

**Minutes of Board of Directors Meeting  
Society for the Preservation and Encouragement of  
Barber Shop Quartet Singing in America, Incorporated  
November 1-2, 2014**

Meeting called to order by President Shannon Elswick at 1:00 p.m. on November 1, 2014.

**The following action was taken:**

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

The meeting was opened with:

*The Star-Spangled Banner*, directed by Skipp Kropp

*O Canada*, directed by Gerry Borden

*The Old Songs*, directed by Gary Plaag

Reading of Mission and Vision Statements by Doug Brown

Invocation led by Shannon Elswick

**The following officers 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 Secretary Marty Monson

**The following Board Members were Present:**

Gerry Borden

Doug Brown

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

Skipp Kropp

Randy Loos

Gary Plaag

Dick Powell

**2015 Board Members Elect**

John Donehower

John Santora

## **Society Staff**

Erik Dove, CFO  
Chip Gallent, Director of Operations  
Erin Harris, Project Manager  
Patty Leveille, Executive Assistant/Office and HR Manager  
Donny Rose, Director of Harmony University

## **Guests**

Keven Keller Society SCJC Chair  
Gary Hannah Society Ethics Committee  
Ken Youngstead Kraft CPAs  
Bill Biffle Society Nominating Committee Chair  
Society Board Nominees:  
    Ed Bittle  
    Gary Bolles  
    John Schneider

## **Meeting Appointments**

President Elswick appointed:  
Randy Loos as Sergeant-at-Arms  
Dwayne Cooper as Keeper of the Keys  
Noah Funderburg as Parliamentarian  
Chris Buechler as Assistant Parliamentarian  
Dick Powell as Parking Lot Attendant  
Alan Lamson as Governance Advocate

## **Additions to the Agenda**

There were no additions to the agenda.

## **Minutes**

Motion made, seconded, and passed to approve the Society Board WebEx minutes of October 19, 2014 as presented.

## **Consent Calendar**

The following reports were received:

- Society Nominating Committee Report
- Governance Committee Report
- Ethics Committee Report
- CEO Report
  - Membership Retention and Growth Draft Plan

- Annual Planning Cycle Committee Report
- Hall of Fame Committee Report
- Finance Report of the CFO/Society Treasurer

### **Chief Executive Officer Report**

President Elswick called on Marty Monson who reviewed his report presented to the Board earlier. The report covered the following: 2014 Aims and program alignment, staff, interns and volunteers, Membership Services, district and chapter statistics and metrics, chapters YTD, Customer Service Updates, convention planning (future international and midwinter conventions), Harmony University, Leadership Forum, Outreach (CBQC, YCF, Grants, Education Tours, Cultural Integration), Harmony Marketplace, PR and Marketing, The Harmonizer, video/audio production, Operations Project Teams (OProject- formerly OT), financial services, building maintenance, Governance (status of Youth Protection Policy updates, Open Board Pilot Project), technology, global harmony (Affiliate Program, American Choral Directors Association, National Association for Music Educators, and the World Harmony Council).

### **OLD BUSINESS**

#### **Contest and Judging Rules**

President Elswick recognized Kevin Keller SCJC Chair. The SCJC Committee joined Mr. Keller and the Board by way of teleconference. SCJC will be bringing proposed changes to C&J rules to the Board at its January 2015 meeting. The Board welcomed SCJC's explanations and reasoning for requesting changes to existing C&J rules. Mr. Keller reviewed the rules that would be affected by the proposed changes. Discussion was held between the SCJC Committee and members of the Board. SCJC will work with the Governance and Bylaws Committee to develop wording of the proposed C&J rule changes. The proposed wording will be presented to the Board for their consideration prior to their January 2015 meeting.

The board will meet with the District Presidents on Monday November 3<sup>rd</sup> to discuss the proposed changes to C&J rules and to receive feedback from the District Presidents.

#### **Annual Planning Cycle**

Annual Planning Cycle Committee Chair Don Fuson presented with BHS Project Manager, Erin Harris the proposed 2015 Aims. Discussion was held. Motion made, seconded, and passed to adopt the 2015 Aims as presented by the Annual Planning Cycle Committee and Barbershop Harmony Society staff.

The 2015 Aims will be as follows:

Goal 1: BHS rebranding effort and launch

Goal 2: Financial rebalance

Goal 3: Leverage success of Outreach and grow to new heights

Goal 4: ALL members working together

Area 1: Help with recruiting

Area 2: More visits from and communication with officers and staff

Area 3: Provide coaching help to chapters

Area 4: Help chapters plan and implement shared activities

Area 5: Modernize music and arrangements available through BHS

### **Executive Limitation Task Force**

Alan Lamson presented on behalf of the task force their report. The task force has met by conference calls and has identified several areas which will be considered for modification or removal. The task force will begin discussions with the CEO and Society President to get the input of the CEO. The recent changes to the operational structure will be reviewed and incorporated in to the task force's recommendations of the revised executive limitations.

The task force time-line is as follows:

December 1<sup>st</sup> Summation of all documents in full draft form

December 15<sup>th</sup> Submission of recommendations from the task force to the Board

January 2015 Consideration, discussion, and adoption of revised executive limitations at the Midwinter Board meeting.

### **NEW BUSINESS**

#### **Ethics Committee**

Noah Funderburg Governance and Bylaws Chair spoke on behalf of the Ethics Committee. The Ethics Committee had been working through several Ethics complaints which all but one had been resolved with no action needed by the Society Board. To resolve the remaining ethics complaint, the Board discussed this matter in a closed Executive Session.

#### **Closed Executive Session**

#### **RECESS**

President Elswick declared the Board in recess until 9:45 a.m. November 2, 2014.

#### **CALL TO ORDER**

President Elswick called the Board to order at 9:45 a.m. on November 2, 2014, and welcomed all in attendance.

#### **NEW BUSINESS (continued)**

#### **Treasurer's Report**

Dwayne Cooper presented the Treasurer and CFO Report for September 20, 2014 (*attachment #1*).

Discussion was held and answers were fielded by Dwayne Cooper and the Barbershop Harmony Society CFO, Erik Dove.

Motion made, seconded, and passed to approve as presented the September 30, 2014 Treasurer and CFO Report.

Mr. Cooper turned the floor over to Erik Dove who presented the draft Consolidated Financial Statements, Additional Information and Independent Auditor's Report December 31, 2013 and 2012. Mr. Dove and Ken Youngstead of Kraft CPAs (auditing firm for the Barbershop Harmony Society and Harmony Foundation International) reviewed the report with the Board. Discussion was held.

Motion made, seconded, and passed to accept the draft Consolidated Financial Statements as presented.

### **Budget**

The 2015/2016 proposed budget was presented by Erik Dove. Discussion was held. Motion made, seconded, and passed to approve the 2015/2016 budget as presented.

### **Governance and Bylaws**

Noah Funderburg presented the G&B report on behalf of the committee. G&B requested guidance on how the Board wishes to proceed with possible explanations, examples, or changes in language to the wording of the Canons of Ethics beyond those already approved. Discussion was held and G&B will draft wording for the Board's consideration at the January 2015 Society Board meeting.

Revisions to Article VII of the Society Bylaws were recommended by G&B.

Motion made, seconded, and passed to adopt the language changes as presented to 7.01 (c)(2), regarding the nominations process.

Motion made, seconded, and passed to adopt the language changes as presented to 7.01(c)(3) regarding the minimum time frames for distributing names of candidate to districts and receiving the responses from districts.

Recommended changes to Rules and Regulations Handbook were recommended by G&B.

Motion made, seconded, and passed to adopt the change of wording found on page 39 of the Society Rules and Regulations Handbook from Society Youth Policy Statement to Society Youth Policy.

Motion made, seconded, and passed to adopt the revision to 7.02 of the Society Bylaws to strike the word "annual" regarding the date to submit the names of nominees to the Board.

## **Board Orientation Manual**

Board member Dick Powell and Board members elect John Santora and John Donehower have completed the development of the new Society Board Member Orientation Manual. The manual was developed to assist new members of the Society Board in becoming fully productive and effective as quickly as possible. Motion made, seconded, and passed to adopt as presented, for immediate Board member's use, the new Board Member Orientation Manual.

## **2015 Board Schedule and Assignments**

Skipp Kropp updated the Board on Society Board members' liaison roles as well as District House of Delegates assignments for the 2015 spring season.

## **2015 Board Meetings**

Incoming President Don Fuson reviewed meetings to be held during 2015. WebEx meetings will be held the 3<sup>rd</sup> Sunday of each month. April may have two WebEx meeting, the 3<sup>rd</sup> and 4<sup>th</sup> Sunday evening.

## **Harmony Foundation International**

Clarke Caldwell President and CEO of Harmony Foundation International presented the Foundation's yearly report. Mr. Caldwell expressed his staff's as well as his own pleasure in working with BHS Society CEO Marty Monson. Mr. Caldwell and Mr. Monson meet weekly to hold tactical and strategic planning discussions.

- The Foundation has recently undergone a reorganization of staff to emphasize:
- A stronger internal support system that is decreasing donor attrition
- A more specialized field staff with a focus on efficiency and more dollars raised for dollars spent
- Internal cross-training that improves our customer care metrics dramatically
- Added 4 new staff positions to satisfy objectives

All of this was achieved without increasing staff budget year over year.

The Foundation's 2014 Annual Revenue Goal of \$2,900,000 was successfully realized with the annual revenue topping off at \$3,000,000.

The Foundation's 2015 Goals and Objectives are as follows:

- Expand the capacity and expertise of the foundation staff
- Achieve Revenue goals (\$3,250.00)
- Work with the Society to plan Capital campaign
- Capitalize the Foundation through debt retirement, establishing an adequate cash reserve and optimum operations capacity

- Develop and implement the formation of an Advisory Board to be functional and hold its first meeting in September 2015 in conjunction with the Annual Meeting of the Harmony Foundation Board of Trustees
- Successfully launch The Legacy of Harmony Endowment and execute campaign to raise 5M dollars for BHS endowment

To quote Mr. Caldwell...

- “We see no sign of slower growth on the horizon”
- “We have a loyal donor base that understands the importance of investing in the Society”
- “We believe the next 6 years will ensure the financial security of the Society in perpetuity”
- “We believe the Foundation will be the largest single source of income for the Society within the next 3 years.”
- “With respect to the industry our staff is second to none in skill, passion, integrity, and commitment to the cause”

### **Special Election of Board Member-at-Large**

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 Nashville, Tennessee, on November 1-2, 2014. The term of office begins January 1, 2015 and ends December 31, 2016.

**Two-year term:** (to fulfill the vacated Board term of Skipp Kropp)

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

Board Member at-Large (one to be elected)	Ed Bittle Gary Bolles John Schneider
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The nominees for 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	Ed Bittle (term of office runs through Dec. 31, 2016)
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### **CLOSING**

#### **Executive Limitations**

The following Executive Limitations were reviewed and discussed with and acknowledged by the Board:

- Budgeting/ Forecasting
- Financial Condition
- Conventions
- Expansion/Development of Barbershop Singing in the World
- Membership Trends and Membership Growth Plan

## **Governance**

As called for in the Board Policy Manual, the following Governance Process policies were reviewed by Executive Vice President, Don Fuson. 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

## **Special Presentation**

President Elswick presented out-going Board Members-at-Large, Gary Plaag and Randy Loos their Past Society Board Member pins. Elswick also spoke to their dedication and gifts of knowledge and passion to the Board. President Elswick presented to 8-year Society Board Member Alan Lamson his Past President Pin. Mr. Lamson served the Board as Member-at-Large, EVP, President and Immediate Past President as well as serving on (or being chair of) many Board Committees and Task Forces.

## **Governance Advocate Report**

Alan Lamson reported that the Board did a good job of staying at the governance level during the Board's two days of meetings. "Discussions were positive and healthy which provided, on a governance level, clarity to staff." Mr. Lamson reminded the Board and others present that they are to refrain from side conversations during Board meetings. "Board members and others are to look to the President to be recognized before speaking."

## **Parking Lot**

Dick Powell reported the following Parking Lot items:

1. SCJC will work with G&B to finalize rule language for approval at the January 2015 Board meeting related to quartet minimum and qualifying scores for the International competition and revisions to the process for selection of the district representative to the international quartet contest.



2. SCJC shall discuss what the minimum score for choruses should be to qualify for International similar to what has been established for quartets and report their observations, conclusions, and recommendations to the SBOD.
3. The Executive Committee will consider what kind of orientation and training is required and should be provided for new board members.
4. BHS and HFI will complete an analysis on how to manage the Program Fund going forward and the results of that analysis shall be provided not later than Mid-Winter 2015.
5. The board will assess qualitative research tools and approaches to help us assess the value of programs on other than purely financial considerations.
6. The board will continue to discuss whether there should be revisions to the term “men of good character” and that subject will be on the agenda for the January board meeting at Mid-Winter.

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

Randy Loos 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 President Shannon Elswick.

Respectfully submitted,

Martin L. Monson, Executive Secretary