

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
June 29 – June 30, 2015**

Meeting called to order by President Don Fuson at 8:30 a.m. on June 29, 2015.

The meeting was opened with:

The Star-Spangled Banner, directed by John Donehower
O Canada, directed by Dwayne Cooper
The Old Songs, directed by Shannon Elswick
Reading of Mission and Vision Statements by Ed Bittle
Invocation led by Don Fuson

The following action was taken:

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

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

Board Members

Ed Bittle
Gerry Borden
Doug Brown
Clarke Caldwell, Harmony Foundation President/CEO (non-voting member)
John Donehower
Dick Powell
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

Society Nominating Committee Chair, Bill Biffle

Society Board Nominees:

Board Member-at-Large Candidates

Gary Hannah

Matthew Mercier

Murray Phillips

Woody Woods

Sharon Miller, Chairperson of Harmony Foundation International

Harmony Foundation International CFO, Carolyn Faulkenberry

Meeting Appointments

President Fuson appointed:

Doug Brown as Sergeant-at-Arms

John Donehower as Keeper of the Keys

Noah Funderburg as Parliamentarian

Chris Buechler as Assistant Parliamentarian

Dick Powell as Parking Lot Attendant

Ed Bittle as Governance Advocate

Waiver of Notice Requirement

Motion made and passed to approve the addition of the following items to the June 29-30, 2015 Board Agenda:

- Ethics Committee Report
- BHS Affiliate Agreement

Consent Calendar

Motion made and passed to receive the following Committee reports:

- Hall of Fame Committee report
- Honorary Membership Committee report
- CEO Evaluation Committee report
- Joint Audit Committee report

Minutes

Motion made and passed to approve the May 17, 2015 Society Board WebEx meeting as presented.

OLD BUSINESS

Parking Lot Review

Closed items

- Small Board proposal
- Midwinter financial updates.
- District HOD Meetings (one meeting vs. two per year) DP Council prefers to remain with a requirement of two meetings per year.

Open items

- District Requirement for the reporting of financials to BHS twice a year
The CFO and Finance Committee are looking into software that would make district financial reporting easier, a status update will be provided to the Board by end of year.
- Executive Limitation reporting
The CEO is working with G&B to realign the Executive Limitations section of the Board Policy Manual. The updated Policy Manual should be ready for review by the August Board meeting.
- Board members to be actively referring to Four Areas of Outreach on Base Camp
- ASCAP and BMI
Discussions are ongoing an update will be presented at the November 2015 Board meeting.
- Basecamp & WebEx capacities
Options are being researched and an update was requested for the November 2015 Board meeting.

Treasurer/CFO

CFO Erik Dove reviewed the financial reporting of the Treasurer's & CFO Report dated June 29 & 30, 2015. Review and discussion was held on the following:

- Membership Services
- Outreach
- Events
- Harmony Marketplace
- Shared Services
- Governance (Board-related expenses)
- Balance Sheet Highlights
- 2014 Audit Report
- Status of 2014 Tax Return Form 990
- 2015 Budget Forecast

Motion made and passed to receive the Treasurer and CFO report of June 29 & 30, 2015 as presented.

Annual Planning Cycle

Skipp Kropp Chair of the Annual Planning presented a verbal update on the committee's current work. The committee met on June 27 and with senior BHS staff. There is a high probability that the committee will recommend to the Board that the 2015 Aims be carried over to 2016 with only a few exceptions. The committee is working to clarify the wording of Aim 2. They will also continue their discussion of the possible addition of another stand-alone aim which would involve the training of the Operations Team (OPTeam). The committee meets again in late August and expects to present the 2016 Aims to the Board by the end of September.

Governance and Bylaws

Nominating Committee

President Fuson recognized Noah Funderburg, chair of the Governance and Bylaws Committee. Mr. Funderburg discussed with the Board the committee's proposed change to Term of Nominating Committee Members as presented by the committee for possible Board action.

Motion made and passed to adopt the changes to 7.01 Nominating Committee as follows (as indicated with cross-through lines and italics):

7.01 Nominating Committee

(a) The Nominating Committee shall consist of five members. The members of the committee shall serve for terms of five years, with terms expiring on ~~October~~ *August 1* in successive years. On or before ~~October~~ *August 1* of each year, the president-elect shall appoint one new member to the committee to succeed the member whose term is then expiring. No member of the committee shall be eligible to succeed himself for consecutive terms; in the event a member is appointed to fill a vacancy occurring in the committee and serves in such capacity for more than 24 months, he shall be ineligible for appointment to a consecutive succeeding term. On or before ~~October~~ *August 1st* of each year, the president-elect shall appoint one of the members of the committee to serve as chairman for that term.

Ethics Complaint Form

G&B proposed a revised Society Ethics Complaint form. Discussion was held.

Motion made and passed to adopt the committee's revised Ethics Complaint Form as amended during discussion and to post the form on the Society's website.

RECESS

President Fuson declared the Board in recess until 8:30 a.m. June 30, 2015.

CALL TO ORDER

President Fuson called the Board to order at 8:30 a.m. on June 30, 2015.

The meeting was opened with:

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O Canada, directed by Gerry Borden
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Society Treasurer Dwayne Cooper
Society Executive Secretary Marty Monson

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Ed Bittle
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Doug Brown
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John Donehower
Dick Powell
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

Harmony Foundation International Chair, Sharon Miller
Harmony Foundation International CFO, Carolyn Faulkenberry
District Presidents and District Executive Vice Presidents
Society Nominating Committee Chair, Bill Biffle
Society Board Nominees:

Board Member-at-Large Candidates

- Gary Hannah
- Matthew Mercier
- Murray Phillips

- Woody Woods

Meeting Appointments

President Fuson appointed:

Doug Brown as Sergeant-at-Arms
John Donehower as Keeper of the Keys
Noah Funderburg as Parliamentarian
Chris Buechler as Assistant Parliamentarian
Dick Powell as Parking Lot Attendant
Ed Bittle as Governance Advocate

Call for Additional agenda items

There were no additional agenda items.

OLD BUSINESS

President Fuson reviewed with the Board and for the audience present unfinished business which had been addressed since the last Board meeting:

District Financial Filings

To make the process meaningful to both the districts and headquarters, the Society is researching software solutions which would allow the existing reporting that districts prepare to be mapped to a common platform. This software will gather the reported information and be able to identify best practices and opportunities for improvement. Headquarters expects to introduce the new software at the Fall Forum and to have districts using it for reporting by December 2015.

ASCAP/BMI

The Society is negotiating with ASCAP and BMI to allow for a more streamlined show clearance process. The Society's goal is to have a new process in place by the end of 2015.

NEW BUSINESS

President Fuson recognized the District President Moderator Murray Phillips and the Assistant District President Moderator Russell Shaner. Mr. Shaner recapped for the Board items covered during the June 29-30, 2015 District President's Council meetings:

- Roberts Rules for Small Boards
- Status of Society training for key officers (Secretary, Treasurer, President) curriculum development
- District accomplishments
- Harmony Explosion camps
- Chartering new chapters

- Successfully navigating “grant” process and producing successful events
- Successful “education/leadership” events (including at least two “combined” leadership academy/harmony college formats)
- Success of “festival” format event, instead of a typical convention
- Two new Basecamp projects created in response to issues raised during discussions
- Revised process for officially closing failed or failing chapters
- Discussion with CFO regarding insurance and liability best practices and navigating the coverage and claims process
- Appointment of Nominating Committee for next Moderator/Assistant Moderator election process
- Meeting to be held for new District Executive Vice Presidents to discuss priorities, goals, transition process from EVP to DP, District President Council function and best practices
- Senior District Chorus

Finance

President Fuson recognized Society Treasurer Dwayne Cooper and Society CFO Erik Dove who presented a recap of the financial reports presented to the Board on June 29, 2015.

Harmony Foundation International

Clarke Caldwell, President and CEO of Harmony Foundation International and Sharon Miller, Chair Harmony Foundation International Board of Trustees addressed the Society Board. Mrs. Miller thanked the BHS and HFI Boards and staffs for their “spirit of cooperation and forward thinking”. Mr. Caldwell presented a slide show which addressed the positive partnership between BHS and HFI as well as positive direction and future this partnership is enabling.

Mr. Caldwell announced plans for the Foundation’s financial goals for 2016 and plans to achieve those goals.

On behalf of the Harmony Foundation International Board of Trustees Mr. Caldwell and Mrs. Miller presented the Society’s President and CEO a check in the amount of \$1,350,000 in support of Society programs.

Annual Planning Cycle

Executive Vice President Skipp Kropp recapped his report received by the Board on Monday, June 29, 2015.

CEO Report

Marty Monson recapped his report for the Board on the status of operations at headquarters. The report covered the following: Staff, Interns and Volunteers, Operational Project Teams update, 2015 completed projects, membership numbers, events and conventions, Harmony University, Leadership Forum, Outreach, CBQC, Grants, Harmony Marketplace, communications, building maintenance, technology, global harmony, and the CEO Executive Limitations.

AIC

Marty Monson recognized AIC President Syd Libsack. Mr. Libsack spoke to the new excitement the membership of the AIC recognizes and wants to be a part of through their partnerships with Barbershop Harmony Society and Harmony Foundation International.

Governance and Bylaws

G&B Chair, Noah Funderburg reviewed the revised Ethics Complaint form which had been approved by the Board on June 9, 2015.

The Society Governance and Bylaws Committee and the Society Ethics Committee have circulated to the Society Board and District Presidents Council a revised Society Ethics Complaint Process. Mr. Funderburg requested feedback from the District Presidents as the Society Board will be considering the proposal at a future date for possible adoption.

The Society Governance and Bylaws Committee are also in the process of reviewing the Standard Chapter Bylaws. The committee's report stated that "the more flexibility we can provide to build home rule into revised bylaws to avoid the 'one size fits all' issue the better we will be". The committee plans to benefit from a wide-ranging review and experience of the many BHS leaders who will offer comments. If adopted, the standard chapter bylaws would become mandatory for all chapters per current Society Bylaws. If substantial changes are made to the standard chapter bylaws at least a one year of transition would be needed to acquaint chapters with the changes and to allow them to develop an implementation plan for electing new officers and such. A full implementation could be as far away as January 1, 2017.

Mr. Funderburg offered clarification for the Society Board and District Presidents Council regarding the parliamentary procedures of the Small Board rules and regulations. The DP Council wanted to know if chapters must adopt all elements of the parliamentary procedure or can they select those elements that make sense for them. The answer was that chapters may adopt those procedure that work best for them.

Harmony Foundation International Board of Trustees Elections

President Fuson announced that the Harmony Foundation Nominating Chairman has submitted his report (dated June 18, 2015) which recommends two nominees to the HFI Board of Trustees. The nominees are as follows:

Chuck Harner 2016-2018 (Second Full Term)

Lynn Weaver 2016-2018 (Second Full Term)

Motion made and passed: that the two named nominees for the Harmony Foundation Board of Trustees be elected.

Barbershop Harmony Society Election of Board Officers and Members

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 Pittsburgh, Pennsylvania on June 30, 2015. All terms of office begin January 1, 2016.

Uncontested and nominated by the Society Nominating Committee:

One-year term:

Society President	Don Fuson
Society Executive Vice President	Skipp Kropp
Society Treasurer	Dwayne Cooper

Motion made, seconded, and passed: that the uncontested nominee(s) for: Society President (Don Fuson), Society Executive Vice President (Skipp Kropp), and Society Treasurer (Dwayne Cooper) be elected by acclamation.

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

Three-year term:

Board Member at-Large (two to be elected)	Gary Hannah Matthew Mercier Murray Phillips Woody Woods
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The nominees for Society Board Member At-Large addressed the Board before a secret ballot was taken. Following the tabulation of the ballots by the parliamentarians, President Fuson announced the results as follows:

Board Member at-Large	Matthew Mercier
Board Member at-Large	Murray Phillips

CLOSING

Parking Lot

Dick Powell reported the following Parking Lot items:

1. SBOD (continuing requirement)
Board members to be actively referring to Four Areas of Outreach on Base Camp especially
2. COO (November update)
WEBEX and Basecamp Capacity

Finance:

1. CFO (November update)
Review of ASCAP/BMI negotiations – looking to negotiate more favorable contract terms similar to those in effect with SAI
2. CFO (Update due Midwinter Convention 2016)
District financials twice per year – investigating software to support this requirement and provide metrics and analytics
3. CFO / Finance Committee (Updates)
Assess the need for additional orientation and training for chapters & districts required to file 990 Schedule O
4. CFO / Finance Committee / HFI (?)
Investigate the implications of sending Donor Choice funds and other grants to chapters that are not in compliance with IRS and 501(c)3 filing requirements
5. Society Board (August WebEx)
Review the report and recommendations of the Governance Advocate. Be prepared to discuss them in detail and act upon recommendations during the August 2015 WEBEX

G&B

1. Funderburg/CEO (August WebEx)
Executive Limitations Updates – realign financial reporting deadlines
2. G&B, DPs, and SBOD (September WebEx)
The revised Ethics Committee process will be sent out to the DPs (the Board already has a copy) for review and comment. The final version will be considered for adoption by the board in September.
3. G&B (ASAP)
Affiliate agreement – to be sent out for review and comment by the board
4. Funderburg/Bittle (September 1st)
Standard chapter by-laws direction: A “minimalist” revised draft (with options) of the current proposal will be generated by 1 September 2015 for further discussion.

DP Discussion Topics

1. CEO (October WebEx)
Megabucks for conventions, pennies for chapter training – Update status of development and deployment of online chapter training resources for October Webex
2. DP Council with CEO support (?)
Society vision for growth – Submit grant applications to conduct festivals (potentially in collaboration with the YMCA) to provide fun and excitement and encourage growth

Sergeant-at-Arms Report

Doug Brown presented a thorough and humorous Sergeant-at-Arms report.

Adjournment

The meeting was adjourned at 4:30 p.m. Central Time.

Respectfully submitted,

Martin L. Monson, Executive Secretary

Approved on 8-16-15