

**Minutes of Board of Directors Meeting  
Society for the Preservation and Encouragement of  
Barber Shop Quartet Singing in America, Incorporated  
November 11, 2017 | Indianapolis, IN**

Meeting called to order by President Skipp Kropp at 10:45 a.m. ET on November 11, 2017

**The following action was taken:**

**Quorum:** Secretary Martin Monson confirmed the presence of a quorum to President Kropp.

**The following officers were present:**

**Officers**

Society President Skipp Kropp  
Society Executive Vice President Dick Powell  
Society Immediate Past President Don Fuson  
Society Treasurer Dwayne Cooper  
Society Secretary Martin Monson (non-voting)

**Board Members**

Murray Phillips  
John Donehower  
Steve Denino  
John Santora  
Matt Mercier  
David Haedtler  
Perry White (non-voting)

**Society Staff**

Erik Dove, CFO  
Kevin Lynch, CSO  
Erin Harris, Sr. Director of Impact  
Michele Niec, Executive Assistant to the CEO

**Guests**

Bari Courts, G&B Committee  
Matthew Gorman, Youth Advisory Council  
Alan Lamson, Nominating Committee  
Shannon Elswick, Finance Committee  
Randy Loos, Finance Committee  
Bernard Priceman, 2018 Board Member-At-Large Elect  
Jeremy Albright, 2018 Board Member-At-Large Elect

**Meeting Appointments**

President Kropp appointed:  
Bari Courts as Parliamentarian  
Murray Phillips as Parking Lot Attendant  
Steve Denino as Governance Advocate  
John Donehower as Sergeant-At-Arms

**Waiver of Notice Requirement**

President Skipp Kropp noted the Compensation and Benefits Committee report, CFO report, and Nominating Committee report were not received by the Board in the required time frame.

Motion made and passed to waive the notice requirement regarding reports and documents in support of this meeting's agenda.

### **Minutes**

Motion made and passed to approve the July 4, 2017 and September 13, 2017 Society Board meeting minutes as presented.

### **CONSENT CALENDAR**

Motion made and passed to accept the Ethics, Strategic Planning, Finance, Nominating, and Compensation and Benefit Committee reports as presented.

### **BUSINESS**

#### **Governance and Bylaws**

President Kropp lead discussion on proposed revisions to the Ethics Complaint Procedure.

Motion made and passed to approve the revised Ethics Complaint Procedure as presented.

#### **Harmony Foundation, Inc.**

Perry White, CEO, provided and 2017 year-to-date update.

#### **Nominating Committee Report**

Alan Lamson, Chairman, provided highlights from the Nominating Committee report. Discussion was held.

Motion made and passed for the Society Board to establish a policy forbidding current/active Board Members, Board Members-Elect, and members of the Nominating Committee from writing letters of recommendation for anyone seeking a seat on the Board during the nomination process.

#### **CEO Evaluation Committee Report**

Committee Chairman, Don Fuson, summarized the committee report. Discussion was held. No action was taken.

#### **CEO Report**

Society CEO, Marty Monson, provided an update on his recent international travels including a meeting the British Association of Barbershop Singers (BABS) Chairman Peter Cookson and the piloting of a test process for international contest qualification. Mr. Monson requested modifications to the BABS Affiliate Agreement be approved by the Board.

Motion made and passed to approve modifications to the BABS Affiliate Agreement as presented.

Erik Dove, CFO, presented an overview of the CFO report and discussion was held.

Motion made and passed to accept the CFO report as presented.

#### **Finance Committee Report**

Finance Committee Chairman, John Santora, presented an overview of the Finance Committee report. Discussion was held on increasing revenue in 2018.

Motion made and passed to allow the staff to amend the BHS dues and fees structure in 2018, not to exceed a \$30 increase for any member or associate.

### **PARKING LOT ITEMS**

The following Parking Lot items were identified at the Society Board's meetings on November 10 and 11, 2017:

Review the formalization of the Youth Advisory Council. Assigned to Skipp Kropp and Matthew Gorman

Follow up with Nominating Committee on the process of seeking District input into BMAL candidates. Assigned to Skipp Kropp and Marty Monson with report due Midwinter 2018 and remains open

Continue the cost of Board service discussion. Assigned to Skipp Kropp and Marty Monson and remains open

Continued development and planning of the CEO Evaluation and Compensation Committee. Assigned to Don Fuson, Skipp Kropp, and Marty Monson

Governance review and the role of the Board versus Operations. Assigned to Steve Denino and Marty Monson

Executive Limitation regarding Donor Restrictions: A limitation should be created to require the CEO to inform the board and also to ensure that donor restriction(s) is followed. Assigned to G&B Committee

Implementation of Charter Work: Establish a Task Force to identify legal counsel to identify structural options with an interim report for Midwinter 2018. Assigned to Skipp Kropp

Implementation of Charter Work: Provide feedback on the options for future organizational structure. Assigned to Society Board

Next Steps Multi-Generation Project Plan: Does the Board need the expertise to guide us on Chapter Value Proposition program design? Assigned to Society Board

Next Steps Multi-Generation Project Plan: How is local Chapter/COA support given? Assigned to Society Board

Need to get the message out: "What happens to the endowment principle of a Chapter's foundation when a Chapter is not there anymore?" Assigned to Perry White

Review the various membership types and present proposals to the Board. Assigned to Marty Monson

A request to law firms will be prepared and will be posted to Basecamp in a few days for editing by the Board. Assigned to Skipp Kropp and Erik Dove

Dues increase requires a 60-day notice. SPC agrees that money is needed. Finance Committee recommends \$10.00 increase. Notice assigned to Marty Monson

Bylaw revisions to clarify membership categories and dues. Assigned to G&B Committee

An experiential presentation of the Healthy Chapter Initiative will be made to the Board at Midwinter Assigned to Steve Denino

Summer Board Meeting schedule will be set up for discussion at Midwinter. Assigned to Skipp Kropp and Marty Monson

Continue the cost of Board service discussion. (Included in Policy Governance Task Force) Assigned to Skipp Kropp and Marty Monson and remains open

Continue the Governance review and the role of the Board versus Operations. Assigned to Steve Denino and Marty Monson

Continue to improve the timely delivery of materials to the Board for review before the meeting. Assigned to Marty Monson

The Secretary will send the changes in the ethics complaint procedure to the appropriate people. Assigned to Marty Monson

The Governance and Bylaws Committee were tasked with developing a change bylaws to remove the requirement for the Board to approve changes in dues and fees. Assigned to G&B Committee

The Ethics Committee will be asked to provide a recommendation on the possibility of providing a report describing the resolution of an ethics complaint. Assigned to Ethic Chairman John Schneider

Board is to provide a choice of the options in the Nominating Committee report to allow them to report by Midwinter. A Basecamp discussion is recommended. Assigned to Society Board

Continued development and planning of the CEO Evaluation and Compensation Committee. Assigned to Don Fuson, Skipp Kropp, and Marty Monson

The Board wishes the G&B Committee to provide a Board Policy Manual revision removing references to operational issues. Assigned to G&B Committee

G&B was asked to develop a social media policy for Board members for approval at Midwinter 2018. Assigned to G&B Committee

G&B Committee was asked to investigate the ability of the Board to strip a medal from a member. Assigned to G&B Committee

G&B Committee was asked to investigate the legal ramifications of publications of ethics complaints and decisions. Assigned to G&B Committee

G&B Committee was asked to conduct a general review of the governance documents for conformance with policy governance. Assigned to G&B Committee

Adjournment

The meeting was adjourned at 4:00 p.m. Eastern Time.