

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
March 17, 2013**

Meeting called to order by President Shannon Elswick at 6:08 p.m. EST on March 17, 2013.

The meeting was opened with:

Reading of Mission and Vision Statements by Gerry Borden

Invocation led by Shannon Elswick

The following action was taken:

Quorum: The Secretary confirmed the presence of a quorum.

The following were present:

Officers

Society President Shannon Elswick

Society Immediate Past President Alan Lamson

Society Executive Vice President Don Fuson

Society Treasurer Dwayne Cooper

Society Executive Director and Secretary Marty Monson (non-voting member)

Board Members

Rick Ashby

Gerry Borden

Clarke Caldwell, Harmony Foundation President/CEO (non-voting member)

David Calland

John Miller

The following were absent:

Joe Cerutti

Gary Plaag

Society Staff Present

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

Guest

District Presidents' Moderator Bill Colosimo
Governance & Bylaws Chair Jim Warner
Governance & Bylaws Committee member Chris Buechler

Meeting Appointments

Rick Ashby as Sergeant-at-arms
Dwayne Cooper as Parliamentarian
John Miller as Parking Lot Attendant
Don Fuson as Governance Advocate

Additions to the Agenda

There were no additions to the agenda.

Minutes

Motion made, seconded, and unanimously adopted: to approve the minutes of the January 10, 2013 Board meeting.

Motion made, seconded, and unanimously adopted: to approve the minutes of February 10, 2013 Board WebEx meeting.

District Presidents' Moderator

President Elswick recognized District President Moderator Bill Colosimo. Mr. Colosimo offered feedback to the Board on the following topics:

- DP Moderator Mike Ott resigned his post recently and Mr. Colosimo was voted by the DP Council to fill the vacant DP Moderator position.
- DP Council appreciates information shared by the Board.
- The new HOD Bulletin format is educational and is being shared with the membership
- 2013 Fall Forum planning is underway. DP's are asking for an educational emphasis on:
 - Events planning which leads to successful conventions.
 - Chapter Development
 - CSLT
 - Marketing and PR / Create BHS "value awareness" both internally and externally

- DP conference calls are held the 3rd Sunday of each month

Discussion was held regarding the possibility of a written DP Moderator report. The DP Moderator will present his DP Council report to the CEO who will include that information in his operational reports.

CFO / Treasurer's reports

President Elswick introduced Society CFO Heather Verble who presented a review of the Society's December 2012 Unaudited Financial Statement. (Attachment #1)

Treasurer Dwayne Cooper presented his Treasurer's report to the Board. (Attachment #2)

The 2012 Society Consolidated BHS/HFI Audit should be completed and presented to the Board at their July Board meeting. Final payouts from the Society's former pension plan have been distributed and the PBGC Audit has been completed. Society CFO will send a copy of the final PBGC Audit to the Board by email by April 15th.

Discussions of both the CFO and Treasurer's reports were held and questions answered by Ms. Verble and Mr. Cooper.

CEO Report

CEO Marty Monson presented a recap of his report to the Board which included the following topics: General Activity of the CEO, staff, headquarters interns and volunteers, BHS technology projects, 75th Anniversary, 2013 and 2014 Midwinter numbers, YIH workshops, camps and festivals, membership, Society Aims, ACDA project, Operation Team's reports and Executive Limitations. Discussion was held.

A final report on the 2011 Chapter Visitation Program had been previously distributed for the Board's review. Staff is in the process of a further review of the data from the CVP final report and will provide any additional insights they gather to the Board at their April WebEx meeting.

Mr. Monson offered an update to the Society's AIM 2; Vision Planning for Society Leadership Development. Mr. Monson will discuss this further with the Board at its April meeting.

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

Annual Planning Cycle Committee

Don Fuson, Chair of the Annual Planning Cycle Committee presented a recap of the committee's report. The committee is working with the CEO to refine metrics and tracking. The committee will begin to develop the 2014 draft of the Annual Planning Cycle metrics by the Annual Convention in Toronto.

CEO Evaluation Committee

Immediate Past President Alan Lamson presented a verbal report on behalf of the committee. The committee met in January to discuss the current CEO evaluation process and to draft a new CEO evaluation process. The committee is working with the CEO for his input on the specific evaluation criteria. It is expected that the committee will present to the Board its recommendations for an ongoing CEO Evaluation format and begin use of this format by July of 2013.

Ethics Committee

No report was offered.

Finance Task Force

Dwayne Cooper and Rick Ashby presented the Finance Task Force's report. The task force is focusing on dues, conventions and other revenue opportunities. A Dashboard will be developed to keep the Board informed of financial matters.

Governance & Bylaws

Governance & Bylaws Chair Jim Warner presented a recap of the committee's report. The committee is concerned with the amount of time they dedicate to fielding member questions. Staff will work with G&B to develop "Most Asked G&B Questions"/ FAQ documents for the Society Website and perhaps leadership development classes both at districts and Society Fall Forums.

Honorary Membership

John Miller presented a verbal report on behalf of the committee. The committee is working to secure new 2013 and 2014 Society Honorary Members and to also enhance relationships with current Honorary Members.

Joint Audit Review

Dwayne Cooper presented a verbal report on behalf of the Joint Audit Committee. The 2011 Audit Report was held pending the outcome of the PBGC audit. This report was reviewed by the Joint Audit Committee and has now been finalized and issued. It is expected that the 2012 Audit will be completed by June 30, 2013 and ready for the Board's review at the Annual Convention in Toronto.

Nominating Committee

No formal report was offered. However, the committee is actively recruiting Board candidates. Requests and advertisements for Board nominees have begun. The deadline for Board nominee applications is the end of April.

Mixed Harmony Affiliate Task Force

No formal report was offered. However, a final report is expected for the Board's consideration at their April WebEx meeting. Alan Lamson offered a brief verbal update as to the task force's thoughts and recommendations in support of the possibility of the formation of a Mixed Harmony Affiliate.

Global Strategy Development Task Force

No formal report was offered by the task force. However, Mr. Monson gave a brief update as to his monthly operational WebEx meetings with Affiliate organizations. The CEO and Global Task Force Chair Gary Plaag have been in discussions regarding the delineation of responsibilities between headquarters operations and the Global Strategy Development Task Force.

Foundation for a Life Time of Learning Task Force

David Calland Chair of the Foundation for a Life Time of Learning Task Force presented a brief verbal report to the Board on behalf of the task force. Discussions are being held with the CEO and a final report is expected for the Board's consideration at their April WebEx meeting.

Receipt of Reports

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

1. Annual Planning Cycle Committee
2. CEO Evaluation Committee
3. Finance Task Force
4. Governance and Bylaws
5. Honorary Membership Committee
6. Joint Audit Review Committee
7. Foundation for a Life Time of Learning Task Force

OLD BUSINESS

23K Task Force

President Elswick presented on behalf of the task force their report. The work of the task force is moving forward and the program is ready to be launched.

Motion made seconded and unanimously passed to approve the launch of the 23K program.

The 23K Task Force will present to the Board an update and presentation at its Annual Convention meeting in Toronto.

Board Liaisons

Board members gave brief verbal updates of the districts they're Board Liaisons to.

Committee Descriptions

President Elswick announced that he and G&B continue to cleanup inconsistencies of Society job descriptions (in various Governance Manuals and Society Bylaws). An updated progress report is expected by the Board's Annual Convention meeting in Toronto.

NEW BUSINESS

Governance and Bylaws

Proposed Amendments the BHS Contest Rules

Mr. Jim Warner Chair of the G&B Committee presented the following on behalf of his committee. The Board had directed the G&B Committee to prepare recommendation regarding proposed Amendments to the BHS Contest Rules for adoption by the Society Board. Accordingly the committee recommended the following changes (as indicated).

ARTICLE I: ELIGIBILITY

A. Quartets

3. Selection of Home District

In the event that members of a quartet collectively hold memberships in chapters in more than one district, the quartet must notify the Society Contest and Judging office prior to ~~March~~ September 1 of the current ~~each~~ year of the district it chooses to represent and in which it will compete. Such selection will be binding for a full year, and the quartet may not compete in any contest in any other district during that year except as provided below.

{Comment: Due to new beginning of prelims season.}

4. Out of District Competition

c. Deadline:

(1) For international preliminary quartet contests and international preliminary seniors quartet contests, this request must be submitted at least 30 days prior to the official entry deadline for the earlier international preliminary contest of the affected districts, regardless of the international preliminary contest in which the quartet is planning to compete, unless the quartet initially registers with the Society Contest and Judging office (Art.I.A.1.d) after the earlier international preliminary contest deadline.

B. Choruses

6. Out of District Competition

d. Deadline:

(1) For international preliminary chorus contests, this request must be submitted at least 30 days prior to the official entry deadline for the earlier international preliminary contest of the affected districts, regardless of the international preliminary contest in which the chorus is planning to compete-, unless the chapter the chorus represents is chartered after the entry deadline for their home district international preliminary contest.

ARTICLE II: CONTEST ENTRY PROCEDURES

C. International Quartet Contests

1. Contestant Qualification

a. District Representative: The highest scoring quartet from each district competing in an preliminary quartet contest (regardless of the district in which such quartet competes to qualify) shall qualify to represent that district in the international quartet contest. A quartet competing out of its home district must have obtained permission to do so prior to its home district preliminary contest in order to qualify as the district representative.

b. Attainment of Target Score: In addition, all Society and affiliate quartets that meet or exceed the target score (Article V.D.3) shall qualify for the international contest.

ARTICLE V: TYPES OF CONTESTS

A. All Contests

4. District Qualifying Rounds for International Preliminary Contests

Districts are permitted to establish qualifying rounds contests for selection of their representative to international contests as long as the final selection is made at ~~the time indicated for the~~ appropriate international preliminary contest.

D. International Preliminary Quartet Contests

1. Timing and Supervision

International preliminary quartet contests will be held in each district ~~once in the spring of~~ each year under the general supervision of the Society Board of Directors unless otherwise ordered by that board. Each contest will be held between September of the preceding year through May of the year of the international quartet contest for which quartets are qualifying. The international preliminary quartet contest may also be the district quartet contest.

F. International Preliminary Seniors Quartet Contests

1. Timing and Supervision

International preliminary seniors quartet contests will be held in each district ~~once in the fall of~~ each year under the general supervision of the Society Board of Directors unless otherwise ordered by that board. Each contest will be held during the calendar year preceding the year of the international seniors quartet contest for which the quartets are qualifying.

2. District Semifinal Round of Another Contest

The international preliminary seniors quartet contest ~~will~~may be held in conjunction with the semifinal round of the district quartet contest, or the international preliminary quartet contest if different, whether or not a contestant is also entered in the other district contest.

H. International Preliminary Chorus Contests

1. Timing and Supervision

International preliminary chorus contests will be held in each district once ~~in the fall of~~ each year under the general supervision of the Society Board of Directors unless otherwise ordered by that board. Each contest will be held during the calendar year preceding the year of the international chorus contest for which the choruses are qualifying. The international preliminary chorus contest may also be the district chorus contest.

Discussion was held.

Motion made, seconded, and unanimously passed to: adopt G&B's proposed Amendments to the BHS Contest Rules as indicated above.

Finance Committee

The Board had previously directed G&B to develop wording to clarify the purpose and functionality of a Society Finance Committee. Mr. Warner brought his committee's recommendations to the Board for discussion. The wording of documents which would govern a Finance Committee as well as amendments to Articles VII and VIII of the Society Bylaws; and additions to the Board Policy Manual was held.

Motion made, seconded, and unanimously passed: to adopt the following amendments and changes to Articles VII and VIII of the Society Bylaws; and additions to the Board Policy Manual.

Amendments to Article VIII – Society Bylaws:

- (1) Amend Section 8.01(a) as follows:
 - (a) The Nominating, Governance and Bylaws, Ethics, CEO Evaluation, Honorary Membership, Hall of Fame, Audit, Annual Planning Cycle, Compensation Benefits, and Finance Committees are Board Committees created by these bylaws, and each shall report directly to the Board. The duties of such committees shall be as set forth in Sections 7.01(b), 8.04, 8.05, 8.07, 8.08, 8.09, 8.10, 8.11, 8.12, and 8.13 of these bylaws, respectively. Other Board Committees may be created by the Society Board from time to time, as deemed necessary.
- (2) Amend the first sentence of subsection (a) of each of Sections 8.04 through 8.12 to substitute the word “responsibilities” for the word “duties.”

- (3) Re-number the existing Sections 8.13, 8.14 and 8.15 as 8.14, 8.15 and 8.16, respectively, and insert a new Section 8.13, as follows:

8.13 Finance Committee

- (a) The responsibilities of the Committee shall be:
 - (1) Provide direction to and assist the Society Board to fulfill its fiduciary responsibility with respect to financial practices of the Society.
 - (2) Review, at least annually, the Society's revenues (from all sources) and expenditures, balance sheet, investment strategy and asset allocation, internal accounting practices, procedures and controls of the Society, accounting policies, and any other matters that are related to the Society's continued solvency and report the results of that review to the Board.
 - (3) Review and approve the annual budget as prepared by the Executive Director and submit it to the Board for final approval.
 - (4) Ensure the maintenance of an appropriate capital structure.
 - (5) Oversee the maintenance of Society-wide assets.
- (b) Membership:
 - (1) The Committee shall consist of at least three members, two of whom shall be the Society Treasurer and the Society Immediate Past President.
 - (2) The Society President shall appoint one or more additional members to the Committee as he deems prudent. The additional members shall be members of the Society.
 - (3) The Society President shall designate a member of the Committee to serve as chairman.
 - (4) Members of the Society staff shall be ineligible to serve as members of the committee.
- (c) Term of Service:
 - (1) The Society Treasurer and Society Immediate Past President shall serve throughout their terms of service on the Society Board.
 - (2) The additional member(s) shall serve for one year terms and may be appointed to subsequent consecutive terms. No additional member having served four consecutive years on the Committee shall be eligible for reappointment until at least one year has elapsed from the expiration of the last term served by that member.

Amendments to Article VII – Society Bylaws, and additions to Board Policy Manual:

- (4) Delete the introductory sentence of Section 7.01(c) and subsections (c)(2) through (c)(6) of Section 7.01 of the Society Bylaws, and insert the same as an appropriately numbered and titled section of the Board Policy Manual.
- (5) Reconfigure subsection 7.01(c)(1) of the Society Bylaws to appear as Section 7.01(c).
- (6) Insert the following as an appropriately numbered and titled section of the Board Policy Manual:

() The Finance Committee shall:

- (1) Review revenues and expenses of the Society at least quarterly.
- (2) Ensure that the Society's funds are spent appropriately.
- (3) Develop, and recommend for board approval, an investment strategy and asset allocation policy for the Society's funds.
- (4) Provide support to Society staff on all financial matters.
- (5) Make recommendations to the Board on matters that could have a detrimental impact on the financial position of the Society or on actions by the Board to improve the long-term or short-term financial position of the Society.
- (6) Meet with the Executive Director at least quarterly or at other times as requested by the Executive Director or a member of the Committee to discuss policies and other matters pertaining to the fiscal condition of the Society.

The 2013 Finance Committee will be: Chairman Rick Ashby, Dwayne Cooper, Alan Lamson, Don Fuson, and staff support appointed by Marty Monson.

CEO Executive Limitations

The following Executive Limitations were reviewed and discussed with and acknowledged by the Board: General Executive Constraint, Financial Condition, Compensation and Benefits, Expansion and Development of Barbershop Singing in the World, Membership Trends, and External Image / Public Awareness.

Motion made seconded and unanimously passed to receive the CEO report on his Executive Limitations.

CLOSING

Toronto

President Elswick reminded the Board that they should plan to arrive in Toronto not later than late afternoon/early evening on Sunday. There will be a time set for the Board to meet with Board candidates sometime Sunday evening. Board meetings will be held on Monday and Tuesday of convention week.

Governance

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
- Monitoring Organizational Performance

Governance Advocate

As Governance Advocate, Don Fuson offered his thoughts on the Governance Process policies being reviewed during this Board meeting. Mr. Fuson stated that in general, the meeting followed good governance practices, with five areas mentioned as awareness items:

1. Board policies should strengthen long-term success of the Society
2. Cell phone wording should be expanded to data/iPhone and perhaps WebEx
3. All information sent to the Board is omitting the marking for Incidental, Decision-impacting or monitoring as called for in the Board Policy Manual
4. Board discussion must also help discover the barriers that prevent the districts and the Society from achieving established goals.
5. Board must speak as one voice relating to those items approved.

Parking Lot

John Miller reported the following Parking Lot items:

1. Final update on Chapter Visitation document for board and for full District, Chapter and member communication.
2. Review of Vision Statement – this relates to Marty’s document
3. Mixed Harmony Affiliate Task Force – update for the board. The thinking is the group itself needs to define what it wants to be prior to board action...But this seems to be an area where BHS needs to play catch up
4. Ethics reports was an open item
5. Global Strategy Development task Force --- update on process, and progress.
6. Foundation for Life – update planned for next board call – or Toronto.
7. 23K – Update on activation – communication and progress.

Sergeant-at-arms

Rick Ashby presented to the Board a humorous, thoughtful, and thorough report.

Adjournment

The meeting was adjourned at 10:00 p.m.

Respectfully submitted,

Marty Monson, Secretary