Board shortly following this meeting, with a final draft due in September. The Board will update the DP Council during the Fall Mini Forum.

## **NEW BUSINESS**

### **Chief Executive Officer Report**

Mr. Monson presented his report to the Board which covered the following: Staff and volunteers, BHS Interns, BHS Technology projects, BHS Marketing and Branding, Programs,

Conventions, Youth in Harmony (Festivals, Workshops and Harmony Explosion Camps), Aims, External Image and Public Awareness Budget Planning Cycle, Society Operations Team reports, and Executive Limitations.

## **RECESS**

President Elswick declared the Board in recess until 7:30 a.m. July 2, 2013. The meeting ended with the singing of Keep The Whole World Singing directed by President Elswick.

## **CALL TO ORDER**

President Elswick called the Board to order at 7:30 a.m. on July 2, 2013 and welcomed all in attendance.

### **The following action was taken:**

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

The meeting was opened with:

The Star-Spangled Banner, directed by Joe Cerutti  
O Canada, directed by Gerry Borden  
The Old Songs, directed by John Miller  
Reading of Mission and Vision Statements by Don Fuson  
Invocation, led by Alan Lamson

### **The following were present:**

#### **Officers**

Society President Shannon Elswick  
Society Executive Vice President Don Fuson  
Society Treasurer Dwayne Cooper  
Society Executive Secretary Marty Monson  
Society Immediate Past President Alan Lamson

#### **Board Members**

Rick Ashby  
Gerry Borden  
David Calland  
Clarke Caldwell, Harmony Foundation President/CEO (non-voting member)  
Joe Cerutti  
John Miller  
Gary Plaag

#### **Society Staff**

Patty Leveille, Executive Assistant/Office and HR Manager

Rick Spencer, Director of Operations  
Heather Verble, Director of Finance

## **Guests**

### **Past International Presidents**

Noah Funderburg  
Alan Lamson  
Roger Lewis  
Jim Warner

### **District President and Vice Presidents**

#### **Society Board Nominees:**

Jack Fitzpatrick  
Ken Galloway  
Skipp Kropp  
Dick Powell

## **Meeting Appointments**

President Elswick appointed:  
Rick Ashby Sergeant-at-arms  
Gary Plaag as Keeper of the Keys  
Jim Warner as Parliamentarian  
Chris Buechler as Assistant Parliamentarian  
David Calland as Parking Lot Attendant  
Dwayne Cooper as Governance Advocate

## **Special Presentations**

President Elswick recognized Roger Lewis, Chair of the Society's 75th Anniversary Committee, who presented to the Board a collection of proclamations and congratulatory letters from nearly every state and province in North America. The letters and proclamations were in recognition of the Barbershop Harmony Society's 75th Anniversary being celebrated from April 11, 2013 through April 10, 2014.

President Elswick recognized Rob Arnold and Barry Towner, Co-Chairs of the Toronto Convention. Mr. Arnold and Mr. Towner welcomed the Board to Toronto on behalf of their entire convention committee and then presented the Board with special commemorative sports jerseys.

## **Additions to the Agenda**

There were no additions to the agenda.

## **President's Recap**

President Elswick recapped for guests not in attendance at the previous day's Board meeting the Board's discussions and actions of July 1<sup>st</sup>.



## **Chief Financial Officer Report**

Heather Verble provided a recap of the CFO's report for attendees who were not at the previous day's Board meeting.

## **Treasurer's Report**

Dwayne Cooper provided a recap of the Treasurer's report for attendees who were not at the previous day's Board meeting.

## **District Presidents**

President Elswick recognized District President Moderator, Bill Colosimo who addressed the Board and those in attendance. (*attachment #2*)

## **OLD BUSINESS**

### **Annual Planning Cycle**

Don Fuson recapped his report of the 2013 and 2014 AIMS, shared with the Board and District Presidents in the previous day. Open discussion was held between the Board and District Presidents.

### **Branding of the Barbershop Harmony Society**

CEO Marty Monson recapped his report of the Society's branding efforts of the Barbershop Harmony Society. "We have a real opportunity...Making The Music That Makes A Difference."

### **Project 23K Demonstration**

President Elswick offered an update on the 23K Project. Approximately 2% of Society membership has been contacted by the 23K caller volunteers. Data is being collected and so far the data reflects positive attitudes as to member's enjoyment of the Society. Discussion was held between the Board and District Presidents.

## **Chief Executive Officer**

CEO Marty Monson presented a short recap of his report previously sent to the Board and District Presidents.

Motion made, seconded, and unanimously passed to receive the CEO and Society Operation Teams reports as presented.



## **Harmony Foundation International, Inc. Elections**

President Elswick announced that the Harmony Foundation Nominating Chairman, Mike Deputy, has submitted his report which recommends three nominees to the HFI Board of Trustees. The nominees are as follows:

- Sharon W. Miller (second full term 2014-2016)
- J. David Mills (first full term 2014-2016)
- Arne R. Themmen (first full term 2014-2016)

Motion made, seconded, and unanimously passed: that the three named nominees for the Harmony Foundation Board of Trustees be elected.

## **Barbershop Harmony Society Election of Board Officers and Members**

President Elswick recognized Society Nominating Committee Chair Joe Berger. Mr. Berger presented the Nominating Committee Report on behalf of the committee.

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 Toronto, Ontario, on July 1-2, 2013. All terms of office begin January 1, 2014.

Nominated by the Society Nominating Committee:

### **One-year term:**

Society President	Shannon Elswick
Society Executive Vice President	Don Fuson
Society Treasurer	Dwayne Cooper

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

### **Three-year term:**

Board Member at-Large (two to be elected)	Larry Deters Jack Fitzpatrick Ken Galloway Skipp Kropp Dick Powell
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Motion made, seconded, and unanimously passed: that the uncontested nominee(s) for: Society President (Shannon Elswick), Society Executive Vice President (Don Fuson) and Society Treasurer (Dwayne Cooper) be elected by acclamation.

The nominees for Board Member At-Large addressed the Board (Larry Deters by AV presentation) before a secret ballot was taken. Following the tabulation of the ballots by the parliamentarians (acting as tellers), President Elswick announced the result as follows:

Board Member at-Large  
Board Member at-Large

Skipp Kropp  
Dick Powell

## **CLOSING**

### **Retiring Board Members**

President Elswick recognized Rick Ashby and John Miller who will be retiring from the Board at the end of 2013.

### **Governance Advocate Report**

Dwayne Cooper offered his report on the Board's governance process during the July 1-2, 2013 Board meetings. Mr. Cooper reported the following:

Overall, our Board Governance process is operating more effectively and efficiently. Our monthly Board teleconference calls have allowed us to not only take care of the required administrative tasks, but also allow for discussions and brainstorming of ideas and frequent interface with our CEO. This allowed our meetings this week to focus on the meaty matters helping our Society move forward.

This Board understands its role in not only providing administrative oversight, but to also identify and provide resources, both financial and volunteer, that our paid professional staff needs to be successful in their job of providing services to our membership.

President Elswick encourages passionate discussion on all issues, and provides the consensus leadership allowing the Society Board to speak with one voice.

Our Committee support structure is serving us well. I am taking this opportunity to offer a big "THANK YOU" to all our committees and many volunteer hours invested in service to our Society. Particular thanks today go to the 75th Anniversary Committee and the Nominating Committee as we see the fruition of their efforts in Toronto today and this week. Also, thank you to Jim Warner and Chris Buechler on the Governance & Bylaws Committee for keeping us legal.

Looking to the future, the work of the Annual Planning Cycle Committee as it evolves to a true Strategic Planning Committee will allow Staff to develop a comprehensive Annual Business Plan focusing on the one-year tasks required to meet our Long Range plans supported by adequate financial and volunteer resources to lead us into our next 75 years.

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
- Delegation to the CEO

### **Parking Lot**

David Calland reported the following items as parking lot items:

1. Annual Planning Cycle Committee to present a final report on the 2014 Aims with Operations Team plan by the fall Board meeting.
2. G&B will perform a general clean-up of the Standard Bylaws language and insert the new Finance Committee language by the fall Board meeting.
3. BHS CFO will provide an update to the Board on Society insurance billing and breakdown of percentages for the chapters and the Society.
4. G&B and Ethics Committee will update the Board on the issue of defining the phrase “men of good character” with a final draft of guidelines due in September. The Board will update the DP Council at the Fall Mini Forum.

### **Sergeant-at-arms**

Rick Ashby 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 Marty Monson.

Respectfully submitted,

Marty Monson, Executive Secretary