

**Minutes of Board of Directors Meeting  
Society for the Preservation and Encouragement of  
Barber Shop Quartet Singing in America, Incorporated  
Nov. 2, 2013**

Meeting called to order by President Shannon Elswick at 8:30 a.m. on Nov. 2, 2013.

The meeting was opened with:

*The Star-Spangled Banner*, directed by Don Fuson

*O Canada*, directed by Gerry Borden

*The Old Songs*, directed by Dwayne Cooper

Reading of Mission and Vision Statements by Shannon Elswick

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 officers were present:**

**Officers**

Society President Shannon Elswick  
Society Executive Vice President Don Fuson  
Society Treasurer Dwayne Cooper  
Society Executive Secretary Marty Monson

**The following officer was absent:**

Society Immediate Past President Alan Lamson

**The following Board Members were Present:**

Rick Ashby (present by WebEx)

Gerry Borden

David Calland

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

John Miller

Gary Plaag

## **Others Present**

## **Society Staff**

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

## **Guests**

### **Society Board Elect:**

Skipp Kropp  
Dick Powell

### **Society Board Nominees:**

Larry Deters  
Jack Fitzpatrick  
Randy Loos (present by teleconference)

## **Meeting Appointments**

President Elswick appointed:

David Calland Sergeant-at-Arms  
Gerry Borden as Keeper of the Keys  
Chris Buechler as Parliamentarian  
Gary Plaag as Parking Lot Attendant  
John Miller as Governance Advocate

## **Additions to the Agenda**

Motion made, seconded, and unanimously passed to add to the Board's agenda Mixed Harmony documents for discussion:

- Articles of Incorporation
- Bylaws of the Mixed Barbershop Harmony Association.

## **Minutes**

Motion made, seconded, and unanimously adopted: to approve the minutes of the July 1-2, 2013 Society Board meeting.

Motion made, seconded, and unanimously adopted: to approve the minutes of the August 11, 2013 Society Board WebEx meeting.

Motion made, seconded, and unanimously adopted: to approve the minutes of the September 8, 2013 Society Board WebEx meeting.

President Elswick noted that the Oct. 13, 2013 Society Board WebEx meeting will be presented for Board approval at the January 28, 2014 Society Board Meeting.

### **Receipt of Reports**

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

- Finance Committee – Minutes of the Finance Committee (revised)
- Governance Committee Report
- Joint Audit Committee Report

### **Chief Financial Officer Report**

President Elswick called on CFO Heather Verble who presented a review of the Society's September 2013 Unaudited Financial Statements Report. Discussion was held.

Motion made, seconded, and unanimously passed: to receive the CFO report as presented.

### **Treasurer's Report**

President Elswick called on Treasurer Dwayne Cooper who presented his November 2013 Treasurer's report to the Board. *Treasurer's Report (attachment #1)*

Discussion was held regarding the Society's Line of Credit. No action was taken.

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

### **Barbershop Harmony Society - 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)(c)(6) 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, TN, on Nov. 2, 2013. The term of office begins January 1, 2014.

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

- Larry Deters
- Jack Fitzpatrick
- Randy Loos

The nominees for Board Member-at-Large addressed the Board (Randy Loos by teleconference) before a secret ballot was taken. Following the tabulation of the ballots by the parliamentarian (Chris Buechler), President Elswick announced the result as follows:

Board Member-at-Large

Randy Loos

The term of office is effective Nov. 3, 2013 through December 31, 2014.

President Elswick noted that David Calland's resignation from the Society Board is effective November 10, 2013. Mr. Calland's unfulfilled term will be two years. The Society Nominating Committee will work to provide nominees to the Society Board in time to hold a Special Board Election at the 2014 Midwinter Convention Board Meeting.

## **OLD BUSINESS**

### **Ethics Violation Citation**

The Society Ethics Committee received an official complaint from a district. After much discussion and following Society's guidelines, the Society Ethics Committee officially requested of the Society Board that a Society member's membership be expelled for a period of one (1) year.

The Board discussed the committee's report and recommendation. Motion made, seconded, and unanimously passed to support the recommendation of the Committee but to increase the term of expulsion to three (3) years effective immediately.

### **Finance Committee**

On behalf of the Finance Committee, Rick Ashby presented the committee's report. The committee has reviewed the Society's proposed budget and has worked with staff to find ways to balance the budget without a dues increase. It was decided that the earlier announced automatic dues increase would be needed as previously discussed and realized. With the announcement of dues increases being announced several years ago, this increase should not come as a surprise to the membership. Discussion was held regarding the plan to announce the 2014 dues increase.

The cost of Society programs was discussed. It's the consensus of the committee and staff that programs need to pay for themselves through user fees.

President Elswick requested that the Finance Committee notify the Board of upcoming Finance Committee meetings so that Board members may call in to the committee's teleconferences.

President Elswick requested of the CFO, Treasurer, and Finance Committee that they discuss reporting processes to the Board and how they should be reflected on the Board's agenda.

### **Annual Planning Cycle Committee**

Don Fuson offered a report on behalf of the Annual Planning Cycle Committee. The committee appreciates the Board liaison's feedback, in particularly their convention reports. The final CVP

report (being addressed in the November 2013 Forum network groups) will further enhance the committee's ability to establish metrics for the 2014 Aims.

The committee's final recommendations for the 2014 Aims will be presented to the Board at the Midwinter 2014 Board meeting.

## **NEW BUSINESS**

### **Harmony Foundation**

Clarke Caldwell presented a review of Harmony Foundation International's 2013 and 2014 goals. He discussed with the Board the collaborative efforts being achieved between the Barbershop Harmony Society and Harmony Foundation International. A focus on growth in donors and financial gifting has greatly improved as well as the Foundation's ability to support programs of the Barbershop Harmony Society.

Discussion was held. No action was taken.

### **Society Budget**

CEO Marty Monson and CFO Heather Verble presented for the Board's adoption the 2014 proposed budget. Discussion was held.

Motion made, seconded, and unanimously passed to adopt the 2014 Budget as presented.

### **23K**

President Elswick presented an update on the work of the 23K Committee. Bob Coant and Russ Shaner have been added to the committee and will represent the District Presidents. Three areas of focus will be addressed by 23K:

1. Work with Society staff to call all first year members prior to the member's renewal date.
2. Design a process to work proactively with chapters to report their 990 Financial and State Audits in a timely manner.
3. New Chapter franchising
4. Continued recruiting of 23K volunteers...at this time the committee has nearly 800 volunteers.

### **Mixed Harmony Affiliate**

President Elswick reported that the Governance and Bylaws Committee had received a request from the Mixed Barbershop Harmony Association to become an Affiliate of the Barbershop Harmony Society. The Governance and Bylaws Committee has reviewed and revised Articles of Incorporation and Bylaws submitted by the Mixed Barbershop Harmony Association and finds all documents to be in compliance with Society Bylaws. The Board received the approved

Bylaws and Articles of Incorporation from Governance and Bylaws on behalf of the Mixed Barbershop Harmony Association.

A motion was made, seconded, and unanimously adopted: that subject to the execution and delivery of a mutually agreeable Affiliation Agreement, the Mixed Barbershop Harmony Association, a non-profit corporation organized and existing under the laws of the state of Iowa (“MBHA”), be and is hereby recognized as an organization affiliated with the Barbershop Harmony Society; and the Society’s Executive Director/CEO, acting on behalf of the Society, is hereby authorized to negotiate and enter into an Affiliation Agreement with the MBHA upon terms and conditions consistent with the provisions of the Society’s Articles of Incorporation, Bylaws and other governing documents.

### **Chief Executive Officer Report**

Mr. Monson presented his report to the Board which covered the following: Staff and volunteers, BHS Interns, BHS Technology projects, BHS Marketing and Branding, Programs, Conventions, Youth in Harmony (Festivals, Workshops and Harmony Explosion Camps), Aims, External Image and Public Awareness Budget Planning Cycle, Society Operations Team reports, and Executive Limitations.

Motion made, seconded, and unanimously passed to receive the CEO and Society Operation Teams reports as presented.

### **Executive Limitations**

The following Executive Limitations were reviewed and discussed with and acknowledged by the Board: Budgeting/Forecasting, Financial Condition, Conventions, Expansion and Development of Barbershop Singing in the World, and Membership Trends, and Membership Growth Plan.

## **CLOSING**

### **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
- Board Member’s Code of Conduct

- Monitoring Organizational Performance

### **Special Recognition**

President Elswick recognized Rick Ashby and John Miller who will be retiring from the Board at the end of 2013 as well as Joe Cerutti who recently resigned from the Board. All three men received “Past Board Member” pins as well as a standing ovation.

### **Governance Advocate Report**

John Miller offered his report on the Board’s governance process during the November 2, 2013 Board meetings. Mr. Miller reported that the Board understands and demonstrates appropriate balance to the Carver Model of governance.

### **Parking Lot**

Gary Plaag reported the following items as parking lot items:

1. Special Board Member at-Large election (filling David Calland)
2. Annual Planning Cycle Committee to present a final report on the 2014 Aims at the 2014 Midwinter Board meeting.
3. The Board is to receive music from Gerry Borden for *O Canada*. Board is responsible to learn the music by the 2014 Midwinter Board meeting.

### **Parking Lot items** (not completed from earlier Board meetings)

4. G&B will perform a general clean-up of the Standard Bylaws language and insert the new Finance Committee language.
5. G&B and Ethics Committee will update the Board on the issue of defining the phrase “men of good character”.
6. Executive Limitations Discussion

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

David Calland 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 John Miller.

Respectfully submitted,

Martin L. Monson, Executive Secretary