

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
July 4, 2017**

Meeting called to order by President Skipp Kropp at 8:30 a.m. PDT on July 4, 2017

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

The meeting was opened with:

- “The Star Spangled Banner,” directed by Marty Monson
- “O Canada,” directed by Murray Phillips
- “The Old Songs,” directed by Dwayne Cooper
- Reading of Mission and Vision statements by Marty Monson
- Invocation by David Haedtler

The following were present:

Officers

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

Board Members

Murray Phillips
John Donehower
Steve Denino
John Santora
Matt Mercier
David Haedtler
Perry White (non-voting)

Society Staff

Michele Niec, Executive Assistant/Office Manager
Chip Gallent, COO
Erik Dove, CFO
Holly Kellar, CMO
Kevin Lynch, CSO
Erin Harris, Director of Projects

Guests

Society Nominating Committee Chair, Alan Lamson

Matthew Gorman, Youth Advisory Council

Society Board Nominees:

Board Member-At-Large Candidates

Jeremy Albright

Bernard Priceman

Dale Comer

Mark Stock

Board Treasurer Candidates

Ted Leinbach

John Santora

Noah Funderburg, G&B Committee Chair

Carolyn Faulkenberry, CFO Harmony Foundation

Mike Deputy, Trustee President Harmony Foundation

Antonio Lombardi, BHS Manager Chapter Leadership & Education

District Presidents / EVPs:

John Marshall, CSD

Bob Fox, RMD

Doug Smeltz, JAD

Chuck Steiner, SUN

Gordon Bergthold, FWD

Craig Hughes, FWD

John Schneider, SWD

Past International Presidents:

Daryl Flinn

Tim Hanrahan

Roger Lewis

Rob Hopkins

Noah Funderburg

Don Fuson

Alan Lamson

Waiver of Notice Requirement

Motion made and passed to waive Finance Committee Report that was not sent in within the 15-day period.

Consent Calendar

Motion made and passed to receive the following Committee reports:

- Strategic Planning Committee
- Finance Committee
- Nominating Committee
- Joint Audit Committee
- Honorary Membership Committee

Minutes

Motion made and passed to approve the May 20, 2017 Society Board Special Session meeting minutes as presented.

Motion made and passed to approve the May 21, 2017 Society Board meeting minutes as presented.

OLD BUSINESS

Parking Lot Items Update

President Kropp provided an update to the May 21, 2017 parking lot items:

1. CEO Evaluation and Compensation and Benefits Committee to be organized and appointed. The committee should issue a report to the Board by the fall, in time for the budget preparation cycle. Assigned to Skipp Kropp and Don Fuson and remains open
2. Research and recommendation for the title of the one-time President's Award to the Grand Central Red Caps. Assigned to Skipp Kropp and to be presented later in the meeting
3. Investigate and report on the financial implications for authorization of a scholarship fund related to the Red Cap award. Assigned to Skipp Kropp, Marty Monson, Erik Dove, and the Finance Committee with deliverable by September 2017. Finance Committee to present recommendation later in the meeting
4. Follow up with Nominating Committee on process of seeking District input into BMAL candidates. Assigned to Skipp Kropp and Marty Monson with report due Midwinter 2018 and remains open
5. Identify what candidates should receive prior to the WebEx interviews, and prior to the July informal and formal Board sessions. Assigned to Skipp Kropp and Marty Monson. Due prior to candidate interviews in June 2017. This is complete.
6. Continue the cost of Board service discussion. Assigned to Skipp Kropp and Marty Monson and remains open

NEW BUSINESS

Harmony Foundation Report

HFI CEO, Perry White, announced a new matching contribution campaign courtesy of donors Bob and Glenda Mitchell. The Mitchell's will match up to \$100,000 of new donor contributions over the next year.

CFO Report

Erik Dove, Chief Financial Officer, presented and reviewed the Treasurer and CFO report, and status of the 2016 Tax Return Form 990. Discussion was held specific to the BHS Programs, balance sheet highlights, and the 2017 Budget Forecast.

Motion made and passed to receive the 990 and Audit Report as presented.

CEO Report

CEO Marty Monson presented operational updates specific to the Mission to Impact Report, steps taken to pursue incorporation in Canada, Minneapolis CVB discussions regarding the 2017 International Convention, the growth and development in Nashville around Harmony Hall, the International Convention selection process for 2021, 2022, and 2023, and the Member Center.

Erin Harris, director of projects, provided background of development of the 2016 Annual Report. Board members were provided a draft version and asked to discuss observations and continue to offer suggestions via Basecamp post Board meeting.

A request for modification to the existing 2017 budget was discussed as presented to the Finance Committee.

Motion made and passed to approve a 2017 budget modification of \$42,000 of net new spending, the details of which were presented to and fully recommended by the Strategic Planning Committee and the Finance Committee, to support 2017 Strategic Plan Implementation Planning Projects, the results of which will be integrated into the 2018 business plan and budgets.

CEO Marty Monson reviewed the historical background of the Grand Central Red Caps, this year's recipient of the inaugural President's Award. Finance Committee Chair, John Santora, discussed the approval of a scholarship endowment in the name of the Red Caps.

Motion made and passed to set aside a Board-restricted endowment of \$50,000 to provide scholarships "to encourage the broadest possible participation of promising barbershop singers, music educators, and directors of color."

Executive Limitations

Society EVP Dick Powell reviewed the process of annual certification of the Executive Limitations. All Board members then signed off signifying their agreement that the CEO was in conformance with the Executive Limitations.

Barbershop Harmony Society Election of Board Officers and Members

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

Pursuant to Section VII 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 Las Vega, Nevada, on July 4, 2017. All terms of office begin January 1, 2018.

Uncontested and nominated by the Society Nominating Committee:

One-year term:
Society President Skipp Kropp
Society Executive Vice President Richard Powell

Motion made and passed: that the uncontested nominee(s) for Society President (Skipp Kropp) and Society Executive Vice President (Richard Powell) be elected by acclamation.

The following were nominated by the Society Nominating Committee for the position of Treasurer for the term to begin January 1, 2018:

One-year term: John Santora
Ted Leinbach

The nominees for Treasurer addressed the Board before a secret ballot was taken. Following the tabulations of the ballots by the parliamentarian and Michele Niec, executive assistant to the CEO, President Kropp announced the results as follows:

One-year term:
Treasurer John Santora

The following were nominated by the Society Nominating Committee with the recommendation of the seventeen Districts for the two open Board positions of the Society Board Member-At-Large.

Three-year term:
Board Member-At-Large (two to be elected) Jeremy Albright
Bernard Priceman
Mark Stock

David Comer

The nominees for Board Member-At-Large addressed the Board before a secret ballot was taken. Following the tabulations of the ballots by the parliamentarian and Michele Niec, executive assistant to the CEO, President Fuson announced the results as follows:

Board Member-At-Large	Jeremy Albright
Board Member-At-Large	Bernard Priceman

CLOSING

Parking Lot

1. Review the formalization of the Youth Advisory Council. Assigned to Skipp Kropp and Matthew Gorman
2. Follow up with Nominating Committee on process of seeking District input into BMAL candidates. Assigned to Skipp Kropp and Marty Monson with report due Midwinter 2018 and remains open
3. Continue the cost of Board service discussion. Assigned to Skipp Kropp and Marty Monson and remains open
4. Continued development and planning of the CEO Evaluation and Compensation Committee. Assigned to Don Fuson, Skipp Kropp, and Marty Monson
5. Governance review and the role of the Board versus Operations. Assigned to Steve Denino and Marty Monson

Adjournment

The meeting was adjourned at 12:17 p.m. Pacific Time.

Respectfully submitted,

Martin L. Monson, Executive Secretary