

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
June 30-July 1, 2014**

Meeting called to order by President Shannon Elswick at 8:30 a.m. on June 30, 2014.

The meeting was opened with:

The Star-Spangled Banner, directed by Randy Loos
O Canada, directed by Gerry Borden
The Old Songs, directed by Dwayne Cooper
Reading of Mission and Vision Statements by Gary Plaag
Invocation led by Shannon Elswick

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

Gerry Borden
Doug Brown
Clarke Caldwell, Harmony Foundation President/CEO (non-voting member)
Skipp Kropp
Randy Loos
Gary Plaag
Dick Powell

Society Staff

Jama Clinard, Accountant
Joe Cerutti, Outreach/CBQC
Chip Gallant, Director of Operations
Rebecca Kennedy, Project Manager Society Contractor
Patty Leveille, Executive Assistant/Office and HR Manager

Guests

Society Nominating Committee Chair, Joe Berger

Society Board Nominees:

EVP Candidates

Skipp Kropp

Gary Parker

Board Member-at-Large Candidates

John Donehower

Ken Fess

John Fitzpatrick

John Santora

Meeting Appointments

President Elswick appointed:

Alan Lamson as Sergeant-at-Arms

Dick Powell as Keeper of the Keys

Noah Funderburg as Parliamentarian

Chris Buechler as Assistant Parliamentarian

Doug Brown as Parking Lot Attendant

Don Fuson as Governance Advocate

Additions to the Agenda

CEO submitted materials for presentation and/or information

- Reframing of the Operations Team
- Project Success Management
- Membership Model

Minutes

Motion made, seconded, and passed: to approve the minutes of the January 30, 2014 Midwinter Board Meeting as corrected.

Motion made, seconded, and passed: to approve the minutes of the February 16, 2014 WebEx Minutes as corrected.

Motion made, seconded, and passed: to approve the minutes of the March 9, 2014 WebEx Minutes.

Motion made, seconded, and passed: to approve the minutes of the April 13, 2014 WebEx.

Motion made, seconded, and passed: to approve the minutes of the April 27, 2014 WebEx Minutes.

Motion made, seconded, and passed: to approve the minutes of the May 18, 2014 WebEx Minutes as corrected.

Receipt of Reports

Motion made, seconded, and passed: to receive the following report:

- Nominating Committee Report

Receipt of Reports for Discussion

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

- Annual Planning Cycle Committee Report
- Governance Committee Reports
 - Youth Protection Policy
 - Hall of Fame
 - Nominating Committee
 - Chapter Naming
 - Board & CEO Committee
- Request for Waiver of Bylaws rule
- Harmony Foundation Trustees Nominating Committee Report
- Honorary Membership Committee Report
- Executive Limitations Task Force Report

British Association of Barbershop Singers Special Presentation

President Elswick recognized BHS Affiliate leaders from the British Association of Barbershop Singers: Colin Bennett, Chairman of BABS, Derek Parmenter, and Alan Goldsmith.

On behalf of BABS, Mr. Bennett presented a certificate of appreciation which read:

“The British Association of Barbershop Singers would like to thank the Barbershop Harmony Society for their support during our 40-year history.”

Treasurer’s Report

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

The 2013 Society audit will begin before the end of July 2014.

Motion made, seconded, and passed: to receive the Treasurer’s report as presented.

Chief Executive Officer Report

Mr. Monson presented his report to the Board which covered the following: 2014 AIMS, Project Status Report, Mixed Harmony Affiliate update, ASCAP/BHS check issues, update on BHS April renewal calls, Convention Wild Card, 2015 AIMS and Legacy Programs, 2015 Outreach Enhancements (Grant program and CBQC), and BHS Technology Roadmap.

Mr. Monson recognized staff member Joe Cerutti who reported on the BHS Youth in Harmony grant process for 2014 and 2015. 2015 will be a year of gathering information on successful camps and workshops thus allowing the development of greater resources for future YIH events which will now be called Outreach Events. Three new kinds of outreach grants will be awarded in 2015:

Threshold Grants	Grants will be capped at \$1,500 per grant
Merit Grants	Restrictions will be put in place for the allocation of funds with an extensive application, review, and reporting processes.
Innovation Grants	Encourages “out of the box” development of Outreach Events. Must address at least one of the CVP (Chapter Visitation Program) elements. Extensive application, review and reporting processes

While Canadian Outreach Events will be funded through Sing Canada, the Barbershop Harmony Society will support Canadian Outreach Events on the BHS website. BHS encourages Canadian Chapters to continue reporting their Outreach Events to BHS so that data may be collected and the Society will be able to know how many singers we are reaching.

All applicants must be a BHS chapter, district, or 501(c)(3) non-profit organization.

Mr. Cerutti also addressed a new development for the BHS 2015 College Barbershop Quartet Contest (CBQC). The BHS will be accepting videos as a way to qualify for participation at the International CBQC at the Society's International Convention and Competition in Pittsburgh, PA. The Contest and Judging Committee is developing guidelines for video submissions.

OLD BUSINESS

Governance and Bylaws

Youth Protection Policy

Mr. Funderburg presented the Governance and Bylaws Committee report regarding the Society's Youth Protection Policy. Discussion was held. Motion made, seconded, and passed to move forward with the recommendations of the Governance and Bylaws Committee report which recommended changes to the Society's Youth Protection Policy.

Motion made, seconded, and passed to: amend the Standard Chapter Bylaws to include the following statement: The _____ Chapter of S.P.E.B.S.Q.S.A., Inc. is firmly

committed to the protection of any youth who are members of the chapter or who attend or participate in any functions or schools of the chapter, and will ensure that all of its members adhere to the Society's Youth Policy Statement, and the procedures pertaining to interaction with youth.

Motion made, seconded, and passed to amend Canon 3 as follows: We shall conform in all respects to the bylaws of the Society, the Youth Policy Statement, and the other rules from time to time promulgated by the Society's Board of Directors. And, to also accept G&B's recommendation to revise the Society's Membership Application to contain the following language: By submitting my membership application, I agree to comply with the Society's Code of Ethics and the Society's Youth Policy Statement.

Hall of Fame

The Governance and Bylaws Committee presented their report regarding the process of the Hall of Fame Committee's work. Discussion was held.

Motion made, seconded, and passed: to adopt the following to the Hall of Fame Committee's selection procedures description guidelines:

- i. Once the Hall of Fame Committee selects the candidate(s) they wish to induct into the Hall of Fame, the list of candidate(s) shall be submitted to the Society Board for approval. Once the candidate(s) have been approved, the Committee shall contact the candidates to arrange the procedure for the candidate(s)' announcement and presentation.
- j. The Hall of Fame Committee and Society staff will coordinate the advance announcement of the inductees in an appropriate manner and at appropriate times. The announcement presentation shall be made jointly by the Committee chair and the Society President at the international convention annually.

Nominating Committee

The Board discussed recommendation from the Governance and Bylaws Committee regarding the Nominating Committee's candidate selection process. Discussion was held. Motion made, seconded, and passed: to amend the Society Bylaw 7.01 (c) (2) as follows:

7.01 (c)

(2) Annually the Nominating Committee shall select a pool of candidates based upon any Board member qualifications for the coming year(s) established by the Society Board at its preceding fall Board meeting, and based also upon information on potential candidates developed by the Nominating Committee through recommendations received and inquiries made.

Governance and Bylaws Committee will develop language for the Board's consideration, regarding the Nominating Committee candidate selections. Sections involved are as follows: 7.01 (c), (3) (4) and (5) of the Society's Bylaws.

Chapter Naming

The Board reviewed G&B's recommended changes to ARTICLE XVI, Chapter and District Incorporation; motion made, seconded, and passed: to adopt the following change (note strike through and italics):

16.01 Society chapters and districts shall be incorporated under the chapter or district name. The name and/or initials of the Society ~~may~~ shall be used in conjunction with or as part of the chapter or district name in accordance with policies and procedures established by the Society Board. The form and content of incorporation documents shall be subject to the approval of the Governance and Bylaws Committee. As a part of the incorporation process, each chapter or district shall agree that it will abide by the bylaws, statements of policy, and other governing documents of the Society.

Board & CEO Committee

The Board discussed G&B's report regarding proposed revisions to the Society Bylaws and Board Policy Manual as it relates to Board and CEO Committees. Discussion was held. No action was taken.

Motion made, seconded, and passed: to receive the Governance and Bylaws Committee reports as presented.

Chapter Revocation

President Elswick called on Dick Powell, who presented a report regarding the Society's chapter suspension and charter revocation process. Discussion was held. The Board will discuss this topic with the District Presidents at their joint meeting held during the Las Vegas 2014 convention. Feedback from the joint Board and DP meeting will be collated and provided for further Board discussion.

RECESS

President Elswick declared the Board in recess until 8:30 a.m. July 1, 2014.

CALL TO ORDER

President Elswick called the Board to order at 8:30 a.m. on July 1, 2014, 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 Randy Loos

O Canada, directed by Gerry Borden
The Old Songs, directed by Dwayne Cooper
Reading of Mission and Vision Statements by Gary Plaag
Invocation, led by Shannon 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

Gerry Borden
Doug Brown
Clarke Caldwell, Harmony Foundation President/CEO (non-voting member)
Skipp Kropp
Randy Loos
Gary Plaag
Dick Powell

Society Staff

Jama Clinard, Accountant
Chip Gallant, Director of Operations
Rebecca Kennedy, Project Manager Society Contractor
Patty Leveille, Executive Assistant/Office and HR Manager

Guests

Past International Presidents
Noah Funderburg
Rob Hopkins
Drayton Justus
Alan Lamson
Roger Lewis
Peter Feeney, President Harmony Foundation International
District Presidents and Vice Presidents
Society EVP Nominees
Skipp Kropp
Gary Parker
Society Board Nominees:
Ken Fess
John Fitzpatrick
John Donehower

John Santora

Meeting Appointments

President Elswick appointed:

Alan Lamson as Sergeant-at-Arms
Doug Brown as Keeper of the Keys
Noah Funderburg as Parliamentarian
Chris Buechler as Assistant Parliamentarian
Doug Brown as Parking Lot Attendant
Don Fuson as Governance Advocate

Additions to the Agenda (brought forward from June 30, 2014)

- Annual Planning Cycle
- Honorary Membership Committee
- Society Bylaws Waiver Request
- Executive Limitations Task Force

Harmony Foundation International Board of Trustees 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:

- Debbie Cleveland (2015-2017)
- Don Laursen (2015-2017)
- Casey Parsons (2015-2017)

Motion made, seconded, and passed: that the three 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 Las Vegas, Nevada, on July 1, 2014. All terms of office begin January 1, 2015.

Uncontested and nominated by the Society Nominating Committee:

One-year term:

Society President	Don Fuson
Society Treasurer	Dwayne Cooper

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

Nominated by the Society Nominating Committee for the office of Society Executive Vice President were Skipp Kropp and Gary Parker. The nominees for the Society Executive Vice President addressed the Board before a secret ballot was taken. Following the tabulation of the ballots by the parliamentarians (acting as tellers), President Elswick announced the results as follows:

2015 Society Executive Vice President Skipp Kropp

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)	Ken Fess John Fitzpatrick John Donehower John Santora
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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 Elswick announced the result as follows:

Board Member at-Large	John Donehower
Board Member at-Large	John Santora

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 the retiring District Presidents Moderator, Bill Colosimo for his dedication to the District Presidents Council and to the Society. Mr. Murray Phillips, the new District Presidents Moderator, addressed the Board and those in attendance. The District Presidents Council has developed their team charter. The charter has three interlocking parts:

1. The charter itself...why the council exists
2. The design...what the DP Council does
3. The relationship...how they work

Mr. Phillips continued by saying that the DP Council is accountable to their key customer, their district Boards and their key stakeholder is the Society's CEO. Their main purpose for existence is to share experiences, wisdom, best practices, and trap avoidance.

Harmony Foundation International

President Elswick recognized Clarke Caldwell, CEO and President of Harmony Foundation International. Mr. Caldwell reported on the status of Harmony Foundation in 2014. The Foundation is 15% ahead of their 2014 financial goals. The Foundation's theme for this year's convention is "It's the Music." Mr. Caldwell stated he is grateful for the strong guiding hand of the Harmony Foundation Board of Trustees. The Foundation looks forward to being more significantly involved in the exciting programs Society leadership is leading us toward.

UNFINISHED BUSINESS (carried over from June 30, 2014)

Annual Planning Cycle

President Elswick called on the Annual Planning Cycle chairman Don Fuson. The committee had previously sent to the Board and District Presidents a status report on the 2014/15 Society AIMS. Mr. Fuson discussed the committee's positive working relations with the CEO and thanked committee members Dick Powell and Skipp Kropp for their fine committee work.

The committee will continue to provide quarterly updates. The committee feels that in 2015, consistency of goals will be a key component of the Society's success in 2016. The committee will continue to refine the 2015 goals and metrics.

President's Recap

For the benefit of those not present, President Elswick recapped items covered at the June 30, 2014 Board meeting:

- Society's Youth Protection policy changes
- Process of the selection of Hall of Fame nominees
- Proposed revisions to the Society Bylaws, Board Policy Manual as it relates to the Board and CEO committees
- Process of the selection of Honorary Membership nominees

Executive Limitation Task Force

Alan Lamson reported on the Executive Limitation Task Force's progress regarding the review of the CEO's Executive Limitation.

Proposal for chapter non-member Board seats

The Alexandria Harmonizers Chapter had submitted a formal request to the Society Board to consider waiving the Society Bylaws rule governing who may serve on a chapter Board of Directors.

Motion made, seconded, and passed: to suspend the rules (specifically Standard Chapter Bylaws, Section VI, Paragraph 6.02) from this date through December 31, 2016 to allow Society chapters on a trial basis to have non-member Board Members-at-Large subject to the following:

1. Any chapter desiring to have such board member(s) shall register with the Society headquarters indicating the number of such members they want to have. Such registration shall require the chapter to indicate what goals and improvements the chapter expects to achieve with such member(s).
2. The chapter will agree in writing on said registration that on December 31, 2016 they shall terminate such non-member(s) as Board Members-at-Large unless the Society Board makes additional amendments to the Standard Chapter By-laws or takes other specific action to extend the trial period.
3. The number of such non-member Board Members-at-Large shall be limited to one (1) for a board with seven (7) or fewer members and up to two (2) for a board with more than seven (7) members.
4. Each chapter so registered shall submit a semi-annual report to Society headquarters on June 30 and December 31 of each year that provides the following information:
 - a. Background/qualifications of such non-member Board Members-at-Large
 - b. Activities/programs that the non-member Board Members-at-Large have initiated or participated in
 - c. Progress toward achievement of the goals and improvements enumerated in the chapter's registration
 - d. General overall impact or effectiveness of the non-member Board Members-at-Large in advancing the goals and objectives of the chapter

For information purposes: The Standard Chapter By-laws, Section VI, Paragraph 6.01 specifically differentiate between the officers on the Board of Directors and the members-at-large to wit, the president, chapter development vice president, music and performance vice president, marketing and public relations vice president, secretary, treasurer, immediate past president, and such other officers as may be deemed necessary by regulation of the chapter to conduct the affairs of the chapter are not Members-at-Large and therefore chapters may not allow non-members to fill those positions.

A letter will be sent to the Alexandria Harmonizers by the CEO to explain the Board's actions regarding their request. The CEO requested the Board's patience as headquarter staff decides how to educate Society chapters regarding policy.

Chief Executive Officer (continued from June 30, 2014)

CEO Marty Monson presented a short recap of his report presented on June 30th and then continued the unfinished portion of his report: Affiliates agreement status, Technology Roadmap, ACDA Interest Session, discussion with Sweet Adelines International regarding possible collaborations, World Harmony Council, Headquarters staff, and conventions.

Mr. Monson presented his Executive Limitation Report from the April 27th WebEx Board Meeting as well as Executive Limitation being reviewed at this meeting.

Report on Executive Limitation (April 27, 2014)

- IIC Financial Conditions
- IIE Asset Protection
- IIF Compensation and Benefits
- III Expansion/Development of Barbershop Singing in the World
- IJJ Membership Trends and Membership Growth Plan
- IIK External Image/Public Awareness

Report on Executive Limitations (July 2014)

- IIC Financial Conditions
- IIG Communication and Counsel to the Board
- III Expansion/Development of Barbershop Singing in the World
- IJJ Membership Trends and Membership Growth Plan

CLOSING

Governance Advocate Report

Don Fuson offered his report on the Board's governance process. Mr. Fuson stated that the Board is responsible for driving the policies, the direction and goals of the Society. "We operate in all ways mindful of present and future members and the organization." Mr. Fuson noted that the Board strives to schedule discussions and meetings in a fashion which will allow ample time to discuss, reflect and lead.

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

- IIIA Governance Style
- IIIB Board Job Description
- IIIC The Role of the Society President as Chairman
- IIID Board Committee Principles
- IIIE Board Committee Structure
 - Nominating
 - Governance & Bylaws
 - Hall of Fame
- IIIF Annual Board Planning Cycle
 - Delegation to the CEO

Parking Lot

Doug Brown presented his Parking Lot report as follows:

Governance and Bylaws

1. G&B to run the proposed language for the revised Chapter Suspension and Charter Revocation process by the full G&B Committee and present final language to the Board for approval.
2. Board to hold further discussion regarding the G&B June 2014 Youth Protection Policy
3. Wording for Society membership application regarding men of good charter question and/or convictions

Board

1. Governance and Bylaws Committee will develop language for the Board's consideration, regarding Nominating Committee candidate selections. Sections involved are as follows: 7.01 (c) (3) (4) and (5) of the Society's Bylaws
2. For future discussion: Chapter naming: how does Society ensure compliance with chapter naming?
3. 8.02 C&J. Reference Doug Brown's questions as to word changes to 8.02 and 8.03 b as appointed by CEO suggested by Alan Lamson
4. G&B to work with Honorary Membership Committee for clarification of how the committee functions with regard to presentation and approval of nominees
5. District in good standing regarding ASCAP and BMI

Treasurer

1. Treasurer to offer clarification as to numbers reported, regarding ASCAP, BMI etc. Are they accurate and/or appropriate?
2. Marketplace...when to report markdowns for 2013 or 2014? (Monson)

Finance Committee/Treasurer (to address):

1. Program fund balance
2. Program fund...what are allowable (future) uses
3. Should investment returns be treated differently and how they are currently treated?

Finance Committee

1. Finance Committee to provide recommendations to Executive Limitation regarding EL dealing with finances.

Sergeant-at-arms

Alan Lamson presented to the Board a humorous, thoughtful, and thorough report.

Special Presentation

CEO Marty Monson presented to Immediate Past President Alan Lamson a gift, recognizing him for his dedication to the Board and Society during his tenure as Society International President.

Adjournment

The meeting was adjourned by the singing of Keep the Whole World Singing, directed by Skipp Kropp.

Respectfully submitted,

Marty Monson, Executive Secretary